



ITC CORPORATION LIMITED

德祥企業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

Form of proxy for use at the Annual General Meeting to be held on Wednesday, 17th August, 2016 at 3:00 p.m.

I/We¹ _____

of _____

being the registered holder(s) of² _____

ordinary shares of HK\$0.01 each in the share capital of ITC Corporation Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Meeting (as hereinafter defined) or failing him, _____

_____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Wednesday, 17th August, 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the proposed resolutions as set out in the notice convening the Meeting (the "Notice") and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31st March, 2016.		
2.	To declare the final dividend for the year ended 31st March, 2016.		
3.	(A) (i) To re-elect Ms. Chau Mei Wah, Rosanna as a director.		
	(ii) To re-elect Mr. Chan Fut Yan as a director.		
	(iii) To re-elect Mr. Lee Kit Wah as a director.		
	(B) To fix the remuneration of the directors of the Company (the "Directors").		
4.	To re-appoint the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
5.	(A) To grant a general mandate to the Directors to issue the Company's shares not exceeding 20% of the number of the issued shares of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the number of the issued shares of the Company as at the date of passing this resolution.		
	(C) To extend the share issue mandate granted to the Directors under resolution 5(A) above by the aggregate number of issued shares repurchased by the Company under resolution 5(B) above.		
	(D) To approve the refreshment of the 10% limit on grant of options under the share option scheme of the Company.		

Dated this _____ day of _____ 2016.

Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting (as hereinafter defined) or failing him," and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- Please indicate with a "✓" in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the board of directors of the Company may require under the bye-laws of the Company, must be deposited at the **Company's principal place of business in Hong Kong at 30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong** as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) or upon the poll concerned and, in such event, this form of proxy shall be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification, record and notification purpose.

By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be made in writing to the Company at the above address.

* For identification purpose only