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ITC CORPORATION LIMITED

德祥企業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

VOLUNTARY ANNOUNCEMENT INFORMATION ON PAYMENT OF FINAL DIVIDEND AND SPECIAL DIVIDEND FOR YEAR ENDED 31 MARCH 2014

Number of Shares in issue as at Record Date	:	1,270,229,989 Shares
Number of Shares entitled to Dividends in cash	:	355,323,837 Shares
Total amount of Dividends payable in cash	:	HK\$21,319,430.22
Number of Shares elected for Dividends by allotment of Scrip Shares	:	914,906,152 Shares
Total number of Scrip Shares to be allotted	:	96,849,608 Shares
Enlarged issued Shares immediately following the issue of Scrip Shares	:	1,367,079,597 Shares
Payment Date	:	Monday, 6 October 2014
Commencement of dealings in the Scrip Shares	:	Tuesday, 7 October 2014

References are made to the announcement (the “**Announcement**”) of ITC Corporation Limited (the “**Company**”) dated 25 June 2014 and the circular (the “**Circular**”) of the Company dated 29 August 2014 in relation to the payment of final dividend and special dividend for the year ended 31 March 2014. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As stated in the Announcement and the Circular, the Board has resolved to declare a final dividend of HK\$0.03 per Share and a special dividend of HK\$0.03 per Share for the year ended 31 March 2014 with an option to elect payment of the Dividends wholly or partly by

* For identification purpose only

allotment of Scrip Shares at the issue price of HK\$0.5668 each in lieu of cash, payable to the Shareholders whose names were recorded on the register of Shareholders as at the Record Date, which was duly approved by the Shareholders at the annual general meeting of the Company held on 18 August 2014.

Dr. Chan Kwok Keung, Charles, the controlling Shareholder, the chairman and an executive director of the Company, and his indirect wholly-owned company both have elected to accept their respective entitlements to receive the Dividends in the form of Scrip Shares (save for their fractional entitlements which will be in the form of cash).

The Board wishes to announce that as at 16 September 2014, being the latest date for return of the Scrip Election Form,

- (i) the Shareholders in respect of 355,323,837 Shares, representing approximately 28% of the total issued Shares as at the Record Date, entitled to receive the Dividends by way of cash and accordingly, an amount in aggregate of HK\$21,319,430.22 of the Dividends payable by the Company will be satisfied in cash; and
- (ii) the Shareholders in respect of 914,906,152 Shares, representing approximately 72% of the total issued Shares as at the Record Date, elected to receive the Dividends by allotment of Scrip Shares and accordingly, based on the issue price of HK\$0.5668 per Scrip Share as disclosed in the Circular, a total of 96,849,608 Scrip Shares will be issued by the Company, representing approximately 7.6% of the existing total issued Shares and 7.1% of the total issued Shares as enlarged by the issue of Scrip Shares.

The total number of issued Shares will be enlarged to 1,367,079,597 immediately following the issue of 96,849,608 Scrip Shares on 6 October 2014.

The cheques for the Dividends payable in cash and the share certificates for the Scrip Shares are expected to be despatched on Monday, 6 October 2014. Dealings in the Scrip Shares are expected to commence on Tuesday, 7 October 2014.

By Order of the Board
ITC Corporation Limited
Kam Suet Fan
Company Secretary

Hong Kong, 18 September 2014

As at the date of this announcement, the Board comprises:

Executive Directors:

Dr. Chan Kwok Keung, Charles (*Chairman*)
Ms. Chau Mei Wah, Rosanna
(*Deputy Chairman and Managing Director*)
Mr. Chan Kwok Chuen, Augustine
Mr. Chan Fut Yan
Mr. Chan Yiu Lun, Alan

Independent Non-executive Directors:

Mr. Chuck, Winston Calptor
Mr. Lee Kit Wah
Hon. Shek Lai Him, Abraham, *GBS, JP*