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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)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all Resolutions proposed at the AGM held on 17 August 2015 were duly passed by the Shareholders by way of poll.

#### POLL RESULTS OF THE AGM

The board of directors (the “Board”) of ITC Corporation Limited (the “Company”) is pleased to announce the poll results in respect of the resolutions (the “Resolution(s)”) proposed at the annual general meeting (the “AGM”) of the Company held on 17 August 2015 as set out in the notice of the AGM dated 15 July 2015 (the “Notice”) as follows:

Ordinary Resolutions <sup>(Note)</sup>		Number of votes (approximate %)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors of the Company and the independent auditor of the Company for the year ended 31 March 2015.	1,137,593,252 (99.9999%)	7 (0.0001%)
2.	To declare the final dividend of HK\$0.04 per share of HK\$0.01 each of the Company (the “Shares(s)”) for the year ended 31 March 2015 (with an option for scrip dividend).	1,137,593,252 (99.9999%)	7 (0.0001%)
3.	(A) (i) To re-elect Mr. Chan Kwok Chuen, Augustine as a director of the Company (the “Director”).	1,137,593,252 (99.9999%)	7 (0.0001%)
	(A) (ii) To re-elect Mr. Chan Yiu Lun, Alan as a Director.	1,137,593,252 (99.9999%)	7 (0.0001%)
	(A) (iii) To re-elect Mr. Chuck, Winston Calptor as a Director.	1,137,593,252 (99.9999%)	7 (0.0001%)
	(B) To fix the Directors’ remuneration.	1,137,593,252 (99.9999%)	7 (0.0001%)

\* For identification purpose only

<b>Ordinary Resolutions</b> <sup>(Note)</sup>		<b>Number of Votes (approximate %)</b>	
		<b>For</b>	<b>Against</b>
4.	To re-appoint the auditor of the Company and to authorise the Board to fix their remuneration.	1,137,593,252 (99.9999%)	7 (0.0001%)
5.	(A) To grant a general mandate to the Directors to issue the Company's shares not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing this resolution.	1,046,086,030 (91.9561%)	91,507,229 (8.0439%)
	(B) To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution.	1,137,593,252 (99.9999%)	7 (0.0001%)
	(C) To extend the share issue mandate granted to the Directors under resolution 5(A) above by the aggregate number of issued shares of the Company repurchased under resolution 5(B) above.	1,120,398,150 (98.4885%)	17,195,109 (1.5115%)
	(D) To approve the refreshment of the 10% limit on grant of options under the share option scheme of the Company.	1,120,741,305 (98.5186%)	16,851,954 (1.4814%)
<b>Special Resolution</b> <sup>(Note)</sup>			
6.	To adopt the new bye-laws of the Company.	1,133,042,942 (99.6961%)	3,454,317 (0.3039%)

*Note: The summary herein is for reference only. For details, please refer to the full text of the relevant Resolution set out in the Notice.*

The Board is pleased to announce that all Resolutions proposed at the AGM held on 17 August 2015 were duly passed by the shareholders of the Company (the "Shareholders") by way of poll.

As more than 50% of the votes were cast in favour of each of the above ordinary Resolutions, all the ordinary Resolutions were duly passed as ordinary Resolutions of the Company.

As more than 75% of the votes were cast in favour of the above special Resolution, the special Resolution was duly passed as special Resolution of the Company.

As at the date of the AGM, the total number of issued Shares was 1,553,771,074 Shares, being the total number of Shares entitling the holders thereof to attend and vote for or against all the Resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and no Shareholder was required under the Listing Rules to abstain from voting at the AGM. No parties had indicated in the circular of the Company dated 15 July 2015 of their intention to vote against or abstain from voting on any of the Resolutions at the AGM.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board  
**ITC CORPORATION LIMITED**  
**Kam Suet Fan**  
*Company Secretary*

Hong Kong, 17 August 2015

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*