

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **ITC CORPORATION LIMITED**

**德祥企業集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 372)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of ITC Corporation Limited (the “**Company**”) will be held at Dynasty I of Dynasty Club at 7th Floor of South West Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Monday, 16 January 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the payment of a special dividend by the Company in the form of a distribution in specie (the “**Distribution in Specie**”) of all the shares in the issued and paid-up share capital of ITC Properties Group Limited (“**ITCP**”) held by the Company and its wholly-owned subsidiaries to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on 20 January 2017 on the basis of 9 shares of ITCP for every 50 shares of the Company held and on the terms and subject to the exclusions and/or arrangements as described in the circular of the Company dated 23 December 2016 (a copy of which is produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) to be paid and distributed out of the contributed surplus and accumulated profits of the Company, be and is hereby confirmed and approved; and

\* For identification purpose only

- (b) the directors of the Company be and are hereby authorised to effect the Distribution in Specie, to do all such acts and things, and to approve, sign and execute all such documents as the directors of the Company may consider necessary, desirable or expedient for the purposes of or incidental to the implementation of the Distribution in Specie and all acts and things done and all documents signed and executed by the directors of the Company or any of them in connection therewith prior to the date hereof be and are hereby approved, ratified and confirmed.”

Yours faithfully,  
For and on behalf of  
**ITC Corporation Limited**  
**Kam Suet Fan**  
*Company Secretary*

Hong Kong, 23 December 2016

*Head office and principal place of business in Hong Kong:*  
30th Floor  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

- (1) The above resolution will be put to vote at the Meeting by way of poll. On voting by poll, each member of the Company shall have one vote for each share of the Company held.
- (2) Any member of the Company entitled to attend and vote at the Meeting (and any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting (and any adjournment thereof). A proxy needs not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary is proved, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. The board of directors of the Company may, nevertheless, require such evidence as it shall deem necessary as to the due execution of the instrument of proxy and the due authorisation of the same.
- (4) The instrument appointing a proxy and the 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 shall be delivered to 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 and in any event not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

- (5) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting (or any adjournment thereof) or upon the poll concerned and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such shares as if he was solely entitled of the Company thereto; but if more than one of such joint holders are present at the Meeting (and any adjournment thereof), 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.
- (7) For determining entitlement to the Distribution in Specie, the register of members of the Company will be closed on Friday, 20 January 2017 during the day no transfer of shares in the Company will be registered. In order to qualify for the Distribution in Specie, all transfer documents and accompanying share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 January 2017.
- (8) The Chinese version of the resolution as set out in the notice of the Meeting is for reference only. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company are as follows:

*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*