

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

此乃重要文件 請即處理

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**ITC CORPORATION LIMITED**

德祥企業集團有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 372)

(股份代號: 372)

**FINAL DIVIDEND FOR THE YEAR ENDED 31ST MARCH, 2015 - FORM OF ELECTION**

截至二零一五年三月三十一日止年度之末期股息－選擇表格

THIS FORM IS NOT TRANSFERABLE

此表格不得轉讓

**DO NOT COMPLETE AND RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DIVIDEND WHOLLY IN CASH. IF YOU WISH TO RECEIVE ALL OR PART OF YOUR DIVIDEND IN SCRIP SHARES, YOU MUST COMPLETE AND RETURN THIS FORM OF ELECTION IN ACCORDANCE WITH THE INSTRUCTIONS BELOW.**

閣下如欲全部以現金收取股息，則毋須填寫及交回此表格。閣下如欲以代息股份收取全部或部份股息，請務必遵照下列指示填寫及交回此選擇表格。

|                    |  |
|--------------------|--|
| <b>BOX A</b><br>甲欄 | <b>NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S)</b><br>已登記股東之姓名及地址 |
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| <b>BOX B</b><br>乙欄 | <b>REGISTERED HOLDING OF SHARES ON RECORD DATE, 26TH AUGUST, 2015</b><br>於記錄日期二零一五年八月二十六日所登記持有之股份數目 |
|                    |   |

PLEASE REFER TO THE CIRCULAR OF THE COMPANY DATED 28TH AUGUST, 2015 (THE "CIRCULAR") FOR DETAILS OF THE SCRIP DIVIDEND SCHEME.  
有關以代息計劃之詳情，請參閱本公司日期為二零一五年八月二十八日之通函（「通函」）。

**ELECTION FOR PAYMENT OF THE FINAL DIVIDEND ON THE WHOLE OR ON PART OF YOUR REGISTERED HOLDING OF SHARES IN SCRIP SHARES**

閣下按所登記持有股份數目之全部或部份選擇以代息股份收取末期股息

ENTER IN BOX C THE NUMBER OF SHARES FOR WHICH YOU ELECT TO RECEIVE THE FINAL DIVIDEND FOR THE YEAR ENDED 31ST MARCH, 2015 IN SCRIP SHARES IN LIEU OF CASH.

請在丙欄內註明 閣下欲以代息股份代替現金收取截至二零一五年三月三十一日止年度之末期股息派付之股份數目。

|                    |  |
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| <b>BOX C</b><br>丙欄 | <b>NUMBER OF SHARES FOR WHICH FINAL DIVIDEND IS TO BE PAID BY SCRIP SHARES</b><br>以代息股份支付末期股息之股份數目 |
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IF YOU SIGN THIS FORM BUT DO NOT COMPLETE BOX C, OR IF YOUR SPECIFIED NUMBER IN BOX C IS GREATER THAN YOUR REGISTERED HOLDING OF SHARES AS AT THE RECORD DATE, THEN IN EITHER CASE YOU WILL BE DEEMED TO HAVE EXERCISED YOUR ELECTION TO RECEIVE THE FINAL DIVIDEND IN SCRIP SHARES IN LIEU OF CASH IN RESPECT OF ALL THE SHARES REGISTERED IN YOUR NAME AS AT THE RECORD DATE.

如 閣下簽署此表格但未填寫丙欄，或如 閣下於丙欄註明之數目較於記錄日期登記於 閣下名下之股份為多，則在此任何一種情況下， 閣下將被視作已選擇就於記錄日期登記於 閣下名下之全部股份以代息股份方式收取末期股息代替現金。

**PERMANENT ELECTION TO RECEIVE SHARES IN LIEU OF CASH IN RESPECT OF ALL FUTURE DIVIDENDS ON THE WHOLE OF YOUR REGISTERED HOLDING OF SHARE(S)**

閣下登記持有之全部股份日後所有股息均選擇長期收取股份代替現金股息

TICK (✓) BOX D IF YOU WISH TO RECEIVE, IN RESPECT OF ALL YOUR REGISTERED HOLDING OF SHARE(S), SHARES INSTEAD OF CASH IN RESPECT OF ALL FUTURE DIVIDENDS WHICH ARE DECLARED IN CASH WITH AN OPTION TO ELECT FOR SHARES. PERMANENT ELECTION CANNOT BE MADE IN RESPECT OF PART OF YOUR REGISTERED HOLDING OF SHARES.

如 閣下希望就日後派發之股息，在可選擇收取股份以代替現金股息時，就 閣下登記持有之全部股份收取股份以代替現金，請在丁欄內加(✓)號。 閣下不得將 閣下登記持有之部份股份選擇長期收取股份代替現金。

|                    |  |
|--------------------|--|
| <b>BOX D</b><br>丁欄 | <b>PERMANENT ELECTION TO RECEIVE SHARES IN LIEU OF CASH</b><br>選擇長期收取股份以代替現金 |
|                    |  |

TO THE DIRECTORS OF ITC CORPORATION LIMITED: 致德祥企業集團有限公司董事：

I/WE, THE UNDERSIGNED AND ABOVE-NAMED SHAREHOLDER(S), GIVE NOTICE THAT I/WE ELECT TO RECEIVE SCRIP SHARES IN LIEU OF CASH IN RESPECT OF THE FINAL DIVIDEND FOR THE YEAR ENDED 31ST MARCH, 2015 AND, WHERE INDICATED, IN RESPECT OF ALL FUTURE DIVIDENDS, ON THE WHOLE OR PART OF THE SHARES REGISTERED IN MY/OUR NAME(S) IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ABOVE SUBJECT TO THE TERMS AND CONDITIONS SET OUT IN THE CIRCULAR AND THE BYE-LAWS OF THE COMPANY.

本人/吾等為下列簽署及上述之股東，茲通知本人/吾等就名下登記之全部或部份股份所應享有截至二零一五年三月三十一日止年度之末期股息（及所有日後派發之股息（如有指明）），根據以上所作指示，選擇收取代息股份代替現金，並遵照通函所載條款及條件以及本公司之公司細則之規定。

SIGNED (SIGNATURE(S) MUST MATCH THE RECORDS MAINTAINED BY TRICOR SECRETARIES LIMITED)

簽署（簽名式樣須與卓佳秘書商務有限公司置存之記錄相符）

(1)..... (2)..... (3)..... (4).....

DATE 日期：.....2015.

NOTES: (I) IN THE CASE OF JOINT HOLDERS, ALL MUST SIGN.

附註：如屬聯名持有人，所有持有人均須簽署。

(II) IN THE CASE OF A CORPORATION, THIS FORM SHOULD BE SIGNED ON ITS BEHALF BY A DULY AUTHORISED REPRESENTATIVE, WHOSE OFFICE SHOULD BE STATED.

股東如屬法團，則表格須由正式授權人代表簽署，並須註明簽署人之職銜。

|                         |  |
|-------------------------|--|
| <b>TEL. NO.</b><br>電話號碼 |  |
|-------------------------|--|

PROVIDED THAT THE APPROVAL OF THE STOCK EXCHANGE OF HONG KONG LIMITED IN RESPECT OF THE LISTING OF THE SCRIP SHARES IS GRANTED, SHARE CERTIFICATES AND/OR CHEQUES FOR THE ENTITLEMENT WILL BE SENT BY ORDINARY POST TO THE HOLDER(S) OF SHARES ON OR AROUND 5TH OCTOBER, 2015 TO THE ADDRESS STATED ABOVE AT THEIR OWN RISK.

如代息股份獲香港聯合交易所有限公司批准上市，則應得之股票及/或股息支票將於二零一五年十月五日或左右按上述地址以平郵方式寄予股份持有人，郵誤風險由彼等承擔。

THIS FORM OF ELECTION IS FOR THE USE BY THE SHAREHOLDER(S) WHOSE NAME(S) IS/ARE PRINTED IN BOX A. THE RIGHT TO SCRIP SHARES INSTEAD OF THE WHOLE OR PART OF CASH DIVIDEND IS NON-TRANSFERABLE. IF YOU ARE NOT ELIGIBLE TO ELECT SCRIP SHARES IN LIEU OF CASH DIVIDEND, YOU SHOULD NOT COMPLETE THIS FORM OF ELECTION AND, IF YOU DO SO, THIS FORM OF ELECTION WILL BE VOIDED AND HAVE NO EFFECT. NO ACKNOWLEDGEMENT OF RECEIPT OF THIS FORM OF ELECTION WILL BE GIVEN.

本選擇表格乃供甲欄內所列名之股東使用。有關以代息股份代替全部或部份現金股息之權利不得轉讓。倘 閣下並不符合資格選擇以代息股份代替現金股息，則毋須填寫本選擇表格，及倘 閣下填寫本選擇表格，則本選擇表格將告作廢及無效。將不會就本選擇表格給予收訖確認書。

THIS FORM SHOULD BE RETURNED TO AND ARRIVE AT TRICOR SECRETARIES LIMITED, LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG BY NO LATER THAN 4:30 P.M. ON 21ST SEPTEMBER, 2015.

此表格須在二零一五年九月二十一日下午四時三十分前交回及送達卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。

FAILURE TO COMPLETE AND RETURN THIS FORM WITH VALID SIGNATURE WITHIN THE PRESCRIBED TIME WILL RESULT IN YOUR FINAL DIVIDEND BEING PAID WHOLLY IN CASH. THE COMPANY'S DECISION IN ANY DISPUTE RELATING TO THE SCRIP DIVIDEND SCHEME SHALL BE FINAL, CONCLUSIVE AND BINDING.

股東於指定期限內未有填妥及交回簽署妥當之表格將被視作接受上述末期股息全部以現金收取之安排。對任何有關以代息計劃之爭議，本公司之決定將具最終性、決定性及約束力。