



德祥地產集團有限公司\*

**ITC PROPERTIES GROUP LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code : 199)

## Form of proxy for use at the Annual General Meeting

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each (the "Share(s)")  
in the capital of **ITC Properties Group Limited** (the "Company"), HEREBY APPOINT<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the meeting (the "Chairman") as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the "Meeting") to be held at B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 15th August, 2014 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments the resolutions as set out in the notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and consider the audited financial statements of the Company for the year ended 31st March, 2014 together with the report of the directors and of the auditor thereon.		
2.	(A) To declare the final dividend of the Company for the year ended 31st March, 2014.		
	(B) To declare the special dividend of the Company for the year ended 31st March, 2014.		
3.	(A) (i) To re-elect Mr. Chan Fut Yan as executive director of the Company.		
	(ii) To re-elect Mr. Wong Chi Keung, Alvin as independent non-executive director of the Company.		
	(iii) To re-elect Mr. Kwok Ka Lap, Alva as independent non-executive director of the Company.		
	(B) To authorise the board of the directors of the Company (the "Board") to fix the remuneration of the directors of the Company for the ensuing year.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To give a general mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To give a general mandate to the Board to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Board to issue additional Shares under resolution 5 by the addition of an amount representing the nominal amount of the Shares repurchased by the Company under resolution 6.		
8.	To approve the refreshment of the 10% mandate limit under the share option scheme of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature(s)<sup>(5)</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK LETTERS**. The names of all joint holders should be stated.
- Please insert the number of Shares to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the chairman of the meeting" and insert the full name and address of the proxy desired in the space provided. **IF NOT COMPLETED, THE CHAIRMAN WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote 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 convening the Meeting.
- This form of proxy must be signed by you under hand or your attorney duly authorised in writing, or in the case of a corporation, either under your seal or under the hand of your officer, attorney or other person duly authorised.
- If two or more persons are jointly entitled to a Share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at 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, as soon as possible but in any event not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- Any alternation made in this form of proxy must be duly initialed by the person who signs it.

\* For identification purpose only