



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 special general meeting of the Company  
to be held on Monday, 1st December, 2014**

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary share(s) 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 special general meeting of the Company (the “Meeting”) to be held at Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Monday, 1st December, 2014 at 2:30 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in the notice convening the Meeting (the “Notice”) 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 approve, confirm and ratify the Makerston Agreement (as supplemented by the Makerston Extension Letter) and the transactions contemplated thereunder, including the issue of the MS Note and other related transaction documents.		
2.	To approve, confirm and ratify the Eagle Spirit Agreement (as supplemented by the Eagle Spirit Extension Letter) and the transactions contemplated thereunder, including the issue of the ES Note and other related transaction documents.		

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 Share(s) 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 in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “or failing him, the chairman of the meeting (the “Chairman”)” 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 resolutions 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof (as the case may be).
- 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 if you so wish.
- Any alternation made in this form of proxy must be initialed by the person who signs it.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of the Meeting of the Company dated 10th November, 2014.

\* For identification purpose only