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德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 199)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 17TH AUGUST, 2012

The Board is pleased to announce that all Ordinary Resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

Reference was made to the circular (the “**Circular**”) regarding the notice of the annual general meeting of ITC Properties Group Limited (the “**Company**”) issued by the Company dated 16th July, 2012. Capitalized terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

The Board is pleased to announce that at the annual general meeting of the Company held on 17th August, 2012 (the “**AGM**”), all proposed ordinary resolutions as set out in the notice of the AGM dated 16th July, 2012 (the “**Ordinary Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were 385,130,896 Shares in issue. As stated in the Circular, none of the Shareholders was required to abstain from voting in respect of the Ordinary Resolutions at the AGM. The total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the AGM was 385,130,896 Shares. No Shareholder was entitled to attend but was required to vote only against the Ordinary Resolutions at the AGM and no parties whose intention to vote against, or to abstain from voting on, the Ordinary Resolutions as stated in the Circular (if any) had done so at the AGM. The poll results of the Ordinary Resolutions were as follows:

* *For identification purpose only*

Ordinary Resolutions (Note)		Number of votes (Approximate %)	
		For	Against
1.	To receive and approve the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31st March, 2012.	191,226,642 Shares (100.00%)	0 Share (0.00%)
2.	To declare the final dividend of the Company for the year ended 31st March, 2012.	191,226,642 Shares (100.00%)	0 Share (0.00%)
3.	(i) To re-elect Mr. Chan Yiu Lun, Alan as executive director of the Company.	190,501,242 Shares (99.62%)	725,400 Shares (0.38%)
	(ii) To re-elect Mr. Wong Chi Keung, Alvin as independent non-executive director of the Company.	191,226,642 Shares (100.00%)	0 Share (0.00%)
	(iii) To re-elect Mr. Kwok Ka Lap, Alva as independent non-executive director of the Company.	191,226,642 Shares (100.00%)	0 Share (0.00%)
	(iv) To authorise the Board to fix the remuneration of the directors of the Company for the ensuing year.	191,226,642 Shares (100.00%)	0 Share (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	191,064,642 Shares (99.92%)	162,000 Shares (0.08%)
5.	To give a general mandate to the Board to allot, issue and deal with additional Shares, not exceeding 20% of the share capital of the Company in issue as at the date of passing this resolution.	185,108,895 Shares (96.80%)	6,117,747 Shares (3.20%)
6.	To give a general mandate to the Board to repurchase Shares, not exceeding 10% of the share capital of the Company in issue as at the date of passing this resolution.	191,226,642 Shares (100.00%)	0 Share (0.00%)
7.	Subject to the passing of the Ordinary Resolutions nos. 5 and 6, to authorise the Board to issue additional Shares representing the nominal value of the Shares repurchased by the Company.	185,108,895 Shares (96.80%)	6,117,747 Shares (3.20%)
8.	To approve and adopt the new share option scheme of the Company.	185,108,895 Shares (96.80%)	6,117,747 Shares (3.20%)
9.	To cancel and terminate the existing share option scheme of the Company.	190,663,242 Shares (99.71%)	563,400 Shares (0.29%)

Note : Please refer to the “Notice of Annual General Meeting” contained in the Circular for further details on the Ordinary Resolutions.

As more than 50% of the votes was cast in favour of each of the Ordinary Resolutions, all Ordinary Resolutions were duly passed by the Shareholders by way of poll.

Tricor Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the AGM.

By order of the Board
ITC Properties Group Limited
Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 17th August, 2012

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)

Mr. Chan Fut Yan (*Managing Director*)

Mr. Cheung Chi Kit

Mr. Chan Yiu Lun, Alan

Non-executive Director:

Mr. Ma Chi Kong, Karl

Independent non-executive Directors:

Hon. Shek Lai Him, Abraham, SBS, JP (*Vice Chairman*)

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva