

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.



德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 199)

FURTHER UPDATE ON THE MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF INTEREST IN PARAGON WINNER COMPANY LIMITED

The Board wishes to announce that, upon the Purchaser's request, the Lender has agreed to extend the repayment date of the Loan from 31st July, 2012 to 14th August, 2012.

References are made to the announcements of the Company dated 22nd July, 2010, 26th August, 2010, 16th May, 2011, 1st November, 2011, 11th November, 2011, 5th December, 2011, 3rd January, 2012, 18th January, 2012, 20th February, 2012, 20th March, 2012, 2nd April, 2012, 2nd May, 2012 and 14th May, 2012 (collectively, the "**Announcements**") and the circular of the Company dated 10th August, 2010 and 26th April, 2012 (the "**Second Circular**") in relation to the major transaction involving the disposal by the Vendor (an indirect wholly-owned subsidiary of the Company) of a 65% shareholding in Paragon Winner and 65% of all amounts which was owing by the Paragon Winner Group to the Vendor as at Completion. Capitalised terms used herein have the same meanings as those defined in the Announcements and the Second Circular unless otherwise specified.

Completion took place on 31st May, 2012, up to which date the Consideration received by the Vendor was approximately HK\$562.3 million (excluding interest paid of approximately HK\$45.1 million). On the same date, the Lender (an indirect wholly-owned subsidiary of the Company) entered into the Loan Agreement with the Purchaser and an amount of approximately HK\$205.7 million was drawn down by the Purchaser to finance the balance of the Consideration together with the Completion Interest pursuant to the Disposal Agreement (as varied and amended by the Second Supplemental Agreement). The Loan, together with the interest of 10% per annum accrued thereon, should have been fully repaid by the Purchaser to the Lender on or before 31st July, 2012.

The Board wishes to announce that on 31st July, 2012, upon the Purchaser's request, the Lender has agreed to extend the repayment date of the Loan to 14th August, 2012. Save for the extension of the repayment date, all the other terms and conditions of the Loan Agreement remain unchanged and continue in full force and effect.

* For identification purpose only

The Loan is secured by the Pledged Shares and the Pledged Loans which, if the Purchaser shall default in the repayment of the Loan and/or interest thereon, can be forfeited by the Lender and be transferred and assigned to the Vendor such that the Vendor shall as a result retain a 55% interest in the entire issued share capital of and the corresponding percentage of all shareholders' loans due by Paragon Winner.

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

Hong Kong, 31st July, 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