



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer ITC PROPERTIES GROUP LIMITED

Date Submitted 1st April, 2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00199 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>40,000,000,000</u>	<u>0.01</u>	<u>400,000,000</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>40,000,000,000</u>	<u>0.01</u>	<u>400,000,000</u>

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (HK\$) : 400,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>11,772,937,104</u>	_____	_____	_____
Increase/ (decrease) during the month	<u>(11,302,019,620)</u>	_____	_____	_____
Balance at close of the month	<u>470,917,484</u>	_____	_____	_____

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including SGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share options granted on 27/07/2007 under 2002 Share Option Scheme (26/08/2002)						
Ordinary shares (Note 1)	<u>0</u>	<u>0</u>	<u>0</u>	<u>(1,903,200)</u>	<u>0</u>	<u>3,698,552*</u>
2. _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)		<u>0</u>	
			(Preference shares)		_____	
			(Other class)		_____	
Total funds raised during the month from exercise of options (HK\$)					<u>0</u>	

* Referring to the announcement of ITC Properties Group Limited dated 13th March, 2009 (the "Announcement"), as a result of the Capital Reorganisation, the exercise price of the Options was adjusted from HK\$0.422 per Share to HK\$10.55 per Reorganised Share while the maximum number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the Options was adjusted from 92,463,800 Shares to 3,698,552 Reorganised Shares with effect from the close of business on 13th March, 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Warrants issued on 05/08/2008	HK\$	260,023,514.10	0	260,023,512 [#]	0	99,056,576 [#]
(04/02/2010) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ SGM approval date (if applicable) (dd/mm/yyyy) _____		00490 Ordinary shares HK\$2.625 [#] (10/07/2008)				
2. (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ SGM approval date (if applicable) (dd/mm/yyyy) _____						
3. (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ SGM approval date (if applicable) (dd/mm/yyyy) _____						
4. (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ SGM approval date (if applicable) (dd/mm/yyyy) _____						
Total B. (Ordinary shares) _____					0	
(Preference shares) _____						
(Other class) _____						

[#] Referring to the Announcement, as a result of the Capital Reorganisation, the subscription price of the Warrants was adjusted from HK\$0.105 per Share to HK\$2.625 per Reorganised Share while the maximum number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the Warrants was adjusted from 2,476,414,420 Shares to 99,056,576 Reorganised Shares with effect from the close of business on 13th March, 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Zero Coupon Convertible						
Notes due 2010 issued on 11/08/2005	HK\$	471,050,000	0	471,050,000	0	83,004,399 [★]
Stock code (if listed)		00199				
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$5.675 [★]				
SGM approval date (if applicable) (dd/mm/yyyy)		(07/06/2005)				
2. Zero Coupon Convertible						
Notes due 2010 issued on 08/06/2006	HK\$	17,476,177	0	17,476,177	0	3,079,502 [▲]
Stock code (if listed)		00199				
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$5.675 [▲]				
SGM approval date (if applicable) (dd/mm/yyyy)		(23/05/2006)				
3. 1% Convertible Notes						
due 2011 issued on 15/06/2006	HK\$	906,000,000	0	906,000,000	0	100,387,795 [◆]
Stock code (if listed)		00199				
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$9.025 [◆]				
SGM approval date (if applicable) (dd/mm/yyyy)		(08/06/2006)				
			Total C. (Ordinary shares)		0	
			(Preference shares)			
			(Other class)			

[★] Referring to the Announcement, as a result of the Capital Reorganisation, the conversion price of the Convertible Notes issued on 11th August, 2005 was adjusted from HK\$0.227 per Share to HK\$5.675 per Reorganised Share while the maximum number of Shares to be issued upon the full conversion of the Convertible Notes issued on 11th August, 2005 was adjusted from 2,075,110,125 Shares to 83,004,399 Reorganised Shares with effect from the close of business on 13th March, 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

[▲] Referring to the Announcement, as a result of the Capital Reorganisation, the conversion price of the Convertible Notes issued on 8th June, 2006 was adjusted from HK\$0.227 per Share to HK\$5.675 per Reorganised Share while the maximum number of Shares to be issued upon the full conversion of the Convertible Notes issued on 8th June, 2006 was adjusted from 76,987,563 Shares to 3,079,502 Reorganised Shares with effect from the close of business on 13th March, 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

[◆] Referring to the Announcement, as a result of the Capital Reorganisation, the conversion price of the Convertible Notes issued on 15th June, 2006 was adjusted from HK\$0.361 per Share to HK\$9.025 per Reorganised Share while the maximum number of Shares to be issued upon the full conversion of the Convertible Notes issued on 15th June, 2006 was adjusted from 2,509,695,282 Shares to 100,387,795 Reorganised Shares with effect from the close of business on 13th March, 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including SGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	0	
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
2.	Open offer	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
3.	Placing	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
6.	Repurchase of shares		Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
7.	Redemption of shares		Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
8.	Consideration issue	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable <u>Ordinary</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (16/03/2009) SGM approval date: (dd/mm/yyyy) (13/03/2009)	(11,302,019,620)	
10. Other (Please specify)	At price : HK\$ _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)		
Total E. (Ordinary shares)		(11,302,019,620)	
(Preference shares)		_____	
(Other class)		_____	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(11,302,019,620)
	(2)	_____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		_____
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		_____
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: YAN Ha Hung, Loucia

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*