Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   __31/05/2009__

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   **ITC PROPERTIES GROUP LIMITED**

Date Submitted   1st June, 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	40,000,000,000	0.01	400,000,000
Increase/(decrease)	0		0
Balance at close of the month	40,000,000,000	0.01	400,000,000

(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

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

3. Other Classes of Shares

	No. of other classes of shares	Par value (HK$)	Authorised share capital (HK$)
Stock code : _____ Description : _____			
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	470,917,484			
Increase/ (decrease) during the month	0			
Balance at close of the month	470,917,484			

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)*	0	0	0	0	0	3,698,552
2. (/ /) shares *(Note 1)*						
3. (/ /) shares *(Note 1)*						
Total A. (Ordinary shares)					0	
(Preference shares)						
(Other class)						
Total funds raised during the month from exercise of options *(HK$)*					0	

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$	260,023,512	0	260,023,512	0	99,056,576
(04/02/2010)						
Stock code (if listed)		00490				
Class of shares issuable *(Note 1)*		Ordinary shares				
Subscription price		HK$2.625				
SGM approval date (if applicable) (dd/mm/yyyy)		(10/07/2008)				
2.						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				

Total B.   (Ordinary shares) 0
(Preference shares)
(Other class)

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)					
4.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Total C. (Ordinary shares)   0
(Preference shares)
(Other class)

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 *(Note 1)*		
2. _____ _____ _____ (/ /) shares *(Note 1)*		
3. _____ _____ _____ (/ /) shares *(Note 1)*		
Total D. (Ordinary shares)	0	
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

		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
Type of Issue			
1. Rights issue At price : HK$ _____	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2. Open offer At price : HK$ _____	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3. Placing At price : HK$ _____	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

		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
Type of Issue			
5. Scrip dividend At price : HK$ _____	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)		
		_____	_____
6. Repurchase of shares	Class of shares repurchased *(Note 1)* _____ Cancellation date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)		
		_____	_____
7. Redemption of shares	Class of shares redeemed *(Note 1)* _____ Redemption date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)		
		_____	_____
8. Consideration issue At price : HK$ _____	Class of shares issuable _____ *(Note 1)* 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 _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
10. Other (Please specify) At price : HK$ _____	Class of shares issuable _____ *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
	Total E. (Ordinary shares) _____ 0 (Preference shares) _____ (Other class) _____		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	_____ 0
	(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):		_____
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: <u>YAN Ha Hung, Loucia</u>

Title: <u>Company Secretary</u>
(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.*