



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 Annual General Meeting

I/We ⁽¹⁾ _____ of _____ being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of **ITC Properties Group Limited** (the “**Company**”), hereby appoint ⁽³⁾ the Chairman of the Meeting or failing him _____ of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the “**Meeting**”) to be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Wednesday, 10th September, 2008 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at 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 ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and approve the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2008.		
2.	(a) To re-elect Mr. Cheung Hon Kit as executive director of the Company.		
	(b) To re-elect Mr. Chan Fut Yan as executive director of the Company.		
	(c) To re-elect Mr. Qiao Xiaodong as independent non-executive director of the Company.		
	(d) To re-elect Mr. Wong Chi Keung, Alvin as independent non-executive director of the Company.		
	(e) To authorise the board of directors to fix their remuneration for the ensuing year.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration.		
4(A).	To give a general mandate to the board of directors to allot, issue and deal with new shares of the Company.		
4(B).	To give a general mandate to the board of directors to repurchase shares of the Company.		
4(C).	Subject to the passing of Ordinary Resolution Nos. 4(A) and 4(B), to authorise the board of directors to issue additional shares representing the nominal value of the shares repurchased by the Company.		
5.	To approve the refreshment of the scheme mandate limit.		
SPECIAL RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
6.	To approve the amendments to the bye-laws of the Company.		

Dated this _____ day of _____, 2008 Signature(s) _____

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 shares of HK\$0.01 each in the Company 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, please strike out the words “the Chairman of the Meeting or failing him” herein inserted and insert the full name and address of the proxy desired in **BLOCK LETTERS** in the space provided. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING 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 resolution 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 Company’s principal place of business in Hong Kong at Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting (as the case may be).
- The proxy needs 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 initialled by the person who signs it.

* For identification purpose only