



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<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each (the “Share(s)”) in the capital of ITC Properties Group Limited (the “Company”), hereby appoint<sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him, the chairman of the meeting (the “Chairman”) 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 Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Friday, 17th August, 2012 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments the resolutions as set out in the notice convening the Meeting and at such Meeting (or 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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and approve the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31st March, 2012.		
2.	To declare the final dividend of the Company for the year ended 31st March, 2012.		
3.	(i) To re-elect Mr. Chan Yiu Lun, Alan as executive director of the Company.		
	(ii) To re-elect Mr. Wong Chi Keung, Alvin as independent non-executive director of the Company.		
	(iii) To re-elect Mr. Kwok Ka Lap, Alva as independent non-executive director of the Company.		
	(iv) To authorise the board of the directors of the Company (the “Board”) to fix the remuneration of the directors of the Company for the ensuing year.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.		
5.	To give a general mandate to the Board to allot, issue and deal with additional Shares.		
6.	To give a general mandate to the Board to repurchase Shares.		
7.	Subject to the passing of 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.		
8.	To approve and adopt the new share option scheme of the Company.		
9.	To cancel and terminate the existing share option scheme of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012 Signature(s)<sup>(5)</sup> \_\_\_\_\_

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 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 registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “the chairman of the meeting” and insert the full name and address of the proxy desired in the space provided. **IF NOT COMPLETED, THE CHAIRMAN 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- 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 or any adjournment thereof if you so wish.
- Any alteration made in this form of proxy must be initialed by the person who signs it.

\* For identification purpose only