(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

Form of proxy for use at the special general meeting to be held on Thursday, 10th July, 2008

I/We ⁽¹⁾		
of		
being the registered holder(s) of ⁽²⁾	(ordinary shares of
HK\$0.01 each (the "Shares") in the capital of ITC Properties Group Limited (th	e "Company") hereby appoint ⁽³
of		
or failing him, the chairman of the meeting (the "Chairman") as my/our pro	xy to attend a	and act for me/us
at the special general meeting of the Company (the "Meeting") to be held a	at 11:00 a.m. o	on Thursday, 10th
July, 2008 at Shop B27, Basement, Bank of America Tower, 12 Harcourt Roa	ad, Central, H	long Kong and at
any adjournment thereof for the purpose of considering and, if thought fit, p	assing the res	solution as set out
in the notice convening the Meeting and at such Meeting (or at any adjournment)	nent thereof)	to vote for me/us
and in my/our name(s) in respect of the said resolution as hereunder indic	ated or, if no	such indication is
given, as my/our proxy thinks fit.		
ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST(4)
To approve the Rights Issue and the issue of Warrants		

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.

Dated this ______ day of ______, 2008

2. 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 Shares registered in your name(s).

Signature(5)_

- 3. If any proxy other than the Chairman is preferred, strike out the words "or failing him, the chairman of the meeting" and insert the full name and address of the proxy desired in the space provided.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "\" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST THE 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 that referred to in the notice convening the Meeting.
- 5. 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 seal or under the hand of its officer, attorney or other person duly authorised.
- 6. 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 such joint holding is entitled to vote at the Meeting.
- 7. 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 branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting (as the case may be).
- 8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 9. 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.
- 10. Any alteration made in this form of proxy must be initialed by the person who signs it.
- * For identification purpose only