



德祥地產集團有限公司\*

**ITC PROPERTIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 199)**

## RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that the Ordinary Resolution relating to the transactions contemplated under the Disposal Agreements and the Development Project Agreement was duly passed by the Independent Shareholders by way of poll at the SGM held on 4th February, 2008.

Reference is made to the circular relating to, among other things, the discloseable, connected and continuing connected transactions (the “**Circular**”) issued by ITC Properties Group Limited (the “**Company**”) on 17th January, 2008. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that the ordinary resolution to approve the transactions contemplated under the Disposal Agreements and the Development Project Agreement (the “**Ordinary Resolution**”) was duly passed by the Independent Shareholders at the SGM held on 4th February, 2008 by way of poll. As at the date of the SGM, there were 3,095,518,026 Shares in issue. As stated in the Circular, 番禺旅遊, the Purchaser, Panyu Golf and their associates were required to abstain from voting on the Ordinary Resolution. As at the date of the SGM, they did not have any shareholding interests in the Company. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution at the SGM was 3,095,518,026 Shares. No holder was entitled to attend but was required to vote only against the Ordinary Resolution at the SGM. The results of the poll in respect of the Ordinary Resolution proposed at the SGM were as follows:

	Number of votes (%)	
	For	Against
Ordinary Resolution	1,135,608,740 Shares (98.30%)	19,665,000 Shares (1.70%)

As more than 50% of the votes casted at the SGM voted in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed by the Independent Shareholders by way of poll.

Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the SGM.

By order of the Board  
**ITC Properties Group Limited**  
**Yan Ha Hung, Loucia**  
*Company Secretary*

Hong Kong, 4th February, 2008

\* For identification purpose only

As at the date of this announcement, the Directors are as follows:

*Executive Directors:*

Mr. Cheung Hon Kit (*Chairman*)

Mr. Chan Fut Yan (*Managing Director*)

Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)

Mr. Cheung Chi Kit

Mr. Lai Tsan Tung, David

Mr. Ma Chi Kong, Karl

*Independent non-executive Directors:*

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva

Mr. Chui Sai Cheong