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德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 199)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 5TH SEPTEMBER, 2011

The Board is pleased to announce that the Ordinary Resolution set out in the notice of the SGM to approve the Disposal Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the SGM held on 5th September, 2011.

Reference is made to the circular (the “**Circular**”) issued by ITC Properties Group Limited (the “**Company**”) dated 8th August, 2011 in relation to the disposal of 50% equity interest in Vastness Investment Limited. The Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules which requires approval by the Shareholders other than the Purchaser and its associates (the “**Independent Shareholders**”) by way of poll at the SGM. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolution (the “**Ordinary Resolution**”) set out in the notice of the SGM to approve the Disposal Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the SGM held on 5th September, 2011.

As at the date of the SGM, there were 564,919,597 Shares in issue. The Purchaser and its associates, together interested in 1,658,600 Shares as at the date of the SGM, representing approximately 0.3% of the entire issued share capital of the Company, were required to abstain and had abstained from voting on the Ordinary Resolution at the SGM according to the Listing Rules. Furthermore, no Shareholder was entitled to attend but was required to vote only against the Ordinary Resolution at the SGM. Accordingly, the total number of the Shares entitling the holders to attend and vote for or against the Ordinary Resolution at the SGM was 563,260,997 Shares.

* For identification purpose only

The results of the poll in respect of the Ordinary Resolution proposed at the SGM were as follows:

Ordinary Resolution <i>(Note)</i>	Number of votes <i>(Approximate %)</i>	
	For	Against
To approve the Disposal Agreement and the transactions contemplated thereunder	313,635,453 Shares (99.99%)	42,000 Shares (0.01%)

Note : Please refer to the “Notice of the SGM” contained in the Circular for the full version of the Ordinary Resolution .

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

Tricor Secretaries Limited, the branch share registrar and transfer office 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, 5th September, 2011

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. Cheung Chi Kit
Mr. Chan Yiu Lun, Alan

Non-executive Director:

Mr. Ma Chi Kong, Karl

Independent non-executive Directors:

Hon. Shek Lai Him, Abraham, SBS, JP (*Vice Chairman*)
Mr. Wong Chi Keung, Alvin
Mr. Kwok Ka Lap, Alva