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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 7TH MARCH, 2013

The Board is pleased to announce that (i) the Ordinary Resolution set out in the Notice to approve the Agreement and the transactions contemplated thereunder; and (ii) the Special Resolutions set out in the Notice to approve the proposed amendments to the Bye-laws and adoption of the amended and restated Bye-laws, were duly passed by the Shareholders by way of poll at the SGM held on 7th March, 2013.

References are made to (i) the announcement of ITC Properties Group Limited (the “**Company**”) dated 2nd January, 2013 in relation to the very substantial disposal involving the disposal of the parcels of land registered in the Land Registry as section B of Kowloon Inland Lot No. 1263 and the Remaining Portion of Kowloon Inland Lot No. 1263 together with all the buildings erected or to be erected thereon, located at Nos. 703 and 705, Nathan Road, Mongkok, Kowloon, Hong Kong by Castle Win International Limited, an indirect wholly-owned subsidiary of the Company (the “**Disposal**”); (ii) the announcement of the Company dated 11th January, 2013 in relation to the proposed amendments to the bye-laws of the Company (the “**Bye-laws**”) and adoption of the amended and restated Bye-laws; and (iii) the circular of the Company dated 8th February, 2013 in relation to the Disposal and the proposed amendments to the Bye-laws and adoption of the amended and restated Bye-laws (the “**Circular**”). Capitalised terms used herein have the same meanings as those defined in the Circular unless otherwise specified.

POLL RESULTS OF THE SGM

The Board is pleased to announce that (i) the proposed ordinary resolution (the “**Ordinary Resolution**”) set out in the notice of the SGM (the “**Notice**”) to approve the Agreement and the transactions contemplated thereunder; and (ii) the proposed special resolutions (the “**Special Resolutions**”) set out in the Notice to approve the proposed amendments to the Bye-laws and adoption of the amended and restated Bye-laws, were duly passed by the Shareholders by way of poll at the SGM held on 7th March, 2013.

* *For identification purpose only*

As at the date of the SGM, there were 392,799,743 Shares in issue. No Shareholder was required under the Listing Rules to abstain and had abstained from voting on the Ordinary Resolution and the Special Resolutions at the SGM. No Shareholder was entitled to attend and abstain from voting in favour of the Ordinary Resolution and the Special Resolutions at the SGM. Accordingly, the total number of the Shares entitling the holders to attend and vote on the Ordinary Resolution and the Special Resolutions at the SGM was 392,799,743 Shares.

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

Ordinary Resolution <i>(Note)</i>		Number of votes	
		For	Against
To approve the Agreement and all transactions contemplated thereunder		253,505,835 Shares (100%)	0 Share (0%)
Special Resolutions <i>(Note)</i>			
1.	To amend the Bye-laws	253,505,835 Shares (100%)	0 Share (0%)
2.	To adopt the amended and restated Bye-laws	253,505,835 Shares (100%)	0 Share (0%)

Note: Please refer to the Notice for the full version of the Ordinary Resolution and the Special Resolutions.

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

As more than 75% of the votes were cast in favour of each of the above Special Resolutions, all Special Resolutions were duly passed by the 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, 7th March, 2013

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