

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 11TH NOVEMBER, 2011

The ITCP Board is pleased to announce that the Ordinary Resolution set out in the notice of the ITCP SGM to approve the Agreement and the transactions contemplated thereunder was duly passed by the Independent ITCP Shareholders by way of poll at the ITCP SGM held on 11th November, 2011.

Reference is made to the circular (the “**Circular**”) issued by ITC Properties Group Limited (“**ITCP**”) dated 26th October, 2011 in relation to the acquisition of the entire interest in the Top Precise Group. The Transaction constitutes a major and connected transaction for ITCP under Chapters 14 and 14A of the Listing Rules which requires approval by the Independent ITCP Shareholders by way of poll at the ITCP SGM. Capitalised terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE ITCP SGM

The ITCP Board is pleased to announce that the proposed ordinary resolution (the “**Ordinary Resolution**”) set out in the notice of the ITCP SGM to approve the Agreement and the transactions contemplated thereunder was duly passed by the Independent ITCP Shareholders by way of poll at the ITCP SGM held on 11th November, 2011.

As at the date of the ITCP SGM, there were 564,919,597 ITCP Shares in issue, and (i) ITC and its associates, together interested in 139,583,474 ITCP Shares, representing approximately 24.7% of the entire issued share capital of ITCP; (ii) Dr. Chan Kwok Keung, Charles interested in 6,066,400 ITCP Shares, representing approximately 1.07% of the entire issued share capital of ITCP; and (iii) Ms. Chau Mei Wah, Rosanna interested in 3,200,000 ITCP Shares, representing approximately 0.5% of the entire issued share capital of ITCP, have abstained from voting on the Ordinary Resolution at the ITCP SGM according to the Listing Rules. Furthermore, no ITCP Shareholder was entitled to attend but was required to vote only against the Ordinary Resolution at the ITCP SGM. Accordingly, the total number of the ITCP Shares entitling the holders to attend and vote for or against the Ordinary Resolution at the ITCP SGM was 416,069,723 ITCP Shares.

* *For identification purpose only*

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

Ordinary Resolution <i>(Note)</i>	Number of votes <i>(Approximate %)</i>	
	For	Against
To approve the Agreement and the transactions contemplated thereunder	168,971,303 ITCP Shares (99.9991%)	1,472 ITCP Shares (0.0009%)

Note : Please refer to the "Notice of the ITCP 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 ITCP Shareholders by way of poll at the ITCP SGM.

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

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

Hong Kong, 11th November, 2011

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

Executive ITCP Directors:

Mr. Cheung Hon Kit *(Chairman)*

Mr. Chan Fut Yan *(Managing Director)*

Mr. Cheung Chi Kit

Mr. Chan Yiu Lun, Alan

Non-executive ITCP Director:

Mr. Ma Chi Kong, Karl

Independent non-executive ITCP Directors:

Hon. Shek Lai Him, Abraham, *SBS, JP (Vice Chairman)*

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva