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澳門祥泰地產集團有限公司*
MACAU PRIME PROPERTIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 199)

DISCLOSEABLE TRANSACTION
– An Acquisition of an Effective 25%
of Shanghai Tianma Country Club Co., Ltd.

AND

PROPOSED CHANGE OF COMPANY NAME

THE ACQUISITION

On 17th July, 2007, Chain Key, an indirect wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with Mr. Mar for the acquisition of 29.41% interest in UCDC for a cash consideration of US\$17 million (equivalent to approximately HK\$132.6 million). UCDC has an effective 85% interest in the issued share capital of Tianma, which is principally engaged in golf clubs operation, food and beverage facilities and property development and management in the PRC. The Sale Shares represent an effective 25% indirect interest in Tianma.

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing, among other things, further details of the Acquisition will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Macau Prime Properties Holdings Limited” to “ITC Properties Group Limited” and adopt the Chinese name of “德祥地產集團有限公司” in lieu of “澳門祥泰地產集團有限公司” for identification purpose.

Information in relation to the proposed change of name of the Company and a notice of general meeting for the purpose of approving the proposed change of name of the Company will be despatched to the Shareholders as soon as practicable.

* For identification purpose only

THE ACQUISITION AGREEMENT DATED 17TH JULY, 2007

1) Parties

Vendor: Mr. Mar, being a member of the Mar Group which holds in aggregate 12,593,119 shares or approximately 49.38% interest in UCDC.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Mr. Mar and each member of the Mar Group and their respective ultimate beneficial owners, are all independent of the Company and its connected persons.

Purchaser: Chain Key, an indirect wholly-owned subsidiary of the Company.

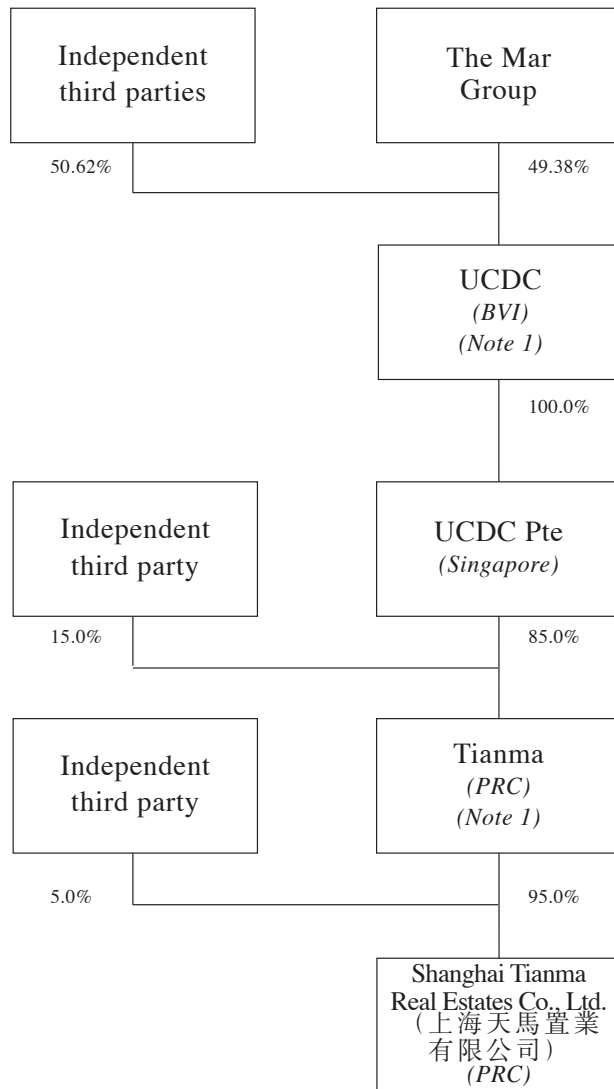
2) Assets to be acquired

The Sale Shares, being 7,499,550 shares in, representing 29.41% of the issued share capital of UCDC.

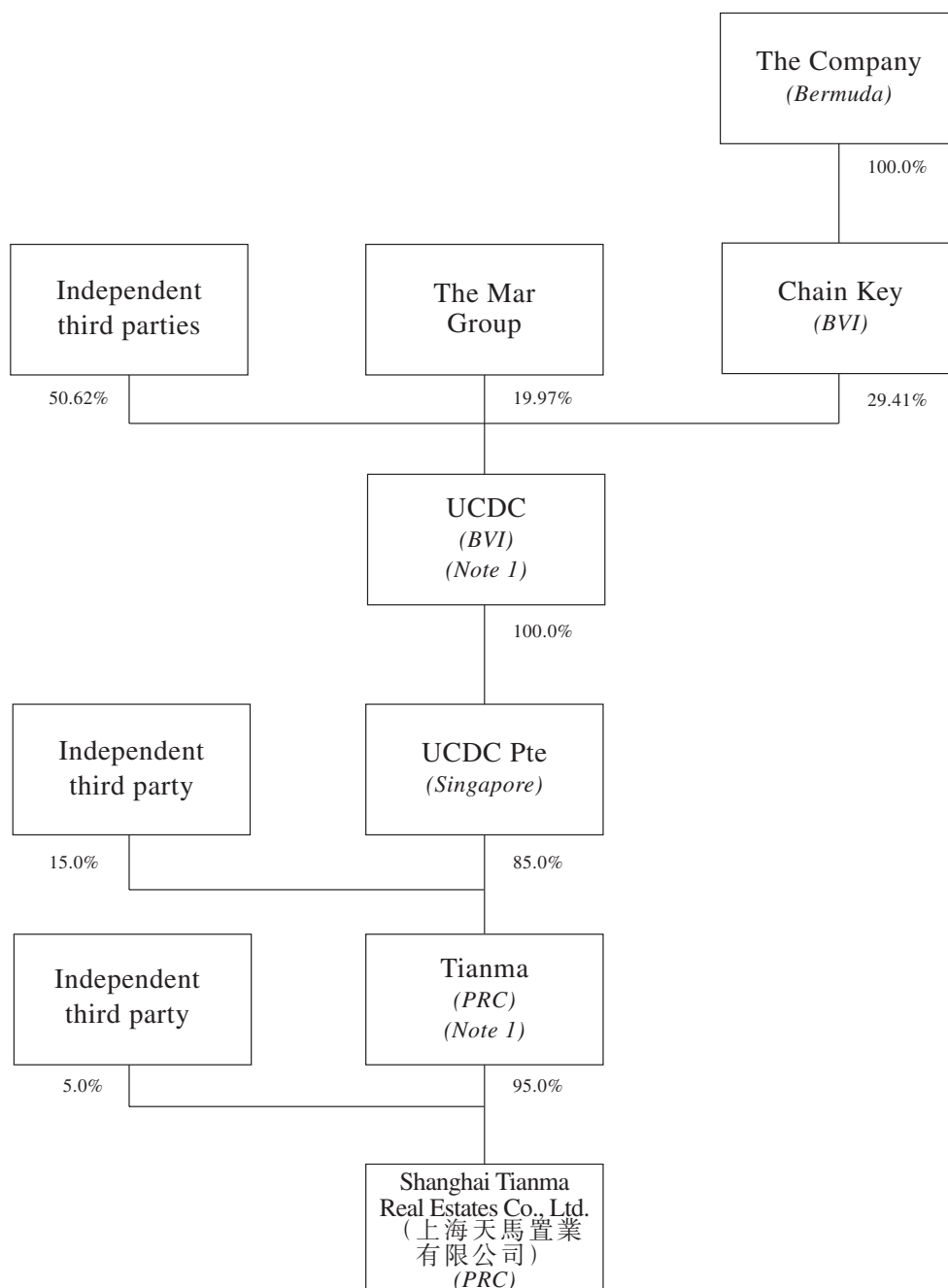
As at the date of this announcement, UCDC has an effective 85% interest in the issued share capital of Tianma, which principally engages in golf clubs operation, food and beverage facilities and property development and management in the PRC.

The following illustrates the structure of the UCDC Group:

Before the Acquisition



After the Acquisition



Notes:

1. The boards of UCDC and Tianma consist of not more than eight and thirteen directors respectively, of which five and nine are nominated by the Mar Group and UCDC respectively. According to the Acquisition Agreement, upon Completion, the Mar Group shall nominate two nominees of Chain Key as directors, in place of two of the existing representatives nominated by the Mar Group, to each of the boards of UCDC and Tianma.
2. Places in parentheses represent places of incorporation.

Upon Completion, UCDC will become an associate of the Company. The results and net assets of UCDC will be equity accounted for by the Group. Further details of UCDC are set out in the paragraph headed “Information on the UCDC Group” below.

3) Consideration and payment terms

The Consideration for the Acquisition shall be US\$17 million (equivalent to approximately HK\$132.6 million and subject to adjustment as described below).

A cash deposit of US\$3.4 million (equivalent to approximately HK\$26.5 million) has been paid to the Vendor upon signing of the Acquisition Agreement.

The balance of the Consideration shall be paid to the Vendor in the following manner:

- (a) a further cash deposit of US\$2.6 million (equivalent to approximately HK\$20.3 million) to be paid within 7 days upon signing of the Acquisition Agreement. The total cash deposits of US\$6.0 million (equivalent to approximately HK\$46.8 million) referred to above will upon Completion represent part payment of the Consideration, but shall be refundable (with accrued interest) to Chain Key if the conditions precedent to the Acquisition Agreement are not fulfilled or waived by Chain Key in accordance with the Acquisition Agreement; and
- (b) the balance of US\$11 million (equivalent to approximately HK\$85.8 million) shall be paid in cash on Completion.

The Consideration will be financed by internal resources of the Group.

The Vendor shall within one month from the date of Completion deliver to Chain Key the Completion Accounts, which will be subject to audit by a firm of independent accountants in Hong Kong to be appointed by Chain Key. If the net assets value or liabilities of the UCDC Group in the audited Completion Accounts differ from those in the Completion Accounts by more than 5% of the Consideration, the Consideration shall be adjusted upwards or downwards on a dollar-for-dollar basis accordingly. If either party does not agree to the adjustment to the Consideration, the Completion shall be rescinded such that the Consideration paid shall be refunded to Chain Key without interest and the Sale Shares shall be transferred back to a party as designated by the Vendor.

The Consideration was determined after arms' length negotiations between the Vendor and the Company having taken into account the business potential and growth prospects of the UCDC Group and with reference to, among others, the unaudited consolidated net assets value of the UCDC Group of approximately HK\$240.6 million as at 31st December, 2006 and an attributable revaluation surplus of approximately HK\$215 million which based on an indication of the fair value of the property interests of Tianma of RMB870 million (approximately HK\$883 million) by RHL Appraisal Ltd., a firm of independent professional valuers, as at 30th April, 2007. The above preliminary valuation indication is prepared by the direct comparison method assuming sale with the benefit of vacant possession and by reference to comparable sales evidence as available in the relevant market. Details of property interests held by Tianma are set out in the section headed "Information on the UCDC Group" below.

The Directors noted that the UCDC Group recorded losses in the past two years. However, taking into account the aforesaid basis of consideration and the business potential of the UCDC Group and the property and tourism market in the PRC, the Directors consider that the Consideration is fair and reasonable and in the interests in the Company and the Shareholders as a whole.

4) Conditions precedent

Completion is conditional upon fulfilment of the following conditions:

- (i) Chain Key being satisfied with the results of the due diligence review on the UCDC Group;
- (ii) all necessary statutory governmental and regulatory (including under the Listing Rules) obligations and approvals on the part of Chain Key and the Company to be complied and obtained in relation to the Acquisition having been obtained, and (if required) approval by the Shareholders of the Acquisition having been obtained at the special general meeting of the Company;
- (iii) if the transferor of the Sale Shares is not the Vendor personally but another member of the Mar Group, Huston Developments Limited (“Huston”), the delivery by the Vendor to Chain Key of a certificate of incumbency issued by the BVI registered agent of Huston confirming the shareholding and directorship of Huston and to be dated no earlier than seven Business Days prior to the Completion Date;
- (iv) the delivery by the Vendor to Chain Key of a certificate of incumbency issued by the BVI registered agent of UCDC confirming the shareholding and directorship of UCDC and to be dated no earlier than seven Business Days prior to the Completion Date;
- (v) the delivery by the Vendor to Chain Key of a legal opinion issued by a Singaporean law firm confirming the shareholding and directorship of UCDC Pte and to be dated no earlier than seven Business Days prior to the Completion Date;
- (vi) the delivery by the Vendor to Chain Key of a legal opinion issued by a PRC law firm acceptable to Chain Key in respect of Tianma and its business, shareholding structure and assets to the satisfaction to Chain Key; and
- (vii) no event or circumstance having occurred which would reasonably be expected to result in material adverse change to UCDC or the UCDC Group.

The Vendor shall use its best endeavours to procure the fulfilment of all the above conditions (other than condition (ii)) and Chain Key shall use its best endeavours to procure the fulfilment of condition (ii). Save for condition (ii), all the above conditions are capable of being waived.

If any of the above conditions has not been fulfilled or waived by Chain Key by notice in writing to the Vendor (save for condition (ii) which cannot be waived) on or before the Long Stop Date, the rights and obligations of the parties under the Acquisition Agreement shall lapse and be of no further effect except for antecedent breach.

If after fulfilment (or waiver, as the case may be) of the above conditions, Chain Key shall fail to complete the Acquisition in accordance with the terms and conditions of the Acquisition Agreement, any deposit(s) paid shall be forfeited by the Vendor and the Vendor shall be entitled to claim against Chain Key all losses suffered under the Acquisition Agreement.

If the Vendor shall fail to complete the Acquisition in accordance with the terms and conditions of the Acquisition Agreement notwithstanding fulfilment (or waiver, as the case may be) of the above conditions, the deposit shall be refunded to Chain Key together with all interest accrued thereon forthwith and Chain Key shall be entitled to claim against the Vendor for all losses suffered arising therefrom.

5) Completion

Completion shall take place on the seventh Business Day immediately after all of the above conditions precedent have been duly fulfilled or waived (as the case may be) or such other date as the Vendor and Chain Key may mutually agree in writing.

INFORMATION ON THE UCDC GROUP

UCDC is an investment holding company which has an effective interest of 85% in the entire issued share capital of Tianma, which operates a golf club, namely Shanghai Tianma Country Club located at Zhaokun Road, Sheshan Town, Songjiang District, Shanghai, the PRC. The Shanghai Tianma Country Club commenced business in 1999. The property comprises a 27-hole golf course and 2 club-houses equipped with resort facilities including food and beverage outlets, swimming pool, fitness and recreational centres.

In addition, villas in total number of 135 units had been developed in 2 phases inside the Shanghai Tianma Country Club and had already been sold out. At present, Tianma has property interests in Phase III Development Project, which is intended for sale and/or rental and is in the process of construction, completion of which is expected to be around June 2008. The Phase III Development Project is a large-scale residential development known as “Tianma Garden”. The total planned gross floor area of the property is approximately 68,637 m² comprising 128 units of 2-story villas.

The major sources of turnover of the UCDC Group include property sale, green fee, membership subscription, food and beverage sale and service income. Set out below is the unaudited consolidated financial information of the UCDC Group for each of the two years ended 31st December, 2005 and 2006 prepared in accordance with the HK GAAP:

	Year ended 31st December,	
	2006	2005
	<i>HK\$ million</i>	<i>HK\$ million</i>
Turnover	66.7	87.2
Loss before taxation	(22.9)	(20.8)
Loss after taxation and minority interest	(9.9)	(4.4)
	As at 31st December,	
	2006	2005
	<i>HK\$ million</i>	<i>HK\$ million</i>
Total assets	709.2	460.9
Net assets	240.6	238.8

REASONS FOR THE ACQUISITION

The Group is principally engaged in property development and investment in Macau, the PRC and Hong Kong. The Group is also engaged in securities investment, golf resort and hotel operations, loan financing, trading of motorcycles. The Acquisition represents an attractive opportunity to the Group as this enables the Group to extend its golf resort business currently operating in the southern provinces, namely Guangzhou and Hainan, to the northern part of the PRC and to strengthen the Group's recurring source of revenue. In addition, the Group will further diversify into the PRC property market to develop luxurious residential villas in Shanghai, an affluent city with strong demand for quality residential units.

In view of the above, the Board considers that the entering into of the Acquisition Agreement (including the transactions contemplated thereunder) is in the interests of the Company and the Shareholders as a whole and that the terms of the Acquisition Agreement are fair and reasonable.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Macau Prime Properties Holdings Limited" to "ITC Properties Group Limited" and adopt the Chinese name of "德祥地產集團有限公司" in lieu of "澳門祥泰地產集團有限公司" for identification purpose. The change of Company name is proposed so as to reflect the following aspects:—

- (i) the major geographical market of the Group is not restricted to Macau. Macau will remain the Company's main business focus where the Company has already made significant investments and will keep on looking for new opportunities in Macau and its surrounding areas. The Company has already committed considerable investments in the PRC and the management is of the view that PRC provides much wider choices as far as location and relevant investment opportunities are concerned; and
- (ii) the new company name reflects the interests of ITC in the Group. ITC is the controlling shareholder of Hanny Holdings Limited which is the single largest shareholder of the Company holding approximately 16.32% of the issued share capital of the Company.

The proposed change of name of the Company is subject to approval of the Shareholders by passing a special resolution at a general meeting of the Company and approval for such change of name being granted by the Registrar of Companies in Bermuda.

Information in relation to the proposed change of name of the Company and a notice of general meeting for the purpose of approving the proposed change of name of the Company will be despatched to the Shareholders as soon as practicable.

GENERAL

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing, among other things, further details of the Acquisition will be despatched to the Shareholders as soon as practicable.

TERMS USED IN THIS ANNOUNCEMENT

“Acquisition”	acquisition of the Sale Shares by Chain Key pursuant to the Acquisition Agreement
“Acquisition Agreement”	the acquisition agreement dated 17th July, 2007 entered into between the Vendor and Chain Key in relation to the Acquisition
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday or public holiday) on which banks in Hong Kong are open for normal business
“BVI”	the British Virgin Islands
“Chain Key”	Chain Key Limited, a company incorporated in the BVI with limited liability, an indirect wholly-owned subsidiary of the Company
“Company”	Macau Prime Properties Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition
“Completion Accounts”	the financial statements of the UCDC Group at the Completion Date, prepared in accordance with HK GAAP
“Completion Date”	the seventh Business Day immediately after all the conditions contained in the Acquisition Agreement have been duly fulfilled (or waived as the case may be), or such other date as the Vendor and Chain Key may mutually agree in writing
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the cash consideration for the Acquisition of US\$17 million (equivalent to approximately HK\$132.6 million)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK GAAP”	generally accepted accounting principles applicable in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“ITC”	ITC Corporation Limited, a company incorporated in Bermuda with limited liability and whose issued shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	4th September, 2007 or such other date as the Vendor and Chain Key may agree in writing
“Mar Group”	Mr. Mar and other shareholders of UCDC which are his designates
“Mr. Mar” or “Vendor”	Gilbert Bing Mar (馬賓農), the Vendor under the Acquisition Agreement
“Phase III Development Project”	the construction of 128 units of villas with aggregate gross floor area of approximately 68,637 m ² on a parcel of land of site area not less than 175,029 m ² situated in Shanghai Tianma Country Club
“PRC”	The People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement
“Sale Shares”	the 7,499,550 shares of UCDC held by the Mar Group, representing approximately 29.41% of the entire issued share capital of UCDC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianma”	Shanghai Tianma Country Club Co., Ltd. (上海天馬鄉村俱樂部有限公司), a company incorporated in the PRC with limited liability which is owned as to approximately 85% indirectly by UCDC
“UCDC”	UCDC International Limited, a company incorporated in BVI with limited liability which is currently owned as to approximately 49.38% by the Mar Group
“UCDC Group”	UCDC and its subsidiaries
“UCDC Pte”	UCDC International Private Limited, a company incorporated in Singapore with limited liability which is wholly-owned by UCDC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America

“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.
“m ² ”	square metre(s)

In this announcement, RMB are converted into HK\$ on the basis of RMB0.985 = HK\$1 and US\$ are converted into HK\$ on the basis of US\$1 = HK\$7.8 for illustrative purpose.

For ease of reference, the names of PRC established companies and entities have been included in this announcement in both the Chinese and English languages and the English names of these companies and entities are either English translation of their respective official Chinese names or English tradenames used by them. In the event of any inconsistency between the English names and their respective official Chinese names, the Chinese names shall prevail.

By order of the Board
Macau Prime Properties Holdings Limited
Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 17th July, 2007

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

Non-executive Directors:

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)
 Mr. Lo Lin Shing, Simon

Independent non-executive Directors:

Mr. Wong Chi Keung, Alvin
 Mr. Kwok Ka Lap, Alva
 Mr. Chui Sai Cheong