

*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 disclaims 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)**

## **DISCLOSEABLE TRANSACTION RELATING TO THE FURTHER ACQUISITION OF SHARES IN PAUL Y. ENGINEERING GROUP LIMITED**

References are made to the Previous Announcements. The Board announces that during the Relevant Period, the Purchaser, an indirect wholly-owned subsidiary of the Company, has further acquired an aggregate of 96,512,000 PYE Shares on the open market for an aggregate cash consideration of approximately HK\$74.2 million (equivalent to an average price of approximately HK\$0.768 per Acquired Share).

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

The Acquisition, when aggregated with the Previous Acquisitions, also constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

### **THE ACQUISITION**

References are made to the Previous Announcements. The Board announces that the Purchaser, an indirect wholly-owned subsidiary of the Company, has further acquired an aggregate of 96,512,000 PYE Shares, representing approximately 2.72% of the total issued PYE Shares as at 12th March, 2013 as disclosed in the official website of the Stock Exchange, on the open market for an aggregate cash consideration of approximately HK\$74.2 million (equivalent to an average price of approximately HK\$0.768 per Acquired Share) during the Relevant Period. Taking into account the Acquisition and the Group's shareholding in PYE as disclosed in the Previous Announcements, the Group is interested in an aggregate of 344,512,000 PYE Shares, representing approximately 9.71% of the issued share capital of PYE as at 12th March, 2013, as at the date of this announcement.

\* *For identification purpose only*

The acquisition prices of the Acquired Shares were determined according to the bid and ask prices of the PYE Shares as quoted on the Stock Exchange during the Relevant Period. The total acquisition costs of the Acquired Shares under the Acquisition were financed by the Group's internal resources.

The average acquisition price of approximately HK\$0.768 per Acquired Share represents:

- (i) a premium of approximately 6.67% over the closing price of HK\$0.720 per PYE Share as quoted on the Stock Exchange on 12th March, 2013;
- (ii) a premium of approximately 0.79% over the average of the closing prices of the PYE Shares as quoted on the Stock Exchange for the last five consecutive trading days up to and including 12th March, 2013 of approximately HK\$0.762 per PYE Share; and
- (iii) a premium of approximately 8.17% over the average of the closing prices of the PYE Shares as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 12th March, 2013 of approximately HK\$0.710 per PYE Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the seller(s) of the Acquired Shares and its (their) respective ultimate beneficial owner(s) is (are) third party(ies) independent of the Company and its connected persons.

## **INFORMATION ON PYE**

PYE is an investment holding company and its subsidiaries are principally engaged in engineering services including management contracting, property development management and property investment. As disclosed in the announcement of PYE dated 5th February, 2013, following the completion of a series of proposed transactions including allotment and issue of shares and issue of convertible bonds and acquisition of interest in a parcel of land in Macau in February 2013, PYE and its subsidiaries will also be involved in the hotel and gaming (subject to the approval of the government of Macau) industries.

According to the 2012 annual report of PYE, the audited consolidated net profit before tax and extraordinary items of PYE for the two years ended 31st March, 2011 and 2012 were approximately HK\$41.7 million and HK\$34.5 million respectively; and the audited consolidated net profit after tax and extraordinary items of PYE for the two years ended 31st March, 2011 and 2012 were approximately HK\$33.8 million and HK\$33.0 million respectively. As at 30th September, 2012, the unaudited equity attributable to owners of PYE amounted to approximately HK\$654.4 million according to the interim report of PYE for the six months ended 30th September, 2012.

## **REASONS FOR THE ACQUISITION**

The Company is an investment holding company and its subsidiaries are principally engaged in property development and investment in Macau, the PRC and Hong Kong. The Group is also engaged in golf resort and leisure operations in the PRC, securities investments and the provision of loan financing services.

The Group has been engaging in property development and investment in Macau for over 6 years and is optimistic towards the prospects and development of properties, hotel and gaming business in Macau. The Group has also been investing in listed securities including PYE Shares for short term trading purposes. In view of the recent development of PYE as described above, the Directors consider that the Acquisition and the Previous Acquisitions enable the Group to have a strategic investment in hotel and gaming business in Macau through PYE and intend to account for the Acquired Shares as long term investments of the Group. If suitable opportunity arises, the Group may consider acquiring more PYE Shares either for short term trading or long term investment purposes. The Board considers that the terms of the Acquisition are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition are above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

The Acquisition, when aggregated with the Previous Acquisitions, also constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Acquired Share(s)”	a total of 96,512,000 PYE Shares acquired by the Purchaser on the open market during the Relevant Period
“Acquisition”	the acquisition of the Acquired Shares by the Purchaser
“Board”	the board of the Directors
“Company”	ITC Properties Group Limited (Stock Code : 199), a company incorporated in Bermuda with limited liability and whose issued shares are listed on the Main Board of the Stock Exchange

“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Previous Acquisitions”	the acquisitions of an aggregate of 255,296,000 PYE Shares by the Purchaser on the open market during the period from 25th January, 2013 to 5th March, 2013 (both dates inclusive)
“Previous Announcements”	the announcements of the Company dated 6th February, 2013 and 5th March, 2013 in relation to the Previous Acquisitions
“PRC”	The People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“Purchaser”	Advance Tech Limited, an indirect wholly-owned subsidiary of the Company, which is engaged in securities trading and investment holding
“PYE”	Paul Y. Engineering Group Limited (Stock Code : 577), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange
“PYE Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of PYE
“Relevant Period”	the period from 6th March, 2013 to 12th March, 2013 (both dates inclusive)
“Shareholder(s)”	holder(s) of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**ITC Properties Group Limited**  
**Cheung Hon Kit**  
*Chairman*

Hong Kong, 12th 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