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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 ANNUAL GENERAL MEETING HELD ON 11TH AUGUST, 2017**

The Board is pleased to announce that all the Resolutions as set out in the Notice of AGM, which were voted on by poll, were duly passed by the Shareholders at the AGM.

References are made to the circular (the “**Circular**”) and the notice of the Annual General Meeting (the “**Notice of AGM**”) of the Company both dated 12th July, 2017. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that at the Annual General Meeting held on 11th August, 2017 (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the Notice of AGM, which were voted on by poll, were duly passed by the Shareholders.

As at the date of the AGM, there were 887,306,135 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. The poll results of the Resolutions are as follows:

\* *For identification purpose only*

Ordinary Resolutions <sup>(Note)</sup>		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the audited financial statements of the Company for the year ended 31st March, 2017 together with the reports of the Directors and of the auditor thereon.	548,911,081 (99.9999%)	17 (0.0001%)
2.	To declare the final dividend of the Company for the year ended 31st March, 2017.	548,911,081 (99.9999%)	17 (0.0001%)
3.	(A)(i) To re-elect Mr. Cheung Chi Kit as an executive Director.	548,806,293 (99.9809%)	104,805 (0.0191%)
	(A)(ii) To re-elect Mr. Wong Lai Shun, Benny as an executive Director.	548,806,293 (99.9809%)	104,805 (0.0191%)
	(A)(iii) To re-elect Mr. Kwok Ka Lap, Alva as an independent non-executive Director.	538,955,588 (98.1863%)	9,955,510 (1.8137%)
	(B) To authorise the Board to fix the remuneration of the Directors for the ensuing year.	548,874,081 (99.9933%)	37,017 (0.0067%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.	537,922,098 (97.9980%)	10,989,000 (2.0020%)
5.	(A) To give a general mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the number of the Shares in issue as at the date of passing this resolution.	521,564,786 (95.0181%)	27,346,312 (4.9819%)
	(B) To give a general mandate to the Board to repurchase Shares not exceeding 10% of the number of the Shares in issue as at the date of passing this resolution.	548,911,081 (99.9999%)	17 (0.0001%)
	(C) To extend the general mandate granted to the Board to issue additional Shares under resolution 5(A) by the addition of an aggregate number of issued Shares repurchased by the Company under resolution 5(B).	537,882,073 (97.9907%)	11,029,025 (2.0093%)
	(D) To approve the refreshment of the 10% mandate limit under the 2012 Share Option Scheme and any other share option scheme(s) of the Company.	537,882,073 (97.9907%)	11,029,025 (2.0093%)

Note: Please refer to the Notice of AGM for the full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions.

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 AGM.

By order of the Board  
**ITC Properties Group Limited**  
**Wong Siu Mun**  
*Company Secretary*

Hong Kong, 11th August, 2017

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  
Mr. Wong Lai Shun, Benny

*Independent Non-executive Directors:*

Hon. Shek Lai Him, Abraham, *GBS, JP (Vice Chairman)*  
Mr. Kwok Ka Lap, Alva  
Mr. Chan Pak Cheong Afonso