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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 12TH AUGUST, 2016

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

References are made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**Notice of AGM**”) of ITC Properties Group Limited (the “**Company**”) both dated 14th July, 2016. 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 of the Company held on 12th August, 2016 (the “**AGM**”), all proposed resolutions (the “**Resolutions**”) as set out in the Notice of AGM were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were 860,193,860 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. No parties had indicated in the Circular of their intention to vote against or to abstain from voting on any of the Resolutions at the AGM. The poll results of the Resolutions are as follows:

* For identification purpose only

Ordinary Resolutions ^(Note)		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the audited financial statements of the Company for the year ended 31st March, 2016 together with the report of the directors and of the auditor thereon.	602,827,305 (99.9999%)	100 (0.0001%)
2.	(A) To declare the final dividend of the Company for the year ended 31st March, 2016.	602,827,305 (99.9999%)	100 (0.0001%)
	(B) To declare the special dividend of the Company for the year ended 31st March, 2016.	602,827,305 (99.9999%)	100 (0.0001%)
3.	(A)(i) To re-elect Mr. Cheung Hon Kit as executive Director.	602,722,517 (99.9826%)	104,888 (0.0174%)
	(A)(ii) To re-elect Mr. Chan Fut Yan as executive Director.	599,968,571 (99.5258%)	2,858,834 (0.4742%)
	(A)(iii) To re-elect Hon. Shek Lai Him, Abraham, <i>GBS, JP</i> as independent non-executive Director.	594,776,210 (98.6644%)	8,051,195 (1.3356%)
	(A)(iv) To re-elect Mr. Chan Pak Cheong Afonso as independent non-executive Director.	602,827,305 (99.9999%)	100 (0.0001%)
	(B) To authorise the Board to fix the remuneration of the Directors for the ensuing year.	602,809,305 (99.9970%)	18,100 (0.0030%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.	602,827,305 (99.9999%)	100 (0.0001%)
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.	590,216,386 (97.9082%)	12,610,019 (2.0918%)
	(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.	602,827,305 (99.9999%)	100 (0.0001%)

Ordinary Resolutions ^(Note)		Number of votes (Approximate %)	
		For	Against
5.	(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).	592,737,586 (98.3264%)	10,088,819 (1.6736%)
	(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.	592,761,586 (98.3302%)	10,065,819 (1.6698%)

Note : Please refer to the Notice of AGM for 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 by the Shareholders by way of poll at the AGM.

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
Tam Lai Kwan Terry
Company Secretary

Hong Kong, 12th August, 2016

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