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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 15TH AUGUST, 2013

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

Reference is made to the circular (the “**Circular**”) regarding the notice of the annual general meeting of ITC Properties Group Limited (the “**Company**”) issued by the Company dated 15th July, 2013. Capitalised terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

The Board is pleased to announce that at the annual general meeting of the Company held on 15th August, 2013 (the “**AGM**”), all proposed ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the notice of the AGM dated 15th July, 2013 were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were 594,490,686 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Ordinary Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary 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 Ordinary Resolutions at the AGM. The poll results of the Ordinary Resolutions were as follows:

* *For identification purpose only*

Ordinary Resolutions (Note)		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company for the year ended 31st March, 2013.	365,805,753 (100.00%)	0 (0.00%)
2.	To declare the final dividend of the Company for the year ended 31st March, 2013.	365,805,753 (100.00%)	0 (0.00%)
3.	(A)(i) To re-elect Mr. Cheung Hon Kit as executive Director.	344,961,753 (99.95%)	162,000 (0.05%)
	(A)(ii) To re-elect Mr. Cheung Chi Kit as executive Director.	365,643,753 (99.96%)	162,000 (0.04%)
	(A)(iii) To re-elect Hon. Shek Lai Him, Abraham, GBS, JP as independent non-executive Director.	359,919,806 (98.39%)	5,885,947 (1.61%)
	(B) To authorise the Board to fix the remuneration of the Directors for the ensuing year.	345,568,553 (99.93%)	227,200 (0.07%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	365,643,753 (99.96%)	162,000 (0.04%)
5.	To give a general mandate to the Board to allot, issue and deal with additional Shares.	354,877,806 (97.01%)	10,927,947 (2.99%)
6.	To give a general mandate to the Board to repurchase Shares.	365,805,753 (100.00%)	0 (0.00%)
7.	Subject to the passing of the Ordinary Resolutions Nos. 5 and 6, to authorise the Board to issue additional Shares representing the nominal value of the Shares repurchased by the Company.	359,919,806 (98.39%)	5,885,947 (1.61%)
8.	To approve the refreshment of the Scheme Mandate Limit.	359,919,806 (98.39%)	5,885,947 (1.61%)

Note : Please refer to the “Notice of Annual General Meeting” contained in the Circular for further details of the Ordinary Resolutions.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all Ordinary Resolutions were duly passed 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
Wong Kim Man
Company Secretary

Hong Kong, 15th August, 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

Independent non-executive Directors:

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

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva