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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, 2014

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

Reference is 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 16th July, 2014. 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 15th August, 2014 (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 688,632,758 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 abstain from voting on any of the Resolutions at the AGM. The poll results of the Resolutions were as follows:

* *For identification purpose only*

Ordinary Resolutions <i>(Note)</i>		Number of votes <i>(Approximate %)</i>	
		For	Against
1.	To receive and consider the audited financial statements of the Company for the year ended 31st March, 2014 together with the report of the Directors and of the auditor thereon.	440,501,830 (100.00%)	0 (0.00%)
2.	(A) To declare the final dividend of the Company for the year ended 31st March, 2014.	440,501,830 (100.00%)	0 (0.00%)
	(B) To declare the special dividend of the Company for the year ended 31st March, 2014.	440,501,830 (100.00%)	0 (0.00%)
3.	(A)(i) To re-elect Mr. Chan Fut Yan as executive Director.	440,007,630 (99.89%)	494,200 (0.11%)
	(A)(ii) To re-elect Mr. Wong Chi Keung, Alvin as independent non-executive Director.	440,501,830 (100.00%)	0 (0.00%)
	(A)(iii) To re-elect Mr. Kwok Ka Lap, Alva as independent non-executive Director.	440,501,830 (100.00%)	0 (0.00%)
	(B) To authorise the Board to fix the remuneration of the Directors for the ensuing year.	440,501,830 (100.00%)	0 (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.	440,501,830 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	430,465,227 (97.72%)	10,036,603 (2.28%)
6.	To give a general mandate to the Board to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	440,501,830 (100.00%)	0 (0.00%)
7.	To extend the general mandate granted to the Board to issue additional Shares under resolution 5 by the addition of an amount representing the nominal amount of the Shares repurchased by the Company under resolution 6.	434,862,259 (98.72%)	5,639,571 (1.28%)
8.	To approve the refreshment of the 10% mandate limit under the share option scheme of the Company.	434,862,259 (98.72%)	5,639,571 (1.28%)

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 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
Chan Siu Mei
Company Secretary

Hong Kong, 15th August, 2014

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