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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)

CHANGES IN DIRECTORS AND OF EXECUTIVE POSITIONS

The board of directors (the “**Board**”) of ITC Properties Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes in directors (the “**Directors**”) and of executive positions of the Company (the “**Changes**”):

- (i) Mr. Chan Fut Yan (“**Mr. Chan**”) has retired as an executive Director and the Managing Director of the Company (the “**Retirement**”), and has been re-designated as a non-executive Director (the “**Re-designation**”) all with effect from 1 February 2021;
- (ii) Mr. Cheung Chi Kit (“**Mr. Cheung**”), an executive Director, has been appointed as the Managing Director of the Company and resigned as the Chief Financial Officer of the Company both with effect from 1 February 2021;
- (iii) Ms. Lam Sau Fung (“**Ms. Lam**”) has been appointed as an executive Director and the Chief Financial Officer of the Company both with effect from 1 February 2021;
- (iv) Mr. Ip Hon Wah (“**Mr. Ip**”) has been appointed as an independent non-executive Director with effect from 1 February 2021; and
- (v) Due to his personal health condition, Mr. Kwok Ka Lap, Alva (“**Mr. Kwok**”) has tendered his resignation as an independent non-executive Director with effect from 22 February 2021.

BIOGRAPHICAL INFORMATION

The biographical information on the relevant Directors required to be disclosed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) is set out below:

Mr. Chan Fut Yan

Mr. Chan, aged 67, joined the Company as an executive Director and the Managing Director in April 2005. Upon his Retirement, he has been re-designated as a non-executive Director and ceased to be a member of the investment committee of the

* *For identification purpose only*

Company (the “**Investment Committee**”). Mr. Chan also resigned as a member of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 1 February 2021. He is a director of certain members of the Group. He has over 48 years of experience in the local construction field specialising in planning of construction business. He is also the deputy chairman and an executive director of Paul Y. Engineering Group Limited.

As at the date of this announcement, Mr. Chan had personal interests in 3,589,595 shares of the Company (the “**Shares**”) and 3,500,000 share options of the Company (the “**Share Options**”) entitling him to subscribe for 3,500,000 Shares, in aggregate representing approximately 0.73% of the total number of issued Shares. Upon the Re-designation, the term of office of Mr. Chan runs for a period of three years commencing on 1 February 2021. He shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Chan is entitled to receive an annual Director’s fee of HK\$10,000 which is determined by the Board.

On 15 November 2005, the Securities and Futures Commission of Hong Kong (the “**SFC**”) criticised the then board of directors of ITC Corporation Limited (“**ITC Corporation**”, now known as PT International Development Corporation Limited) for breaching Rule 21.3 of The Hong Kong Code on Takeovers and Mergers in respect of the dealing in the securities of Hanny Holdings Limited (now known as Master Glory Group Limited (in liquidation)) by ITC Corporation during an offer period without the consent of the executive director of the Corporate Finance Division of the SFC. Mr. Chan was a director of ITC Corporation at that time.

Mr. Cheung Chi Kit

Mr. Cheung, aged 55, joined the Company in 2005 and was appointed as an executive Director in August 2006. Before promoting as the Managing Director of the Company, he acted as the Chief Financial Officer of the Company responsible for the finance and accounting functions of the Group. Mr. Cheung is a member of the corporate governance committee of the Company (the “**Corporate Governance Committee**”) and the Investment Committee, and has been appointed as a member of the Remuneration Committee with effect from 1 February 2021. He is also a director of various members of the Group. He has over 33 years of experience in auditing, accounting and financial management. Mr. Cheung holds a bachelor’s degree in accounting. He is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute of the United Kingdom.

As at the date of this announcement, Mr. Cheung had personal interests in 2,850,000 Shares and 2,000,000 Share Options entitling him to subscribe for 2,000,000 Shares, in aggregate representing approximately 0.50% of the total number of issued Shares. There is no proposed length of Mr. Cheung’s service of directorship. Mr. Cheung is entitled to receive an annual Director’s fee of HK\$10,000 which is determined by the Board, and a basic salary of HK\$2,520,000 per annum and a discretionary bonus which are approved by the Remuneration Committee.

Ms. Lam Sau Fung

Ms. Lam, aged 48, joined the Group in July 2020 and has been appointed as an executive Director and the Chief Financial Officer of the Company responsible for the finance and accounting functions of the Group. Ms. Lam has become a member of the Investment Committee upon her appointment, and has been appointed as a member of the Corporate Governance Committee with effect from 1 February 2021. She is also a director of various members of the Group. Ms. Lam was a partner of Deloitte Touche Tohmatsu before joining the Group, and has 25 years of experience in audit of multi-national corporations and listed companies and initial public offerings in Hong Kong and overseas. Ms. Lam holds a Bachelor of Business Administration degree in accounting. She is a fellow of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants.

As at the date of this announcement, Ms. Lam did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). There is no proposed length of Ms. Lam’s service of directorship. She shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Ms. Lam is entitled to receive an annual Director’s fee of HK\$10,000 which is determined by the Board, and a basic salary of HK\$2,280,000 per annum and a discretionary bonus which are approved by the Remuneration Committee.

Mr. Ip Hon Wah

Mr. Ip, aged 38, has been appointed as an independent non-executive Director. Also, he has been appointed as a member of each of the audit committee, the Remuneration Committee, the nomination committee and the Corporate Governance Committee of the Company (together, the “Committees”) all with effect from 22 February 2021. He graduated from the University of Cambridge with a Bachelor of Arts Degree and a Master of Arts in Economics. He also obtained a Graduate Diploma in Law (Distinction) from the College of Law, England and a Postgraduate Certificate in Laws from the University of Hong Kong.

Mr. Ip is a Barrister-at-Law in Hong Kong and a partner of a real estate investment and asset management firm responsible for Hong Kong capital markets and business development. He practiced as a Barrister-at-Law from September 2007 to September 2011 before joining a global management consultancy firm where he specialised in real estate and public sectors in Hong Kong and Mainland China. From November 2014 to April 2020, Mr. Ip managed and operated an online shop for selling traditional Chinese tonic food products, as well as certain Michelin-recommended and franchised award-winning restaurants. Starting from October 2019, he resumed his practice as a Barrister-at-Law in Hong Kong. From 21 October 2019 to 6 December 2019, Mr. Ip was an independent non-executive director of Sun Cheong Creative Development Holdings Limited (“Sun Cheong”), a company incorporated in the Cayman Islands with limited liability and listed in Hong Kong.

As at the date of this announcement, Mr. Ip did not have any interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO. The term of office of Mr. Ip runs for a period of three years commencing on 1 February 2021. He shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Ip is entitled to receive an annual fee of HK\$300,000 which is determined by the Board.

As disclosed in various announcements published by Sun Cheong during the period from 7 January 2020 to 8 January 2021, Sun Cheong was served a winding-up petition filed by CTBC Bank Co., Ltd. (“**CTBC**”) under action number HCCW 403 of 2019 (the “**Petition**”) in the High Court of Hong Kong (the “**High Court**”) on 13 December 2019 for an order that Sun Cheong be wound up by the High Court under the provisions of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong) on the ground that Sun Cheong was insolvent and was unable to pay its debts of approximately US\$5,728,000. The Petition was filed against Sun Cheong as guarantor of the liabilities of Chase On Development Limited, a wholly-owned subsidiary of Sun Cheong, to CTBC. The hearing of the Petition will be adjourned with liberty to restore until 17 May 2021 by the Judiciary of Hong Kong. Sun Cheong and its subsidiaries are principally engaged in its business in plastic household products.

Also, as disclosed in the announcements of Sun Cheong dated 31 July 2020 and 26 August 2020, Sun Cheong presented on 27 July 2020 a winding petition together with an ex parte summons to the Grand Court of the Cayman Islands (the “**Cayman Court**”) for the appointment of provisional liquidators of Sun Cheong for restructuring purposes. The joint and several provisional liquidators (“**JPLs**”) of Sun Cheong were appointed on 30 July 2020. On 13 August 2020, the JPLs circulated a letter with the JPLs order from the Cayman Court to the known or potential creditors of Sun Cheong regarding the details of the JPLs arrangement.

Mr. Ip informed the Company that, on 4 October 2019, Double Peak Limited (“**Double Peak**”), of which Mr. Ip is the sole director and the sole shareholder, was put into creditors’ voluntary winding-up and a liquidator was appointed. Double Peak is a company incorporated in Hong Kong and was engaged in the operation of a restaurant. As at 30 September 2019, the total current liabilities involved were approximately HK\$5,500,000 and the negative liabilities were approximately HK\$2,800,000. Most of the liabilities were the loans due to Mr. Ip and his associate.

Mr. Ip confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(l) of the Listing Rules.

Save as disclosed above, all Mr. Chan, Mr. Cheung, Ms. Lam and Mr. Ip did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Also, they did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the date of this announcement. Every Director is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the bye-laws of the Company and the relevant code provisions in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. Directors’ remuneration or fees are determined with regard to the prevailing market conditions, their respective duties and responsibilities and time spent on the affairs of the Group as well as their performance.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Upon the resignation of Mr. Kwok on 22 February 2021, he will cease to be a member of each of the Committees on the same date.

Mr. Kwok confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

In connection with the Changes, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules nor any matter that need to be brought to the attention of the Shareholders.

The Board would like to extend its warmest welcome to Ms. Lam and Mr. Ip for joining the Board and express its gratitude to Mr. Kwok for his valuable contribution to the Group during his tenure of services.

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

Hong Kong, 1 February 2021

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*), Mr. Cheung Chi Kit (*Managing Director*), Mr. Chan Yiu Lun, Alan, Mr. Wong Lai Shun, Benny, Ms. Lam Sau Fung (*Chief Financial Officer*)

Non-executive Director:

Mr. Chan Fut Yan

Independent non-executive Directors:

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

In case of any inconsistency, the English version of this announcement shall prevail over the Chinese version.