德 祥 地 產 集 團 有 限 公 司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 AUGUST 2026; (2) RETIREMENT OF AUDITOR; (3) CHANGE OF DIRECTORS; (4) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (5) UPDATE ON THE PROPOSED CHANGE OF COMPANY NAME

The Board is pleased to announce that, save for resolution no. 3 which had been withdrawn and was not put to vote, all the other resolutions set out in the AGM Notice and the Supplemental Notice were put to vote by poll and were duly passed by the Shareholders at the AGM.

As disclosed in the Supplemental Circular, DTT retired as the auditor of the Company with effect from the conclusion of the AGM and resolution no. 3 was therefore withdrawn and was not put to vote at the AGM.

The Board further announces that immediately after the conclusion of the AGM, the following change of Directors and change in composition of Board committees shall take effect:

(a) Ms. Rosanna Chau retired as a non-executive Director and ceased to be a member of the Nomination Committee.

(b) Mr. Abraham Shek retired as an independent non-executive Director and ceased to be the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee.

* *For identification purpose only*

(c) Mr. HW Ip resigned as an independent non-executive Director and ceased to be the chairman of the Environmental, Social and Governance Committee and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

(d) Mr. Xue has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee.

(e) Ms. Wang has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Corporate Governance Committee, Nomination Committee, Remuneration Committee and Environmental, Social and Governance Committee.

(f) Ms. Kong has been appointed as an independent non-executive Director and a member of the Corporate Governance Committee.

(g) Mr. He Xuechu, an executive Director, has been appointed as the chairman of the Nomination Committee.

(h) Mr. Cao Xinwei, an existing executive Director, has been appointed as the chairman of the Environmental, Social and Governance Committee.

References are made to (i) the circular of the Company (the "**Circular**"), together with the notice of the annual general meeting of the Company (the "**AGM Notice**"), both dated 29 July 2026; and (ii) the supplemental circular of the Company (the "**Supplemental Circular**"), together with the supplemental notice of the annual general meeting of the Company (the "**Supplemental Notice**"), both dated 7 August 2026. Capitalised terms used herein shall have the same meanings as those defined in the Circular and the Supplemental 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 21 August 2026 (the "**AGM**"), save for resolution no. 3 which had been withdrawn and was not put to vote, all the other resolutions set out in the AGM Notice and the Supplemental Notice were put to vote by poll (the "**Resolutions**") and were duly passed by the Shareholders.

As at the date of the AGM, there were 1,088,638,092 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. None of the Shareholders had stated his/her/its intention in the Circular and the Supplemental Circular to vote against the Resolutions or to abstain from voting at the AGM. There were no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) as at the date of the AGM, and accordingly, no voting rights of treasury shares were exercised at the AGM.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		**Number of votes** *(Approximate %)*	
		For	**Against**
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 March 2026 together with the reports of the Directors and of the auditor thereon.	755,492,483 (99.80%)	1,514,000 (0.20%)
2.	(A)(i) To re-elect Mr. He Xuechu as an executive Director.	757,006,483 (100%)	0 (0%)
	(A)(ii) To re-elect Mr. Chan Yiu Lun, Alan as an executive Director.	752,930,702 (100%)	0 (0%)
	(A)(iii) To re-elect Mr. Wu Yao as an executive Director.	757,006,483 (100%)	0 (0%)
	(A)(iv) To re-elect Mr. Cao Xinwei as an executive Director.	757,006,483 (100%)	0 (0%)
	(A)(v) To re-elect Mr. Chan Chun Hung, Vincent as an independent non-executive Director.	757,006,483 (100%)	0 (0%)
	(B) To appoint Mr. Xue Meng as an independent non-executive Director.	757,006,483 (100%)	0 (0%)
	(C) To appoint Ms. Wang Siyan as an independent non-executive Director.	757,006,483 (100%)	0 (0%)
	(D) To authorise the Board to fix the remuneration of the Directors for the ensuing year.	757,006,483 (100%)	0 (0%)
	(E) To appoint Ms. Kong Shanna as an independent non-executive Director.	757,006,483 (100%)	0 (0%)

Ordinary Resolutions		Number of votes *(Approximate %)*	
		For	**Against**
3.	*Has been withdrawn.*		
4.	(A) To grant a general mandate to the Board to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares (excluding Treasury Shares, if any) in issue as at the date of passing this resolution.#	755,492,483 (99.80%)	1,514,000 (0.20%)
	(B) To grant a general mandate to the Board to repurchase Shares not exceeding 10% of the total number of the Shares (excluding Treasury Shares, if any) in issue as at the date of passing this resolution.#	757,006,483 (100%)	0 (0%)
	(C) To extend the general mandate granted to the Board to allot, issue and deal with Shares under resolution 4(A) by the addition of an aggregate number of issued Shares repurchased by the Company under resolution 4(B).#	755,492,483 (99.80%)	1,514,000 (0.20%)
Special Resolutions		**Number of votes** *(Approximate %)*	
		For	**Against**
5.	To consider and approve the Proposed Change of Company Name (as defined in the Circular).#	757,006,483 (100%)	0 (0%)
6.	Subject to and conditional upon the passing of special resolution no. 5 and the Proposed Change of Company Name becoming effective, to approve the proposed amendments to the existing amended and restated bye-laws of the Company and the adoption of the new amended and restated bye-laws of the Company to reflect the Proposed Change of Company Name.#	757,006,483 (100%)	0 (0%)

\# *Please refer to the AGM Notice for the full text of the resolutions.*

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1, 2 and 4, all Resolutions numbered 1, 2 and 4 were duly passed as ordinary resolutions.

As more than 75% of the votes were cast in favour of each of the Resolutions numbered 5 and 6, all Resolutions numbered 5 and 6 were duly passed as special resolutions.

Tricor Investor Services Limited, the Branch Share Registrar, was appointed to act as the scrutineer for the vote-taking at the AGM. All Directors attended the AGM in person or by electronic means.

RETIREMENT OF AUDITOR

As disclosed in the Supplemental Circular, subsequent to the despatch of the Circular, the DTT Estimated Audit Fee was re-considered by the Company. Taking into account, among other factors, the emergence of AI-related business as mentioned in the Supplemental Circular and the fee levels quoted by other audit firms to the Company, the Company no longer agrees to the DTT Estimated Audit Fee proposed by DTT for the 2027 Audit. As no consensus could be reached between the Company and DTT on the audit fee for the 2027 Audit, DTT tendered a formal letter to the Company informing the Company that it would not seek re-appointment as the Company's auditor at the AGM and thus its current term of office will expire upon conclusion of the AGM.

Accordingly, DTT did not offer itself for re-appointment as the auditor of the Company and retired with effect from the conclusion of the AGM. Accordingly, resolution no. 3 relating to the re-appointment of DTT as the auditor of the Company and the authorisation of the Board to fix its remuneration was withdrawn and was not put to vote at the AGM.

DTT has confirmed that there are no matters in relation to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there is no disagreement between DTT and the Company and that there are no other matters relating to DTT's retirement that need to be brought to the attention of the Shareholders.

As at the date of this announcement, the Company has identified various audit firms as potential candidates and is in the process of selecting a suitable auditor to fill the vacancy. The Company will make further announcement(s) in relation to the proposed appointment of auditor as and when appropriate in accordance with the Listing Rules.

CHANGE OF DIRECTORS

(1) Retirement of Directors

The Board announces that Ms. Chau Mei Wah ("**Ms. Rosanna Chau**"), due to her intention to devote more time to her other personal and business endeavours, and Hon. Shek Lai Him, Abraham, *GBS, JP* ("**Mr. Abraham Shek**"), having served the Company as an independent non-executive Director for more than nine years and in support of Board refreshment and continued Board independence, retired as a non-executive Director and an independent non-executive Director, respectively, with effect from the conclusion of the AGM.

Ms. Rosanna Chau and Mr. Abraham Shek have confirmed that they have no disagreement with the Board and that there is no matter relating to their respective retirements that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Ms. Rosanna Chau and Mr. Abraham Shek for their respective dedicated service and valuable contributions to the Company throughout the past years.

(2) Resignation of Director

The Board announces that Mr. Ip Hon Wah ("**Mr. HW Ip**") resigned as an independent non-executive Director with effect from the conclusion of the AGM as he wishes to devote more time and energy to his legal career commitments due to the increasing demands for his full-time legal practice.

Mr. HW Ip has confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. HW Ip for his dedicated service and valuable contributions to the Company throughout the past years.

(3) Appointment of Directors

The Board announces that Mr. Xue Meng ("**Mr. Xue**") was appointed as an independent non-executive Director with effect from the conclusion of the AGM.

The biographical details of Mr. Xue are set out as follows:

Mr. Xue Meng (薛萌), aged 43, has been working for Unilever China since 2013 and is currently the financial planning and analysis director of Unilever Prestige China. He obtained a bachelor's degree in accounting and a master's degree in applied economics from the University of Shanghai for Science and Technology in 2006 and 2010, respectively, and is a fellow member of the Association of Chartered Certified Accountants.

As at the date of this announcement, Mr. Xue does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO, nor any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders.

There is no proposed length of Mr. Xue's service of directorship. In accordance with the Bye-Laws and the relevant code provisions in the CG Code, Mr. Xue shall hold office until the next following annual general meeting of the Company and then be eligible for re-election at that meeting, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company. Mr. Xue is entitled to receive an annual Director's fee of HK$120,000, which was determined by the Board with regard to the prevailing market conditions, his duties and responsibilities and the time spent on the affairs of the Group.

Save as disclosed above, Mr. Xue has confirmed that, as at the date of this announcement, he (i) does not hold any other directorship in the three years preceding the date of this announcement in any other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or any other member of the Group; and (iii) has no other major appointment or professional qualification.

Mr. Xue has confirmed that (i) he meets each of the independence criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The Board announces that Ms. Wang Siyan ("**Ms. Wang**") was appointed as an independent non-executive Director with effect from the conclusion of the AGM.

The biographical details of Ms. Wang are set out as follows:

Ms. Wang Siyan (王思晏) (former name: Wang Siyan (王思燕)), aged 31, has practised as a lawyer at Beijing Yifeng Law Firm* (北京逸峰律師事務所) since May 2020. She graduated with a bachelor's degree in computer science and technology from Changchun Institute of Technology in 2017 and obtained a Chinese Legal Professional Qualification Certificate in 2020.

As at the date of this announcement, Ms. Wang does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO, nor any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders.

There is no proposed length of Ms. Wang's service of directorship. In accordance with the Bye-Laws and the relevant code provisions in the CG Code, Ms. Wang shall hold office until the next following annual general meeting of the Company and then be eligible for re-election at that meeting, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company. Ms. Wang is entitled to receive an annual Director's fee of HK$300,000, which was determined by the Board with regard to the prevailing market conditions, her duties and responsibilities and the time spent on the affairs of the Group.

Save as disclosed above, Ms. Wang has confirmed that, as at the date of this announcement, she (i) does not hold any other directorship in the three years preceding the date of this announcement in any other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or any other member of the Group; and (iii) has no other major appointment or professional qualification.

Ms. Wang has also confirmed that (i) she meets each of the independence criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

The Board announces that Ms. Kong Shanna ("**Ms. Kong**") was appointed as an independent non-executive Director with effect from the conclusion of the AGM.

The biographical details of Ms. Kong are set out as follows:

Ms. Kong Shanna (孔珊娜), aged 37, has 15 years of work experience with Chinese Satellite TV (中國中文衛視) ("**CTV**"). She has been serving as the Chief Executive Officer of CTV since May 2025. Prior to her current role, she served as Deputy Station Director of CTV. In addition to her roles in the media industry, Ms. Kong has been a visiting professor at Beijing Union University (北京聯合大學) ("**BUU**") since June 2023, a postgraduate supervisor for master's degree students at BUU since July 2025, and a practice mentor at the School of Law of China University of Political Science and Law (中國政法大學) since July 2026. Ms. Kong obtained a diploma in commercial secretarial studies from Beijing Youth Politics College (北京青年政治學院) in July 2011 and a bachelor's degree in legal studies from Beihang University (北京航空航天大學) in January 2018.

As at the date of this announcement, Ms. Kong does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO, nor any relationship with any Directors, senior management, Substantial Shareholders or Controlling Shareholders.

There is no proposed length of Ms. Kong's service of directorship. In accordance with the Bye-Laws and the relevant code provisions in the CG Code, Ms. Kong shall hold office until the next following annual general meeting of the Company and then be eligible for re-election at that meeting, and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company. She is entitled to an annual Director's fee of HK$120,000 which was determined by the Board with regard to the prevailing market conditions, her duties and responsibilities and time spent on the affairs of the Group.

Save as disclosed above, Ms. Kong has confirmed that, as at the date of this announcement, she (i) does not hold any directorship in the three years preceding the date of this announcement in any other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or any other member of the Group; and (iii) has no other major appointment or professional qualification.

Ms. Kong has also confirmed that (i) she met each of the independence criteria as set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, in connection with the appointments of Mr. Xue, Ms. Wang and Ms. Kong as independent non-executive Directors, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter that needs to be brought to the attention of the Shareholders.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from the conclusion of the AGM:

(a) Ms. Rosanna Chau, who retired as a non-executive Director as mentioned above, ceased to be a member of the Nomination Committee.

(b) Mr. Abraham Shek, who retired as an independent non-executive Director as mentioned above, ceased to be the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee.

(c) Mr. HW Ip, who resigned as an independent non-executive Director as mentioned above, ceased to be the chairman of the Environmental, Social and Governance Committee and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

(d) Mr. Xue, who has been appointed as an independent non-executive Director as mentioned above, has also been appointed as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee.

(e) Ms. Wang, who has been appointed as an independent non-executive Director as mentioned above, has also been appointed as a member of each of the Audit Committee, Corporate Governance Committee, Nomination Committee, Remuneration Committee and Environmental, Social and Governance Committee.

(f) Ms. Kong, who has been appointed as an independent non-executive Director as mentioned above, has also been appointed as a member of the Corporate Governance Committee.

(g) Mr. He Xuechu, an executive Director, has been appointed as the chairman of the Nomination Committee.

(h) Mr. Cao Xinwei, an executive Director, has been appointed as the chairman of the Environmental, Social and Governance Committee.

UPDATE ON THE PROPOSED CHANGE OF COMPANY NAME

Subsequent to the passing of the special resolution in respect of the Proposed Change of Company Name by the Shareholders at the AGM, the Proposed Change of Company Name is still subject to the approval by the Registrar of Companies in Bermuda. The Proposed Change of Company Name will take effect from the date on which the Registrar registers the new English name in place of the existing English name of the Company and enters the new secondary name in Chinese in the register of companies maintained by the Registrar. Thereafter, the Company will carry out the necessary filing or registration procedures with the Companies Registry in Hong Kong in respect of the Proposed Change of Company Name.

Further announcement(s) will be issued by the Company to inform the Shareholders of the effective date of the change of company name, and related matters, including, the adoption of the New Bye-Laws, the new stock short names for trading of the securities of the Company on the Stock Exchange as and when appropriate.

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

Hong Kong, 21 August 2026

* *For identification purpose only*

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

Executive Directors:
Mr. Cheung Hon Kit *(Joint Chairman)*, Mr. He Xuechu *(Joint Chairman)*, Dr. Chan Kwok Keung, Charles *(Joint Vice Chairman)*, Mr. Chan Yiu Lun, Alan, Mr. Law Hon Wa, William *(Chief Financial Officer)*, Mr. Wu Yao and Mr. Cao Xinwei

Independent Non-executive Directors:
Mr. Pang, Anthony Ming-tung, Mr. Chan Chun Hung, Vincent, Mr. Xue Meng, Ms. Wang Siyan and Ms. Kong Shanna

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