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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ITC Properties Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “Annual General Meeting”) to be held at 15/F., 250 Hennessy, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 6 September 2024 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

No food or drinks will be served at the Annual General Meeting and no gifts or souvenirs will be distributed.

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

* For identification purpose only

26 July 2024

CORPORATE COMMUNICATIONS

The English and Chinese versions of this circular are now available in printed form and in accessible format on the website of the Company at www.itcproperties.com.

If shareholders and non-registered shareholders of the Company, who have selected to receive corporate communications of the Company in printed form, wish to change their elected language of all future corporate communications, they may at any time notify the Company by prior notice of at least seven (7) days in writing to the branch share registrar of the Company in Hong Kong (the “**Branch Share Registrar**”), Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by e-mail to itcproperties-ecom@hk.tricorglobal.com or by completing and returning the change request form.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

| | |
|---------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at 15/F., 250 Hennessy, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 6 September 2024 at 10:30 a.m., the notice of which is set out on pages 13 to 17 of this circular, or any adjournment thereof |
| “Board” | the board of Directors |
| “Bye-Laws” | the bye-laws of the Company as amended, supplemented or otherwise modified from time to time |
| “CCASS” | the Central Clearing and Settlement System |
| “CG Code” | the corporate governance code set out in Part 2 of Appendix C1 to the Listing Rules |
| “close associate” | shall have the meaning ascribed thereto under the Listing Rules |
| “Company” | ITC Properties Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 199) |
| “Controlling Shareholder” | the controlling shareholder (as defined in the Listing Rules) of the Company |
| “core connected person” | shall have the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “General Mandates” | collectively, the Issue Mandate and the Repurchase Mandate |
| “Group” | collectively, the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of approval of such mandate |
| “Latest Practicable Date” | 22 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |

DEFINITIONS

| | |
|---------------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| “Repurchase Mandate” | the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of approval of such mandate for cancellation or holding in treasury |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Share Option(s)” | the share option(s) granted under the share option scheme of the Company adopted on 10 September 2021 |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Substantial Shareholder” | the substantial shareholder (as defined in the Listing Rules) of the Company |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |
| “Treasury Shares” | treasury shares (as defined in the Listing Rules) of the Company |
| “%” | per cent. |

LETTER FROM THE BOARD



德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)
Dr. Chan Kwok Keung, Charles (*Joint Vice Chairman*)
Mr. Chan Yiu Lun, Alan
Mr. Law Hon Wa, William (*Chief Financial Officer*)

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Ms. Chau Mei Wah

Principal place of business in

Hong Kong:
30/F., Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Independent Non-executive Directors:

Hon. Shek Lai Him, Abraham, *GBS, JP* (*Joint Vice Chairman*)
Mr. Ip Hon Wah
Mr. Pang, Anthony Ming-tung

26 July 2024

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the granting of the General Mandates to the Directors; and (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 84 of the Bye-Laws and the CG Code, Dr. Chan Kwok Keung, Charles (“**Dr. Charles Chan**”), Mr. Chan Yiu Lun, Alan (“**Mr. Alan Chan**”) and Ms. Chau Mei Wah (“**Ms. Rosanna Chau**”) shall retire from office at the Annual General Meeting by rotation. In addition, pursuant to bye-law 83(2) of the Bye-Laws, Mr. Pang, Anthony Ming-tung (“**Mr. Anthony Pang**”), being a Director appointed by the Board after the last annual general meeting, shall hold office until the Annual General Meeting. All these four retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

* For identification purpose only

LETTER FROM THE BOARD

In considering the re-election of the retiring Directors, the Nomination Committee of the Company took into account the board diversity policy and applied the selection criteria set out in the nomination policy by, *inter alia*, reviewing the experience and expertise as well as the performance and time commitment of the retiring Directors for the financial year ended 31 March 2024 (the “Year”) or his tenure of office within the Year, whichever is shorter.

The Nomination Committee reviewed the written confirmation made by Mr. Anthony Pang pursuant to the factors set out in Rule 3.13 of the Listing Rules concerning director’s independence, and considered that Mr. Anthony Pang continues to be independent. Taking into account Mr. Anthony Pang’s accounting qualification and experience in strategic management, sales management and accounting and financial management, the Nomination Committee is of the view that Mr. Anthony Pang has the required integrity and experience to continue to contribute to the Board with a diversity of perspectives, skills and experience.

With the recommendation of the Nomination Committee, the Board is satisfied that Mr. Anthony Pang has the required integrity, independence and experience to fulfill his role as an independent non-executive Director, and the re-election of Mr. Anthony Pang and other retiring Directors is in the interests of the Company and the Shareholders as a whole.

Mr. Anthony Pang abstained from the discussion and voting regarding his own re-election and independence at the meeting of the Nomination Committee, whereas each of the retiring Directors abstained from the discussion and voting regarding his/her own re-election at the Board meeting.

The biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the adjourned annual general meeting of the Company held on 15 September 2023, general mandates were granted to the Directors authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at 15 September 2023; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at 15 September 2023; and (iii) to extend the general mandate to issue Shares by adding to it the aggregate number of issued Shares repurchased under the repurchase mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them (i) to exercise all powers of the Company to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of such resolution (i.e. the Issue Mandate); (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of such resolution for cancellation or holding in treasury (i.e. the Repurchase Mandate); and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting, to extend the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 907,198,410 Shares in issue and no Treasury Shares. Subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to deal with up to a maximum of 181,439,682 Shares under the Issue Mandate and to repurchase up to a maximum of 90,719,841 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to (i) enhance the net asset value per Share and/or the earnings per Share if repurchased Shares are to be cancelled; (ii) raise fund if repurchased Shares are to be held as Treasury Shares and resold on the market; and (iii) transfer or use the Treasury Shares for other purposes subject to the requirements under the Listing Rules, the Bye-Laws and the laws of Bermuda.

The General Mandates, if approved by the Shareholders at the Annual General Meeting, will continue until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required to be disclosed under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 13 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the re-election of the retiring Directors, the granting of the General Mandates and the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

A form of proxy for use by the Shareholders for the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Pursuant to the Listing Rules and the Bye-Laws, any vote of the Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the Annual General Meeting will therefore put all resolutions to be proposed at the Annual General Meeting to be voted by way of poll. An announcement on the results of the votes by poll will be made by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on any resolutions to be approved at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-Laws.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, granting of the General Mandates, and extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
ITC Properties Group Limited
Cheung Hon Kit
Chairman

The biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS

Chan Kwok Keung, Charles, aged 69, joined the Company as an executive Director and Joint Vice Chairman in November 2021 and is a member of the Investment Committee of the Company. He is also a director of various members of the Group. Before joining the Board, Dr. Charles Chan was a senior consultant of the Group. He has over 43 years of international corporate management experience in the construction and the property sectors, as well as in strategic investments. Dr. Charles Chan holds an Honorary Degree of Doctor of Laws and a Bachelor's Degree in Civil Engineering. He had been the chairman and an executive director of a number of listed companies over the years. Dr. Charles Chan is a Substantial Shareholder and also the sole director of ITC Holdings Limited ("**ITC Holdings**") and Galaxyway Investments Limited ("**Galaxyway**") whose interests in the Company are disclosed below. Dr. Charles Chan is the spouse of Ms. Ng Yuen Lan, Macy, a Substantial Shareholder and the father of Mr. Alan Chan, an executive Director.

As at the Latest Practicable Date, Dr. Charles Chan had personal interests in 191,588,814 Shares and through ITC Holdings and Galaxyway which were wholly owned by him, was deemed to be interested in 76,186,279 Shares. He was also deemed to be interested in the 251,172,919 Shares owned by the companies wholly owned by his spouse by virtue of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Dr. Charles Chan was therefore interested in and deemed to be interested in a total of 518,948,012 Shares, representing approximately 57.20% of the total number of issued Shares. Dr. Charles Chan 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\$3,480,000 per annum and a discretionary bonus which are approved by the Remuneration Committee of the Company.

On 17 December 1998, the Listing Committee of the Stock Exchange (the "**Listing Committee**") made a public statement against Dr. Charles Chan in respect of the sale (the "**Sale**") of shares in Nam Pei Hong (Holding) Limited ("**Nam Pei Hong**", now known as Concord New Energy Group Limited) by International Tak Cheung Holdings Limited ("**International Tak Cheung**", now known as Aidigong Maternal & Child Health Limited) and Paul Y. – ITC Construction Holdings Limited (now known as Blue River Holdings Limited) to Victory Hunter Holdings Limited, a company then controlled by Mr. Yau Wai Ming ("**Mr. Yau**"), in July 1997. The Listing Committee was of the view that Dr. Charles Chan, being a then member of the management of Nam Pei Hong, should have informed the Stock Exchange earlier of the meetings between Mr. Yau and the representatives of International Tak Cheung prior to the Sale and the Sale pursuant to the Listing Agreement. In addition, the Listing Committee found that Nam Pei Hong had been in breach of its obligations under the Listing Agreement and the then management of Nam Pei Hong, which included Dr. Charles Chan, had to be blamed for such a breach.

Chan Yiu Lun, Alan, aged 40, joined the Company as an executive Director in March 2010 and is also a director of various members of the Group. He is also a member of the Investment Committee of the Company. He graduated from Trinity College of Arts and Sciences of Duke University, United States of America, with a Bachelor of Arts Degree in Political Science – International Relations. Mr. Alan Chan previously worked in the investment banking division of The Goldman Sachs Group, Inc. He is a director of Burcon NutraScience Corporation whose issued shares are listed on the Toronto Stock Exchange and the Frankfurt Stock Exchange. Mr. Alan Chan is the son of Dr. Charles Chan, an executive Director and Joint Vice Chairman and Ms. Ng Yuen Lan, Macy, both of whom are the Substantial Shareholders.

As at the Latest Practicable Date, Mr. Alan Chan had personal interests in 4,075,781 Shares and 1,000,000 Share Options entitling him to subscribe for 1,000,000 Shares, in aggregate representing approximately 0.55% of the total number of issued Shares. Mr. Alan Chan 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\$2,640,000 per annum and a discretionary bonus which are approved by the Remuneration Committee of the Company.

NON-EXECUTIVE DIRECTOR

Chau Mei Wah (alias: Rosanna), aged 69, joined the Company as an executive Director in November 2021. She retired as an executive Director and was re-designated as a non-executive Director in April 2023. Before joining the Board, Ms. Rosanna Chau was a consultant of the Group. She has over 45 years' experience in international corporate management and finance. She had served on the board of directors of a number of listed companies over the years. She holds a Bachelor's Degree and a Master's Degree in Commerce and is a fellow member of the Hong Kong Institute of Certified Public Accountants. Ms. Rosanna Chau retired as a director of Burcon NutraScience Corporation, whose issued shares are listed on the Toronto Stock Exchange and the Frankfurt Stock Exchange, at the conclusion of its annual general meeting held on 23 November 2022.

As at the Latest Practicable Date, Ms. Rosanna Chau had personal interests in 11,952,564 Shares, representing approximately 1.31% of the total number of issued Shares. Ms. Rosanna Chau is entitled to receive an annual Director's fee of HK\$120,000 which is determined by the Board.

On 15 November 2005, the Securities and Futures Commission of Hong Kong (the "SFC") criticised the board of directors of ITC Corporation Limited ("ITC Corporation", now known as PT International Development Corporation Limited) for breaching Rule 21.3 of the Takeovers Code in respect of the dealing in 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. Both Dr. Charles Chan and Ms. Rosanna Chau were members of the board of directors of ITC Corporation at the material time.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Pang, Anthony Ming-tung (former name: Pang Ming Tung), aged 58, was appointed as an independent non-executive Director with effect from 18 September 2023. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Anthony Pang is the head of talent and finance department of the Travel Industry Council of Hong Kong responsible for the talent management, finance, and accounting functions. He was the country manager or managing director of the leading travel-related companies in Hong Kong and Macau for more than 25 years. He has over 31 years of experience in strategic management, sales management and accounting and financial management. Mr. Anthony Pang holds a Bachelor of Business Administration, a Master of Commerce and a Master of Science. He is a fellow member of the Association of Chartered Certified Accountants and a member of CPA (Australia).

As at the Latest Practicable Date, Mr. Anthony Pang 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). Mr. Anthony Pang is entitled to receive an annual Director's fee of HK\$300,000 which is determined by the Board.

Save as disclosed above, all the above retiring Directors 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, nor have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date. There is no proposed length of their service of directorship. Except the directors newly appointed by the Board who shall hold office until the next following annual general meeting, Directors are subject to retirement by rotation and re-election at least once every three (3) years at the annual general meeting of the Company in accordance with the Bye-Laws and the relevant code provisions in the CG Code. Their 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, and/or their performance.

Save as disclosed above, in connection with the re-election of the above retiring Directors, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as the explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to the Shareholders with regard to the Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange provided that the shares proposed to be repurchased must be fully paid-up and all repurchases of shares must be approved in advance by an ordinary resolution of the shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchase.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 907,198,410 Shares in issue and no Treasury Shares. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 90,719,841 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of such resolution, under the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares on the market for cancellation or holding in treasury. Repurchase of Shares for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share. Shares repurchased for holding in treasury may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to the requirements under the Listing Rules, the Bye-Laws and the laws of Bermuda.

4. FUNDING OF REPURCHASES

The repurchase of Shares shall be made out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the repurchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. It is envisaged that the funds required for any repurchase of Shares pursuant to the exercise of the Repurchase Mandate would be derived from such sources.

As compared to the financial position of the Company as at 31 March 2024 (being the date on which the Company's latest published audited accounts were made up to), there might be material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) in the six (6) months preceding the Latest Practicable Date.

7. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Charles Chan beneficially owned and through the companies wholly owned by him, was interested in an aggregate of 267,775,093 Shares (the "**Interests**"), representing approximately 29.52% of the total number of issued Shares. In the event that the Repurchase Mandate is exercised in full (assuming the Interests remain unchanged since the Latest Practicable Date), the Interests of Dr. Charles Chan in the Company would increase to approximately 32.79% of the total number of issued Shares. As such, an exercise of the Repurchase Mandate in full may result in Dr. Charles Chan becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising.

8. SHARE PRICES

The highest and the lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve (12) months preceding the Latest Practicable Date were as follows:

| | Share Prices | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| July | 0.930 | 0.750 |
| August | 0.900 | 0.700 |
| September | 0.820 | 0.680 |
| October | 0.720 | 0.620 |
| November | 0.800 | 0.650 |
| December | 0.680 | 0.600 |
| 2024 | | |
| January | 0.640 | 0.510 |
| February | 0.600 | 0.500 |
| March | 0.570 | 0.470 |
| April | 0.570 | 0.470 |
| May | 0.560 | 0.435 |
| June | 0.480 | 0.350 |
| July (<i>up to and including the Latest Practicable Date</i>) | 0.440 | 0.355 |

9. GENERAL

The Directors will exercise all powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

It is the present intention of the Company to cancel the repurchased Shares following settlement of any such repurchase. However, depending on market conditions and funding arrangements, Shares repurchased may be held by the Company as Treasury Shares and resold on the market to raise fund for the Company, or transferred or used for other purposes, subject to the requirements under the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name. The measures may include that (i) the Company will not give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register the Treasury Shares in its own name or cancel the Treasury Shares, in each case before the relevant record date.

Neither the explanatory statement set out in this Appendix nor the proposed Repurchase Mandate has any unusual features.

NOTICE OF ANNUAL GENERAL MEETING



德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of ITC Properties Group Limited (the “**Company**”) will be held at 15/F., 250 Hennessy, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 6 September 2024 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 March 2024 together with the reports of the directors and of the auditor thereon.
2. (A) To re-elect the following retiring directors as directors of the Company (the “**Directors**”):
 - (i) Dr. Chan Kwok Keung, Charles;
 - (ii) Mr. Chan Yiu Lun, Alan;
 - (iii) Ms. Chau Mei Wah; and
 - (iv) Mr. Pang, Anthony Ming-tung; and
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the ensuing year.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (A) “**THAT**
 - (i) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with shares of HK\$0.01 each in the share capital of the Company (including any sale or transfer of treasury shares of the Company, if any) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares of the Company under any share option scheme of the Company or similar arrangements for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of the shares (excluding treasury shares, if any) of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the total number of the shares (excluding treasury shares, if any) of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out in the notice convening this Meeting being passed, the number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the resolution numbered 4(B) above shall be added to the number of the shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this Meeting.”

By order of the Board
ITC Properties Group Limited
Wong Siu Mun
Company Secretary

Hong Kong, 26 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
30/F., Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Notes:

1. At the Meeting, each of the above resolutions will be put to the vote by way of a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the bye-laws of the Company.
2. Any shareholder of the Company entitled to attend, speak and vote at the Meeting may appoint another person as his/her/its proxy to attend, speak and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy needs not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he/she or they represent(s) as such shareholder of the Company could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company (the “Register of Members”) in respect of the joint holding.
7. For the purpose of ascertaining shareholders’ entitlement to attend, speak and vote at the Meeting, the Register of Members will be closed from Tuesday, 3 September 2024 to Friday, 6 September 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend, speak and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at the abovementioned address for registration by no later than 4:30 p.m. on Monday, 2 September 2024.
8. No food or drinks will be served at the Meeting and no gifts or souvenirs will be distributed.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*), Dr. Chan Kwok Keung, Charles (*Joint Vice Chairman*), Mr. Chan Yiu Lun, Alan, Mr. Law Hon Wa, William (*Chief Financial Officer*)

Non-executive Director:

Ms. Chau Mei Wah

Independent Non-executive Directors:

Hon. Shek Lai Him, Abraham, *GBS, JP (Joint Vice Chairman)*, Mr. Ip Hon Wah, Mr. Pang, Anthony Ming-tung

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