

IMPORTANT

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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **ITC Properties Group Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

**MAJOR TRANSACTION
IN RELATION TO
THE DISPOSAL OF 10% INTERESTS IN,
AND LOAN RECEIVABLES FROM,
THE LIMITED PARTNERSHIPS AND
THE DISPOSAL OF 10% INTERESTS IN ASSETS BUILDER**

Financial Adviser to the Company

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

The Disposal Agreements and the transactions contemplated thereunder have been approved by way of written Shareholders' approval pursuant to Rule 14.44(2) of the Listing Rules in lieu of a general meeting of the Company. This circular is being despatched to the Shareholders for information only and no Shareholders' meeting will be held.

* For identification purpose only

17 January 2025

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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, Tricor Investor Services 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 which could be downloaded from the website of the Company.

DEFINITIONS

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

| | |
|----------------------------------|--|
| “1488 Alberni Holdings” | 1488 Alberni Holdings Limited, a company incorporated in British Columbia, Canada with limited liability and a wholly-owned subsidiary of Assets Builder |
| “1488 Alberni Investment” | 1488 Alberni Investment Limited, a company incorporated in British Columbia, Canada with limited liability and a wholly-owned subsidiary of Assets Builder |
| “Alberni JV” | collectively, Assets Builder and the Limited Partnerships |
| “applicable percentage ratio(s)” | has the same meaning ascribed thereto under Rule 14.07 of the Listing Rules |
| “Assets Builder” | Assets Builder Investments Limited, a company incorporated in BVI with limited liability |
| “associate(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “Board” | the board of Directors |
| “Business Day(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “BVI” | the British Virgin Islands |
| “CAD” | Canadian dollars, the lawful currency of Canada |
| “close associate(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “Company” | ITC Properties Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 199) |
| “Completion” | completion of the Disposal in accordance with the terms and conditions of the Disposal Agreements |
| “Completion Date” | the date on which Completion was to take place, and has taken place, which was 31 October 2024 |
| “connected person(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “Consideration” | the aggregate consideration for the Disposal in the sum of CAD5,360,000 (equivalent to approximately HK\$30,552,000), being (i) CAD512,728.05 for the Development LP Sale Units; (ii) CAD17,453.15 for the Investment LP Sale Units; (iii) CAD4,829,817.80 for the Sale Loan and (iv) CAD1.00 for the GP Transfer Shares |
| “Development LP” | 1488 Alberni Development Holdings Limited Partnership, a limited partnership formed under the laws of British Columbia, Canada |
| “Development LP Sale Units” | ten (10) Class A Limited Partner Units in the capital of Development LP, representing 10% of all issued limited partner units in the capital of Development LP as at the date of the Development LP Unit Purchase Agreement and on Completion |

DEFINITIONS

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| “Development LP Sale Units Disposal” | the disposal of the Development LP Sale Units by ITCP Alberni Holdings to Landa Alberni Holdings pursuant to the Development LP Unit Purchase Agreement |
| “Development LP Unit Purchase Agreement” | the agreement dated 31 October 2024 entered into between ITCP Alberni Holdings as vendor, Landa Alberni Holdings as purchaser and 1488 Alberni Holdings as general partner in relation to the sale and purchase of the Development LP Sale Units |
| “Director(s)” | the director(s) of the Company |
| “Disposal” | collectively, the Development LP Sale Units Disposal, the Investment LP Sale Units Disposal, the Sale Loan Disposal and the GP Share Transfer |
| “Disposal Agreements” | collectively, the Development LP Unit Purchase Agreement, the Investment LP Unit Purchase Agreement, the Loan Assignment Agreement and the GP Share Transfer Agreement |
| “Dr. Chan” | Dr. Chan Kwok Keung, Charles, a Director and a substantial shareholder of the Company |
| “General Partners” | collectively, 1488 Alberni Holdings and 1488 Alberni Investment |
| “GP Share Transfer” | the disposal of the Sale Shares by Solid Riches to Landa Global Properties pursuant to the GP Share Transfer Agreement |
| “GP Share Transfer Agreement” | the agreement dated 31 October 2024 entered into between Solid Riches as vendor and Landa Global Properties as purchaser in relation to the sale and purchase of the Sale Shares |
| “GP Transfer Shares” | ten (10) ordinary shares of Assets Builder, representing 10% of all issued ordinary shares in the capital of Assets Builder as at the date of the GP Share Transfer Agreement and on Completion |
| “Group” | collectively, the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected person(s) |
| “Investment LP” | 1488 Alberni Investment Limited Partnership, a limited partnership formed under the laws of British Columbia, Canada |
| “Investment LP Sale Units” | ten (10) Class A Limited Partner Units in the capital of Investment LP, representing 10% of all issued limited partner units in the capital of Investment LP as at the date of the Investment LP Unit Purchase Agreement and on Completion |
| “Investment LP Sale Units Disposal” | the disposal of the Investment LP Sale Units by ITCP Alberni Holdings to Landa Alberni Holdings pursuant to the Investment LP Unit Purchase Agreement |

DEFINITIONS

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| “Investment LP Unit Purchase Agreement” | the agreement dated 31 October 2024 entered into between ITCP Alberni Holdings as vendor, Landa Alberni Holdings as purchaser and 1488 Alberni Holdings as general partner in relation to the sale and purchase of the Investment LP Sale Units |
| “ITCP Alberni Holdings” | ITCP Alberni Holdings Limited, a company incorporated in British Columbia, Canada with limited liability and an indirect wholly-owned subsidiary of the Company |
| “Landa Alberni Holdings” | Landa Alberni Holdings Limited, a company incorporated in British Columbia, Canada with limited liability |
| “Landa Global Properties” | Landa Global Properties Limited, a company incorporated in British Columbia, Canada with limited liability |
| “Landa Group” | collectively, Landa Global Properties, Landa Alberni Holdings and Xpec Investments |
| “Latest Practicable Date” | 13 January 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Limited Partnerships” | collectively, Development LP and Investment LP |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Loan Assignment Agreement” | the agreement dated 31 October 2024 entered into between Solid Riches as assignor and Xpec Investments as assignee in relation to the assignment of the Sale Loan |
| “Macau” | the Macau Special Administrative Region of the PRC |
| “Ms. Ng” | Ms. Ng Yuen Lan, Macy, a substantial shareholder of the Company and the spouse of Dr. Chan |
| “PRC” | the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan |
| “Properties” | the properties representing two separate legal parcels of land, the first parcel of which is located at 1444 Alberni Street and 711 Broughton Street, and the second parcel is located at 740 Nicola Street, all in Vancouver, British Columbia, Canada |
| “Sale Loan” | amounts owing by the Limited Partnerships to Solid Riches in the aggregate amount of CAD23,737,661.84 |
| “Sale Loan Disposal” | the disposal of the Sale Loan by Solid Riches to Xpec Investments pursuant to the Loan Assignment Agreement |
| “Sale Shares” | ten (10) ordinary shares in the share capital of Assets Builder, representing 10% shareholding of Assets Builder as at the date of the GP Share Transfer Agreement and on Completion |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |

DEFINITIONS

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|---------------------------|---|
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Solid Riches” | Solid Riches Limited, a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company |
| “sq. ft.” | square feet |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder” | has the same meaning ascribed thereto in the Listing Rules |
| “Valuer” | Ryan ULC, a property valuer which is an Independent Third Party |
| “Xpec Investments” | Xpec Investments Limited, a company incorporated in Hong Kong with limited liability |
| “%” | per cent |

In this circular, unless the context requires otherwise, amounts denominated in CAD are converted into HK\$ at the rate of CAD1 = HK\$5.7. Such conversion rate is for illustration purpose only and should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.

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

17 January 2025

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION
IN RELATION TO
THE DISPOSAL OF 10% INTERESTS IN,
AND LOAN RECEIVABLES FROM,
THE LIMITED PARTNERSHIPS AND
THE DISPOSAL OF 10% INTERESTS IN ASSETS BUILDER**

INTRODUCTION

Reference is made to the announcement of the Company dated 31 October 2024 in relation to the Disposal Agreements and the transactions contemplated thereunder which constitute a major transaction for the Company under Chapter 14 of the Listing Rules.

The purpose of this circular is to provide you with, among other things, (i) the details of the Disposal and the Disposal Agreements; (ii) the financial information of the Group; (iii) the valuation report on the Properties; and (iv) other information as required under the Listing Rules.

* For identification purpose only

LETTER FROM THE BOARD

THE DISPOSAL AGREEMENTS

The principal terms of the Disposal Agreements are as follows:

(I) DEVELOPMENT LP UNIT PURCHASE AGREEMENT

(1) **Date:**

31 October 2024 (signed after trading hours of the Stock Exchange)

(2) **Parties:**

- (i) ITCP Alberni Holdings (as vendor), a company incorporated in British Columbia, Canada with limited liability and an indirect wholly-owned subsidiary of the Company, with its sole business being holding of, immediately before completion of the Development LP Unit Purchase Agreement, 28% of all issued limited partner units in the capital of the Limited Partnerships;
- (ii) Landa Alberni Holdings (as purchaser), a company incorporated in British Columbia, Canada with limited liability, and a limited partner of Development LP holding, immediately before completion of the Development LP Unit Purchase Agreement, 20% of all issued limited partner units; and
- (iii) 1488 Alberni Holdings (as general partner), a company incorporated in British Columbia, Canada with limited liability and a wholly-owned subsidiary of Assets Builder.

(3) **Interests to be disposed of:**

ITCP Alberni Holdings agreed to sell and Landa Alberni Holdings agreed to purchase the Development LP Sale Units, being 10 Class A Limited Partner Units, representing 10% of all issued limited partner units, in the capital of Development LP, together with all rights attached thereto.

1488 Alberni Holdings, being the general partner of Development LP, gave its unconditional consent to the said sale and purchase.

(4) **Consideration and payment terms:**

The consideration for the Development LP Sale Units payable by Landa Alberni Holdings is CAD512,728.05 (equivalent to approximately HK\$2,922,550), which was to be paid, and has been paid, on completion of the Development LP Unit Purchase Agreement.

(5) **Completion:**

Completion of the Development LP Unit Purchase Agreement was to take place, and has taken place, contemporaneously with the signing thereof.

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(II) INVESTMENT LP UNIT PURCHASE AGREEMENT

(1) Date:

31 October 2024 (signed after trading hours of the Stock Exchange)

(2) Parties:

- (i) ITCP Alberni Holdings (as vendor);
- (ii) Landa Alberni Holdings (as purchaser), which is also a limited partner of Investment LP holding, immediately before completion of the Investment LP Unit Purchase Agreement, 20% of all issued limited partner units; and
- (iii) 1488 Alberni Investment (as general partner), a company incorporated in British Columbia, Canada with limited liability and a wholly-owned subsidiary of Assets Builder.

(3) Interests to be disposed of:

ITCP Alberni Holdings agreed to sell and Landa Alberni Holdings agreed to purchase the Investment LP Sale Units, being 10 Class A Limited Partner Units, representing 10% of all issued limited partner units, in the capital of Investment LP, together with all rights attached thereto.

1488 Alberni Investment, being the general partner of Investment LP, gave its unconditional consent to the said sale and purchase.

(4) Consideration and payment terms:

The consideration for the Investment LP Sale Units payable by Landa Alberni Holdings is CAD17,453.15 (equivalent to approximately HK\$99,483), which was to be paid, and has been paid, on completion of the Investment LP Unit Purchase Agreement.

(5) Completion:

Completion of the Investment LP Unit Purchase Agreement was to take place, and has taken place, contemporaneously with the signing thereof.

(III) LOAN ASSIGNMENT AGREEMENT

(1) Date:

31 October 2024 (signed after trading hours of the Stock Exchange)

(2) Parties:

- (i) Solid Riches (as assignor), a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company, with its principal business activities being the holding of 100% interests in ITCP Alberni Holdings and, prior to completion of the GP Share Transfer Agreement, 28% interests in Assets Builder; and
- (ii) Xpec Investments (as assignee), a company incorporated in Hong Kong with limited liability and a shareholder of Landa Alberni Holdings.

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(3) Interests to be disposed of:

Solid Riches has conditionally assigned to Xpec Investments the Sale Loan, being amounts owing by the Limited Partnerships to Solid Riches in the aggregate sum of CAD23,737,661.84, as to CAD22,550,777.53 owing by Development LP (CAD11,255,625.00 being principal and CAD11,295,152.53 being accrued interest) and CAD1,186,884.31 owing by Investment LP (CAD592,402.50 being principal and CAD594,481.81 being accrued interest), representing 10% of the total sum owing by the Limited Partnerships to the limited partners and/or their affiliates, together with all rights attached thereto. The assignment is conditional on, and shall become effective upon, Royal Bank of Canada, the existing financier of the Limited Partnerships, having executed a release of the Sale Loan from the Postponement and Subordination Agreement dated 4 March 2019 executed by Solid Riches as security for certain bank facilities granted to the Limited Partnerships.

(4) Consideration and payment terms:

The consideration for the Sale Loan payable by Xpec Investments is CAD4,829,817.80 (equivalent to approximately HK\$27,529,961), which was to be paid, and has been paid, on the signing of the Loan Assignment Agreement.

(IV) GP SHARE TRANSFER AGREEMENT

(1) Date:

31 October 2024 (signed after trading hours of the Stock Exchange)

(2) Parties:

- (i) Solid Riches (as vendor), a shareholder of Assets Builder holding, immediately before completion of the GP Share Transfer Agreement, 28% of the shareholding in Assets Builder; and
- (ii) Landa Global Properties (as purchaser), a company incorporated in British Columbia, Canada with limited liability and a shareholder of Assets Builder holding, immediately before completion of the GP Share Transfer Agreement, 20% of the shareholding in Assets Builder.

(3) Interests to be disposed of:

Solid Riches agreed to sell and Landa Global Properties agreed to purchase the Sale Shares (being 10 ordinary shares, representing a 10% shareholding, in Assets Builder) together with all rights attached thereto.

(4) Consideration and payment terms:

The consideration for the GP Transfer Shares payable by Landa Global Properties is CAD1.00 (equivalent to approximately HK\$5.7), which was to be paid, and has been paid, on completion of the GP Share Transfer Agreement.

(5) Completion:

Completion of the sale and purchase under the GP Share Transfer Agreement was to take place, and has taken place, immediately after the signing thereof.

LETTER FROM THE BOARD

BASIS OF DETERMINATION OF THE CONSIDERATION

The total amount of Consideration payable by the Landa Group to the Group for the Disposal as a whole is CAD5,360,000 (equivalent to approximately HK\$30,552,000). The Consideration was determined after arm's length negotiations between the Group and the Landa Group.

The aggregated unaudited net asset value, adjusted for the fair value of the Properties, of the Group's 10% interests in the Alberni JV (the "Adjusted Value") are determined as follows:

| | <i>CAD'million</i> |
|--|--------------------|
| Unaudited consolidated net assets of the Alberni JV as at 31 August 2024 | 239 |
| Adjustment to fair value of the Properties (<i>Note</i>) | 30 |
| Adjusted net asset value of the Alberni JV | 269 |
| 10% thereon attributable to the Group | 27 |
| Adjusted Value (<i>in HK\$'million</i>) | 154 |

Note: The adjustment to fair value was calculated based on the preliminary valuation of the Properties of approximately CAD348 million (equivalent to approximately HK\$1,984 million) as at 31 August 2024 using the residual land approach, which is higher than the net book value of the Properties of approximately CAD318 million (equivalent to approximately HK\$1,808 million) as at 31 August 2024. For the purpose of this circular, a valuation report with the valuation of the Properties as at 31 October 2024 is set out in Appendix II to this circular.

The following factors had adversely affected the Group's bargaining power in the negotiation process:

- the substantial additional capital required by the Alberni JV, which includes but is not limited to, (i) an outstanding bank loan with principal amount of approximately CAD86 million owed by the Limited Partnerships maturing in December 2024 might fall short of being fully refinanced and hence a significant portion of the loan might be required to be repaid through a significant capital injection by the limited partners, and (ii) a significant amount of capital investment is required to meet future capital requirements for the redevelopment of the Properties, which necessitates continuous capital injection by the limited partners. Due to the uncertainty regarding the redevelopment timeline and the limitations on potential purchasers for the redeveloped units as outlined below, the Alberni JV is unable to ascertain at this stage the amount of the additional capital required from time to time;
- the proposed redevelopment of the Properties, being the principal objective for the acquisition by the Alberni JV in 2016, has been delayed due to the circumstances mentioned below and it cannot yet be ascertained when redevelopment can commence. The Properties were originally zoned as a downtown district and, to facilitate the redevelopment into two high density residential towers, the Alberni JV have had to apply for rezoning into a new comprehensive development district. The rezoning application was approved by the Vancouver City Council in September 2018, subject to payment of certain cash community amenity contribution and the construction of a childcare facility on the development which will be owned by the City of Vancouver on completion. The Alberni JV then submitted the application for development permit in late 2018, and received prior-to conditions letters from the local government in 2019 which required modifications to the project specifications especially regarding the said childcare facility. Due to the COVID-19 pandemic, the Alberni JV resubmitted the plans several times and had ongoing discussion with the local government but with slow response. The Alberni JV then resubmitted the development permit application again in December 2023. Currently, the Alberni JV is still in ongoing negotiations with the City of Vancouver regarding the development plan. This coupled with the long horizon of the redevelopment project, has posed major obstacles for the Limited Partnerships in generating the revenue necessary to meet the Group's urgent cash flow needs;

LETTER FROM THE BOARD

- the reduced profit potential of the Alberni JV due to changes in local policies in Canada prohibiting non-Canadian residents from purchasing local residential properties which came into effect in January 2023 and were expected to remain in place until at least 2027;
- the lack of majority control associated with the 28% interest ownership in the Alberni JV held by the Group immediately prior to the Disposal, meaning that a potential buyer would not have sole-control over strategic decisions, management and certain corporate actions in relation to the Alberni JV; and
- the restriction on transfer clauses in (1) each of the limited partnership agreements of the respective Limited Partnerships that no limited partner may assign, transfer, or otherwise dispose of any limited partner units unless prior consent of the general partner has been obtained, in addition to the customary right of first offer of the other limited partners, and (2) the shareholders' agreement of Assets Builder that no shareholder shall sell, transfer, assign, or otherwise dispose of any shares in the Assets Builder without prior written consent of all shareholders of Assets Builder.

The Group has dedicated substantial efforts in identifying potential opportunities to dispose of its assets to alleviate its going concern issues and pressure to meet its immediate cash obligations over the past ten months. The executive Directors first approached the Company's in-house property agents to assess the viability of the Disposal, with unfavourable feedback received only. The executive Directors then had preliminary verbal discussions with global property agencies, as they were competent in locating a diverse range of buyers for properties in various conditions, based on the Company's extensive experience in working with them. However, no particular interests were expressed by these property agencies to pursue the Disposal, further consolidating the fact that the lack of appetite in the market was due to the aforementioned unique factors to the Disposal. Consequently, no property agencies were engaged by the Company. In view of these, the executive Directors approached potential buyers for the Group's assets by leveraging their business relationships, as they had done in the last several disposals by the Group, and reached out to over ten parties who are business partners of the Group and/or of an executive Director, mainly consisting of notable businessmen with demonstrated interests and financial means in the real estate market in Hong Kong and/or Canada, whom the Company believes represented a broad segment of potential buyers for investments of such nature. Based on the feedbacks received as a result of such efforts, and particularly during negotiations with various potential buyers for the Group's 50% interest in Bayshore Ventures JV Ltd. ("**Bayshore**"), which completed on 28 August 2024, the executive Directors have noted an overall lack of interest for investment opportunities such as that of the Alberni JV, as compared to previous transactions such as the properties indirectly owned by Bayshore, due to the factors mentioned above.

In light of the lack of market interest in investment opportunities with characteristics of the Alberni JV, as noted above, the Company sought to explore selling the Group's interest in the Alberni JV to its existing limited partners. Among the three limited partners, only the Landa Group, which held a 20% interest in the Alberni JV immediately before Completion, expressed limited interest in August 2024, but specifically indicated they did not intend to increase their ownership stake to above 30% in the foreseeable future. Eventually, in September 2024, the Group received an offer from the Landa Group to purchase from the Group a maximum of up to 10% interest in the Alberni JV for CAD5,310,000 (equivalent to approximately HK\$30,267,000), and, in early October 2024, negotiated the final consideration of CAD5,360,000 (equivalent to approximately HK\$30,552,000) for the Disposal.

The Directors were mindful of the urgency of the Group to receive cash inflow to alleviate its going concern issues and pressure to meet its immediate cash obligations. As a result, the Group believed the best and only available option was to accept the offer from the Landa Group, which would enable the realization of assets into cash to support the Group's liquidity and facilitate its financial stability.

Having considered the above, the Directors consider that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

INFORMATION ON THE LIMITED PARTNERSHIPS, GENERAL PARTNERS AND ASSETS BUILDER

Limited Partnerships

Development LP

Development LP is a limited partnership formed under the laws of British Columbia of Canada on 29 January 2016. Its principal business is the holding of the beneficial interests in the Properties together with Investment LP.

The Properties comprise two separate legal parcels of land located at the entire south side of the 1400 block of Alberni Street, between Broughton Street and Nicola Street, Vancouver, Canada, which have a total site area of approximately 43,282 sq. ft.

The first parcel is located at the southwest corner of Alberni Street and Broughton Street and is currently a mixed use high-rise development comprising a 19-storey, 129-unit rental apartment building with a four-storey office component that fronts onto Alberni Street. The second parcel is located at the southeast corner of Alberni Street and Nicola Street, on which a three-storey office building is currently erected. There are three levels of underground parking space provided to service these buildings.

The Properties are currently rental properties and are proposed to be redeveloped into a high-density complex comprising both residential and commercial components.

As at the date of the Development LP Unit Purchase Agreement, Development LP had one issued general partner unit and 100 Class A Limited Partner Units. The sole issued general partner unit is owned by 1488 Alberni Holdings and, immediately prior to completion of the Development LP Unit Purchase Agreement, the issued limited partner units were owned as to (i) 28% by ITCP Alberni Holdings, (ii) 20% by Landa Alberni Holdings and (iii) 40% and 12% by two other Independent Third Parties respectively.

Upon completion of the Development LP Unit Purchase Agreement which took place on 31 October 2024, the issued limited partner units became owned as to (i) 18% by ITCP Alberni Holdings, (ii) 30% by Landa Alberni Holdings and (iii) same as before completion, 40% and 12% by two other Independent Third Parties respectively.

Investment LP

Investment LP is a limited partnership formed under the laws of British Columbia of Canada on 29 January 2016. Its principal business is the holding of the beneficial interests in Properties together with Development LP.

As at the date of the Investment LP Unit Purchase Agreement, Investment LP had one issued general partner unit and 100 Class A Limited Partner Units. The sole issued general partner unit is owned by 1488 Alberni Investment and, immediately prior to completion of the Investment LP Unit Purchase Agreement, the issued limited partner units were owned as to (i) 28% by ITCP Alberni Holdings, (ii) 20% by Landa Alberni Holdings and (iii) 40% and 12% by two other Independent Third Parties respectively.

Upon completion of the Investment LP Unit Purchase Agreement which took place on 31 October 2024, the issued limited partner units became owned as to (i) 18% by ITCP Alberni Holdings, (ii) 30% by Landa Alberni Holdings and (iii) same as before completion, 40% and 12% by two other Independent Third Parties respectively.

LETTER FROM THE BOARD

General Partners

1488 Alberni Holdings and 1488 Alberni Investment are companies incorporated in British Columbia, Canada with limited liability and both wholly-owned by Assets Builder. The sole business activity of 1488 Alberni Holdings and 1488 Alberni Investment is acting as the general partner and the holding of the sole issued general partner unit of Development LP and Investment LP respectively.

Assets Builder

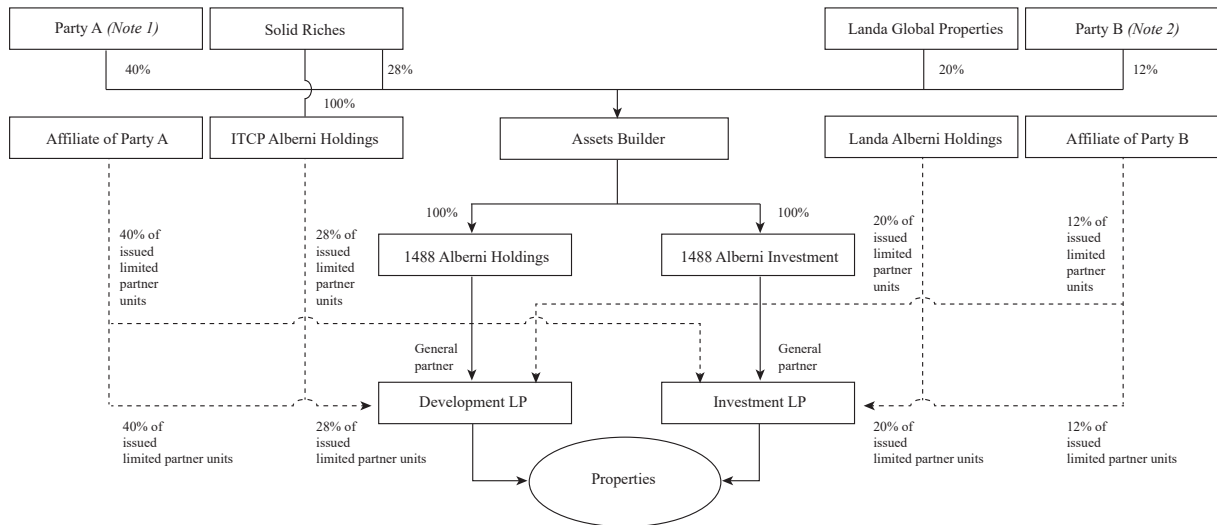
Assets Builder is a company incorporated in BVI with limited liability and its sole business activity is the holding of the entire issued share capital of each of the General Partners.

Immediately prior to completion of the GP Share Transfer Agreement, the issued share capital of Assets Builder was owned as to (i) 28% by Solid Riches, (ii) 20% by Landa Global Properties and (iii) 40% and 12% by two other Independent Third Parties respectively.

Upon completion of the GP Share Transfer Agreement which took place on 31 October 2024, Assets Builder became owned as to (i) 18% by Solid Riches, (ii) 30% by Landa Global Properties and (iii) same as before completion, 40% and 12% by two other Independent Third Parties respectively.

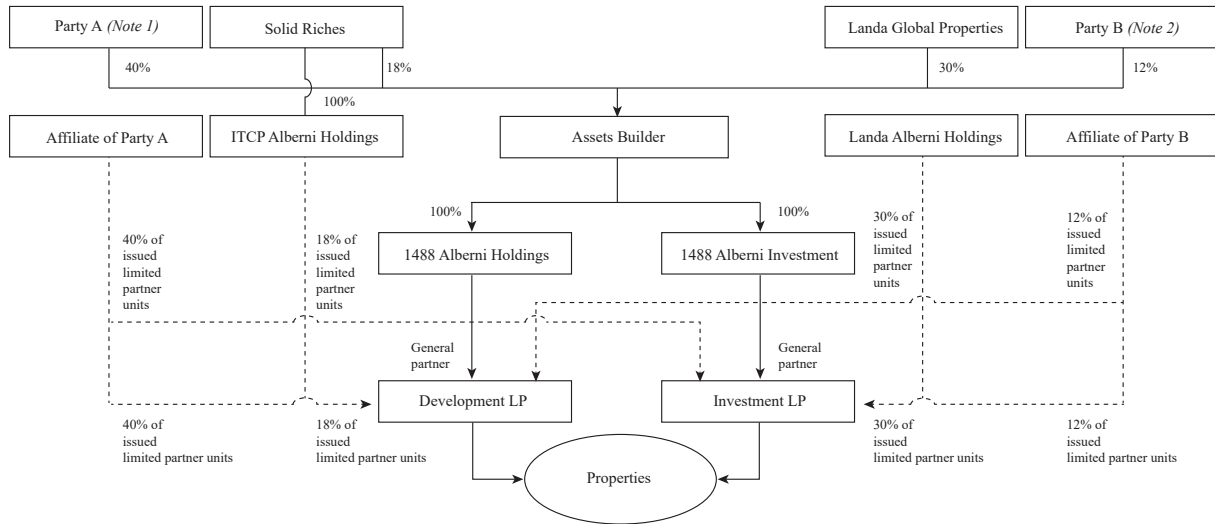
The following diagrams illustrate the corporate structure of Assets Builder, the General Partners and the Limited Partnerships prior to and immediately upon Completion:

(i) Prior to Completion



LETTER FROM THE BOARD

(ii) Immediately upon Completion



Notes:

1. Party A is a wholly-owned subsidiary of a company listed on the Stock Exchange.
2. Party B is wholly-owned by an investor who is a Hong Kong resident engaged in a variety of business ventures.

As the two other independent third parties shareholders in the Alberni JV, namely Party A and Party B as mentioned above are not counterparties to the Disposal, the Company considers the non-disclosure of the identities and the ultimate beneficial owners of Party A and Party B would not render this circular inaccurate, incomplete in any material respects or misleading or deceptive.

Financial information of the Limited Partnerships and Assets Builder

Development LP

Set out below is the unaudited financial information for the years ended 31 March 2023 and 2024 and the unaudited financial information for the six months ended 30 September 2024 of Development LP prepared in accordance with International Financial Reporting Standards:

| | For the six months ended 30 September 2024 | | For the year ended 31 March 2024 | | | |
|----------------------|---|----------|-------------------------------------|----------|--------------------------------|----------|
| | Equivalent to approximately | | Equivalent to approximately | | Equivalent to approximately | |
| | CAD'000 | HK\$'000 | CAD'000 | HK\$'000 | CAD'000 | HK\$'000 |
| Revenue (Note 3) | 845 | 4,816 | 1,664 | 9,653 | 1,558 | 9,217 |
| Loss before taxation | (152) | (868) | (1,125) | (6,526) | (261) | (1,544) |
| Loss after taxation | (152) | (868) | (1,125) | (6,526) | (261) | (1,544) |

LETTER FROM THE BOARD

Notes:

1. The exchange rate of CAD1.00 = HK\$5.801 has been used for currency translation of the 2024 unaudited financial figures.
2. The exchange rate of CAD1.00 = HK\$5.915 has been used for currency translation of the 2023 unaudited financial figures.
3. The revenue of Development LP represented rental income of existing properties.

As at 30 September 2024, the unaudited net assets value of Development LP amounted to approximately CAD1,290,000 (equivalent to approximately HK\$7,354,000).

Investment LP

Set out below is the unaudited financial information for the years ended 31 March 2023 and 2024 and the unaudited financial information for the six months ended 30 September 2024 of Investment LP prepared in accordance with International Financial Reporting Standards:

| | For the six months ended | | For the year ended 31 March | | | |
|-------------------------|---------------------------------|-----------------|------------------------------------|-----------------|----------------------|-----------------|
| | 30 September 2024 | | 2024 | | 2023 | |
| | <i>Equivalent to</i> | | <i>Equivalent to</i> | | <i>Equivalent to</i> | |
| | <i>approximately</i> | | <i>approximately</i> | | <i>approximately</i> | |
| | <i>CAD'000</i> | <i>HK\$'000</i> | <i>CAD'000</i> | <i>HK\$'000</i> | <i>CAD'000</i> | <i>HK\$'000</i> |
| | | | | <i>(Note 1)</i> | | <i>(Note 2)</i> |
| Revenue <i>(Note 3)</i> | 44 | 254 | 88 | 508 | 82 | 485 |
| Loss before taxation | (16) | (93) | (85) | (494) | (23) | (138) |
| Loss after taxation | (16) | (93) | (85) | (494) | (23) | (138) |

Notes:

1. The exchange rate of CAD1.00 = HK\$5.801 has been used for currency translation of the 2024 unaudited financial figures.
2. The exchange rate of CAD1.00 = HK\$5.915 has been used for currency translation of the 2023 unaudited financial figures.
3. The revenue of Investment LP represented rental income of existing properties.

As at 30 September 2024, the unaudited net liabilities value of Investment LP amounted to approximately CAD45,000 (equivalent to approximately HK\$256,000).

LETTER FROM THE BOARD

Assets Builder

Set out below is the unaudited financial information for the years ended 31 March 2023 and 2024 and the unaudited financial information for the six months ended 30 September 2024 of Assets Builder prepared in accordance with International Financial Reporting Standards:

| | For the six months ended | | For the year ended 31 March | | | |
|----------------------|--|-----------------|--|-----------------|--|-----------------|
| | 30 September 2024 | | 2024 | | 2023 | |
| | <i>Equivalent to approximately</i> | | <i>Equivalent to approximately</i> | | <i>Equivalent to approximately</i> | |
| | <i>CAD'000</i> | <i>HK\$'000</i> | <i>CAD'000</i> | <i>HK\$'000</i> | <i>CAD'000</i> | <i>HK\$'000</i> |
| | | | | <i>(Note 1)</i> | | <i>(Note 2)</i> |
| Revenue | – | – | – | – | – | – |
| Loss before taxation | (9) | (49) | (7) | (41) | (3) | (15) |
| Loss after taxation | (9) | (49) | (7) | (41) | (3) | (15) |

Notes:

1. The exchange rate of CAD1.00 = HK\$5.801 has been used for currency translation of the 2024 unaudited financial figures.
2. The exchange rate of CAD1.00 = HK\$5.915 has been used for currency translation of the 2023 unaudited financial figures.

As at 30 September 2024, the unaudited net liabilities value of Assets Builder amounted to approximately CAD47,000 (equivalent to approximately HK\$267,000).

INFORMATION ON THE COUNTERPARTIES TO THE DISPOSAL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries,

- (i) Landa Alberni Holdings is an investment holding company and its ultimate beneficial owners are Mr. Kevin Cheung, Ms. Hai Ying Peng, Mr. Shun Fei Cheung and Mr. Guan Wang;
- (ii) Xpec Investments is an investment holding company and its ultimate beneficial owner is Mr. Shun Fei Cheung;
- (iii) Landa Global Properties is an investment holding company and its ultimate beneficial owners are Mr. Kevin Cheung and Mr. Guan Wang; and
- (iv) each of Landa Alberni Holdings, Xpec Investments, Landa Global Properties and their respective ultimate beneficial owners are Independent Third Parties.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Landa Group, its directors and legal representatives and any ultimate beneficial owner(s) of the Landa Group who can exert influence on the Disposal; and (b) the Company, any connected person at the Company's level, and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the Disposal).

LETTER FROM THE BOARD

INFORMATION ON THE COMPANY AND REASONS FOR THE DISPOSAL

The Company is an investment holding company and the Group is principally engaged in development, selling of and investment in properties in Macau, Hong Kong, the PRC, Canada and the United Kingdom; investment in hotels in the PRC; securities investments and provision of loan financing services.

As disclosed in the annual report for the year ended 31 March 2024 of the Company, the Group has been facing significant liquidity pressure and difficulty in accessing typical financing channels amid the downturn of the real estate market in Hong Kong and in the PRC. To improve its liquidity and to obtain funds to meet its financial needs and commitments, the Group has been proactively formulating various plans and measures, including seeking potential purchasers in respect of its assets on terms which are in the best interests of the Company and the Shareholders taken as a whole.

The Group has engaged the Valuer to carry out a valuation on the Properties, which is a development site with clear architectural redevelopment plan, using the residual land approach. The valuation of the Properties as at 31 October 2024 was approximately CAD346,000,000 (equivalent to approximately HK\$1,972,200,000), which is higher than the latest net book value of the Properties available to the Group of approximately CAD319,114,000 (equivalent to approximately HK\$1,818,950,000) as at 30 September 2024. The aggregate Consideration under the Disposal Agreements of CAD5,360,000 (equivalent to approximately HK\$30,552,000) for 10% interests in the Alberni JV represented a discount of approximately 80% to the aggregated unaudited net asset value, adjusted for the fair value of the Properties, of the Group's 10% interests in the Alberni JV.

In light of the pressing necessity to address the Group's liquidity position, particularly given the demonstrated market aversion to minority holdings that require substantial capital investment while offering limited growth potential and operational control, as evidenced by the Group's prior experience in disposing its interest in Bayshore, despite the significant expected loss, the offer made by the Landa Group represented the only available option to the Group for disposing its interest in the Alberni JV.

The Disposal allowed the Group to realise part of its investment in the Limited Partnerships and recoup cash resources for the repayment of priority indebtedness and necessary payment obligations. Furthermore, the Disposal reduced the Group's exposure to the anticipated capital injection required to be made to the Limited Partnerships as aforementioned, which the Group would have difficulty meeting in the near to medium term in view of its current financial and liquidity position. While the retention of an 18% interest in the Alberni JV by the Group is due to the limited offer by the Landa Group to acquire only a 10% interest in the Alberni JV, it enabled the Group to preserve parts of the potential future upside should the redevelopment strategy and endeavours prove successful, market conditions improve, or revenue generation from the Alberni JV materialises sooner than anticipated.

Based on the above, the Board considers that the terms of each of the Disposal Agreements (including the aggregate Consideration under the Disposal Agreements) are fair and reasonable, and the entering into of the Disposal Agreements by the Group is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

FINANCIAL EFFECT OF THE DISPOSAL

The Development LP Sale Units and the Investment LP Sale Units were classified as interests in joint ventures of the Group as at 30 September 2024. Based on the aggregate Consideration of approximately HK\$30,552,000 under the Disposal Agreements, less (i) the unaudited carrying value of the Group's 10% interests in the Alberni JV of approximately HK\$683,000 as at 30 September 2024, representing an aggregate carrying value of net assets of Development LP of approximately HK\$735,000, net liabilities of Investment LP of approximately HK\$26,000 and net liabilities of Assets Builder of approximately HK\$26,000, (ii) the limited partners' loan and interest receivables of approximately HK\$136,137,000, (iii) the reclassification of translation reserve upon the Disposal of approximately HK\$534,000, and (iv) the related expenses for the Disposal of approximately HK\$2,043,000, the Group currently expects to record a loss on disposal (including disposal of interests in joint ventures and derecognition of amounts due from joint ventures) of approximately HK\$108,845,000. The actual loss of the Disposal for the Group as at the Completion Date is subject to audit and therefore may be different from the amount mentioned above.

The net proceeds, being the Consideration net of relevant expenses of approximately HK\$2.0 million, arising from the Disposal amounted to be approximately CAD5.0 million (equivalent to approximately HK\$28.5 million) and have been fully applied for repayment of loan with outstanding principal of HK\$31.0 million which was due to mature on 31 October 2024.

Upon Completion, which has taken place, the Group retains an 18% interest in the Alberni JV and a board seat in each of Assets Builder and the General Partners. As mentioned above, the Group is expected to make contribution of capital investment to the Limited Partnerships given it retains 18% interest in the Alberni JV, in particular, contribution for the shortfall in refinancing the existing bank loan, through its operating funds and construction refinancing. The Group is in negotiation with the other limited partners regarding the amount to be contributed by the Group and the timing for payment thereof. As certain material decisions regarding the activities of the Limited Partnerships require unanimous consent of all the directors of the relevant General Partners according to the shareholders' agreement of Assets Builder, the Group is able to exercise joint control over the relevant activities of the Limited Partnerships. Hence, the Group is expected to classify an 18% interest in Development LP and Investment LP as interests in joint ventures of the Group.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio exceeds 25% and all applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement, circular and Shareholders' approval requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/his/her associate(s) has a material interest in the Disposal Agreements and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a Shareholders' meeting for approving the Disposal Agreements and the transactions contemplated thereunder.

As at the date of the Disposal Agreements and up to the Latest Practicable Date, Dr. Chan directly owns 191,588,814 Shares and through Galaxyway Investments Limited ("Galaxyway"), whose entire issued share capital is indirectly owned by Dr. Chan, owns 76,186,279 Shares. Ms. Ng, through Fortune Crystal Holdings Limited ("Fortune Crystal"), whose entire issued share capital is indirectly owned by Ms. Ng, owns 261,172,919 Shares. Ms. Ng is the spouse of Dr. Chan. The Company has obtained written Shareholders' approval in respect of the Disposal Agreements and the transactions contemplated thereunder from Dr. Chan, Galaxyway and Fortune Crystal, which in aggregate own 528,948,012 Shares, representing approximately 58.3% of the existing issued share capital of the Company as aforesaid.

LETTER FROM THE BOARD

Pursuant to Rule 14.44(2) of the Listing Rules, the written Shareholders' approval from Dr. Chan, Galaxyway and Fortune Crystal has been accepted in lieu of holding a general meeting of the Shareholders. Accordingly, no physical Shareholders' meeting will be held by the Company to approve the Disposal Agreements and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is drawn to the financial information of the Group, the valuation report on the Properties and general information as set out in the appendices to this circular.

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

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the years ended 31 March 2022, 2023 and 2024 and for the six months ended 30 September 2024 is disclosed in the following documents and has been published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.itcproperties.com:

- annual report of the Company for the year ended 31 March 2022 published on 26 July 2022 (pages 74 to 191) on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0726/2022072600435.pdf>)
- annual report of the Company for the year ended 31 March 2023 published on 27 July 2023 (pages 69 to 179) on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0727/2023072700259.pdf>)
- annual report of the Company for the year ended 31 March 2024 published on 25 July 2024 (pages 74 to 180) on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0725/2024072500416.pdf>)
- interim report of the Company for the six months ended 30 September 2024 published on 23 December 2024 (pages 18 to 50) on the Stock Exchange's website (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1223/2024122300325.pdf>)

2. INDEBTEDNESS STATEMENT

(a) Borrowings

At the close of business on 30 November 2024, the Group had secured and guaranteed bank and other borrowings of approximately HK\$816.2 million, secured and unguaranteed bank borrowings of approximately HK\$328.6 million, unsecured and guaranteed other borrowings of approximately HK\$16.7 million, unsecured and unguaranteed other borrowings of approximately HK\$26.8 million, and unsecured and unguaranteed amounts due to non-controlling interests of approximately HK\$182.1 million. In addition, the Group had outstanding secured and unguaranteed lease liabilities of approximately HK\$13.1 million and unsecured and unguaranteed lease liabilities of approximately HK\$0.9 million as at that date.

The Group's secured bank and other borrowings were secured by charges over the following assets of the Group: (i) property, plant and equipment; (ii) investment properties; (iii) stock of properties; (iv) interests in associates; (v) equity interests in certain subsidiaries and (vi) other receivables. In addition, the Group's certain lease liabilities were secured by rental deposits of the relevant leases.

(b) Contingent liabilities and guarantees

As at the close of business on 30 November 2024, the Company had provided corporate guarantees on a several basis with maximum liabilities of approximately HK\$91.1 million and HK\$145.0 million in respect of the banking facilities granted to two joint ventures (which are owned as to 50% and 18% by the Group respectively). In addition, the Company had provided corporate guarantee on a several basis with maximum liabilities of approximately HK\$219.0 million in respect of the banking facilities granted to an associate (which is owned as to 20% by the Group).

Save as disclosed above, and apart from the intra-group liabilities, the Group did not have any outstanding loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans, debt instruments, borrowings or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, lease commitments, guarantees or other material contingent liabilities at the close of business on 30 November 2024.

3. WORKING CAPITAL

After taking into account the Group's indebtedness as at 30 November 2024 and the financial effect of the Disposal, the Directors have given careful consideration in working capital sufficiency. To mitigate the liquidity position of the Group and to improve the financial position of the Group, the Directors have undertaken certain plans and measures, including:

(i) Disposal of properties/joint ventures/associates

The Group continues to sell specific properties/joint ventures/associates as a strategic move in order to realise the tied-up capital and value. This strategy will allow the Group to efficiently manage its assets, potentially enhance its liquidity and provide additional financial resources.

(ii) Seeking refinancing

The Group continues actively to seek for refinance of existing facilities before maturity. Up to the date of this circular, the Group has not received any notices of demand for immediate repayment of its borrowing of HK\$396 million which was overdue during the six months ended 30 September 2024, of which HK\$4.7 million was repaid subsequently. The Group continues to negotiate with the other lenders for refinancing such borrowings.

(iii) Control on administrative and operating costs

The Group continues to take active measures to control the administrative and operating costs through various channels.

The Directors are of the opinion that, after taking into account the above-mentioned plans and measures, the liquidity needs of the Group will be managed, the financial position of the Group will be improved and the Group will have sufficient working capital to finance its operations and meet its financial obligations if they fall due within twelve months from the date of this circular.

Notwithstanding the above, significant uncertainties exist as to whether the Group can achieve the plans and measures as described above. The sufficiency of the Group's working capital to satisfy its present requirements for at least the next twelve months from the date of this circular depends on the outcome of these plans and measures, including: (i) successfully identifying buyer(s) for disposal of specific properties and investments; (ii) successfully completing the refinancing and (iii) successfully implementing costs control, to finance the Group's operations and to meet the Group's financial obligations as and when they fall due.

Should the Group fail to achieve the above-mentioned plans and measures, the Group may not have sufficient working capital for its requirements within the next twelve months from the date of this circular.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

Save as aforesaid, the Directors are not aware of any material adverse change in the financial and trading position of the Group since 31 March 2024, being the date to which the latest published audited accounts of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in property development, selling of and investment in Macau, Hong Kong, the PRC, Canada and the United Kingdom; investment in hotels in the PRC; securities investments; and the provision of loan financing services.

As disclosed in the interim report of the Company for the six months ended 30 September 2024, the global environmental market is facing significant challenges amid a complex economic landscape. The Group anticipates continued uncertainties in the global property market due to the generally worsening economic environment. Additionally, the US may impose tariffs, which could lead to higher inflation and keep interest rates elevated for a period of time, potentially suppressing global growth. Inevitably, the Group continues to face business challenges in the second half of the year. In response, the Group will continue to adopt a cautious approach, review its business strategies, refine its business model, and improve the efficiency and effectiveness of its operations. The Group will focus on selling its property projects to realise tied-up capital and secure the Group's revenue. These actions could enhance the Group's liquidity and financial flexibility, enabling it to better navigate the current challenging business environment. Meanwhile, apart from its businesses in the PRC, Macau, Canada and the United Kingdom, the Group will cautiously explore potential property development projects and carefully assess and select attractive opportunities to replenish the Group's portfolio.

The Disposal allowed the Group to realise part of its investment in the Limited Partnerships and apply the net proceeds to repay borrowings of the Group, thereby reducing the indebtedness and finance costs of the Group and mitigating its liquidity pressure.

The following is the text of a letter and valuation report, prepared for the purpose of incorporation in this circular received from Ryan ULC, the Valuer, in connection with its valuation of the Properties as at 31 October 2024. Terms defined in this report applies to this report only.



Our Ref: 2411-0024LA

January 17, 2025

The Board of Directors of
ITC Properties Group Limited
30/F., Bank of America Tower
12 Harcourt Road
Central, Hong Kong

**Re: Executive Summary to Appraisal Report of Property Under Development For Sale
1444 Alberni Street & 740 Nicola Street, Vancouver, BC**

In accordance with your instructions to value the subject property located at 1444 Alberni Street & 740 Nicola Street, Vancouver, BC (as more particularly described in the attached valuation summaries, “**the Property**”) in which ITC Properties Group Limited (the “**Company**”) together with its subsidiaries (collectively the “**Group**”) have interests, I confirm that I have inspected the Property, made relevant enquiries and obtained such further information as I consider necessary for the purpose of providing you with my opinion of the values of such Property as at October 31, 2024 (the “**Valuation Date**”). It is prepared as an executive summary, at the request of the addressee, for the sole purpose of asset valuation purposes and the conclusions are not to be conveyed to other parties, without prior reference to the letter’s signatory.

BASIS OF VALUATION

My valuation of the Property represents its market value, and the scope of the assignment was made in accordance with the intended use, the Ethics and Standard of Professional Practice, and the Canadian Uniform Standards of Professional Appraisal practice (CUSPAP) of the Appraisal Institute of Canada (AIC).

The AIC is a professional organisation established in 1938 which represents real estate appraisers in Canada. It is responsible for setting the standards for the real estate appraisal profession in Canada and is widely recognized by official authorities across Canada, including but not limited to (i) the Canada Revenue Agency, the federal department of the Canadian government responsible for administering tax laws and programs, for tax-related property appraisal, (ii) the Public Services and Procurement Canada, the federal department of the Canadian government with responsibilities including central purchasing and management of government real property holdings, for federal property valuations, and (iii) other provincial government departments and agencies for matters such as property assessments, land expropriations, and estate settlements. Further, AIC is a member of various international appraisal organisations, which include The International Valuation Standards Council (“**IVSC**”), an international organisation responsible for developing and setting the international technical and ethical standards for valuation. Both The Royal Institution of Chartered Surveyors (RICS) and The Hong Kong Institute of Surveyors (HKIS), which I understand are commonly accepted by the Securities and Futures Commission, are member organisations of the IVSC.

AIC and RICS have in place mutual recognition arrangements which allow for (i) persons with AACI designation from AIC to gain director entry as MRICS and (ii) persons who is a Fellow of the RICS (“**FRICS**”) or MRICS to gain the AACI designation with AIC through completing a designated procedure.

In valuing the Property, I have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities published by The Stock Exchange of The Hong Kong Limited (the “**Listing Rules**”) and The HKIS Valuation Standards 2020 published by The Hong Kong Institute of Surveyors.

This executive summary has been prepared in conjunction with the previous appraisal report referenced as 2411-0024AA, which incorporates the value of the Property as of October 31, 2024. All pertinent information as to the highest and best use, methods of valuation, definitions, neighbourhood descriptions, etc. are referenced in the full appraisal report and are to be considered concurrently with this letter.

In the course of my valuation of the Property, I have relied on the information and advice given by the Company.

EXECUTIVE SUMMARY

This summary forms part of a full appraisal report and should be read in conjunction with it.

CIVIC ADDRESS: 1444 Alberni Street & 740 Nicola Street, Vancouver, BC.

TYPE OF PROPERTY: 1444 Alberni Street and 740 Nicola Street reflects a high density residential redevelopment site. The Property is comprised of two separate legal lots that form the entire south side of the 1400 block of Alberni Street, between Broughton and Nicola Streets. The legal lots are currently improved to an older 129-unit, 19-storey rental apartment building, featuring a four-storey office component fronting Alberni Street. It is within an area on the City of Vancouver’s West End Community Development Plan that will allow for significantly increased density and building height.

SITE AREA: **1444 Alberni Street & 740 Nicola Street.**

43,282 sq.ft.

ZONING **1444 Alberni Street & 740 Nicola Street.**

CLASSIFICATION:

CD-1 (Comprehensive Development).

The rezoning application was approved by City Council at Public Hearing on September 18, 2018.

REGISTERED OWNER: **1444 Alberni Street & 740 Nicola Street.**

Alberni Street Nominee Ltd., Inc. No. BC0993876.

The Company had an indirect ownership of 28% over Alberni Street Nominee Ltd.

VALUE SUMMARY:

| 1444 Alberni Street & 740 Nicola Street – Value Conclusion | | | |
|---|--------------|--|--------------------------|
| Site Area (sq.ft.) | | | 43,282 |
| | | Value (price per buildable) | Total Value |
| Gross Density | 623,924 | \$625 | \$389,789,276 |
| Floor Space Ratio (FSR) | 14.42 | | |
| Gross Land Value | | | \$389,789,276 |
| Add Cost to Date | | | \$21,076,874 |
| <i>Less Community Amenity Contributions</i> | | | <u>(\$65,032,700)</u> |
| Net Value | | | \$345,833,450 |
| Rounded to: | | | CAD \$346,000,000 |

Density is a term used in local development circles and relates to the ratio of total floor area of a proposed building to the area of the site.

FINAL VALUE
CONCLUSION:**1444 Alberni Street & 740 Nicola Street.**

\$346,000,000 Canadian Dollars or *equivalent to approximately* \$1,931,302,800 Hong Kong Dollars.

Unless otherwise stated, all sums stated in my valuation are in Canadian Dollars. The exchange rates adopted in my valuation are approximately 1 CAD (Canadian Dollar) = 5.5818 HKD (Hong Kong Dollars), which was approximately the prevailing exchange rate as at the Valuation Date.

EFFECTIVE DATE OF VALUE: October 31, 2024.

METHOD OF VALUATION***1444 Alberni Street & 740 Nicola Street.***

At the valuation date, the Property represents two separate legal parcels that are improved with two separate developments. A high-rise, mixed use building comprised of a rental apartment component and multi-tenant office component located at Alberni and Broughton Streets and a multi-tenant low-rise class C office building located at Alberni and Nicola Streets. The highest and best use of the Property has been determined as redevelopment land and thus further detail regarding the current improvements has not been included within this report.

This report relates to the underlying land value based on the proposed development scheme and is compliant with the Listing Rules where in the case of land currently being developed or with immediate development potential, in addition to giving the open market value in the state existing at the valuation date.

- The estimated total construction cost of the proposed project is approximately CAD \$646,000,000 (or *equivalent to approximately* HKD \$3,605,842,800) of which approximately CAD \$21,000,000 (or *equivalent to approximately* HKD \$117,217,800) has been paid up to the valuation date.

- The market value of the real property as if completed as at the valuation date would be approximately CAD \$1,190,000,000 (or *equivalent to approximately* HKD \$6,642,342,000).
- Pursuant to the rezoning application approved by the City of Vancouver dated September 18, 2018, the proposed development of two high-rise residential towers is legally permissible.

The property owner has proposed to redevelop the Property with two high-rise residential towers atop a common podium. The development will offer a passive house design which will reduce the building's ecological footprint. The development will feature 622 market strata units, 116 market rental and 13 moderate income units (within podium) and a City-owned childcare facility.

In valuing a property, the Direct Comparison Approach is the generally preferred method of valuation. However, when valuing a development site with clear architectural plans and detailed proforma, the Residual Land Approach becomes a preferred and appropriate method of valuation. In the case of the Residual Land Approach, development costs are deducted from the as if completed end value of the project, with the remaining value representing the value component that a developer can pay for the underlying land.

I have adopted the Residual Land Approach as the primary approach to value, which have been cross-checked by the market sale comparables of development sites.

In undertaking my valuation for the Property, I have considered the Residual Land Approach and have been provided with a detailed hard cost estimate by the Company. Furthermore, I have also examined a number of land sales over the past two years and have undertaken discussions with agents with respect to investor expectations for properties such as the Property in the current market.

Set out below are the key assumptions used in my valuation:

Inputs for Residual Land Approach Analysis.

- (i) Residential Condominium For Sale (Strata): CAD \$1,059,062,750 or \$2,350 per sq.ft. based on market evidence of new presale and resale projects in Downtown Vancouver. (or *equivalent to approximately* HKD \$5,911,476,458 or \$13,117 per sq.ft.)
- (ii) Residential Market Rental: CAD \$128,152,100 or \$1,464 per sq.ft. based on rental evidence of new rental projects in Downtown Vancouver and sales of new purpose-build rental projects in Metro Vancouver. (or *equivalent to approximately* HKD \$715,319,390 or \$8,170 per sq.ft.)
- (iii) Moderate Income Rental: CAD \$3,778,979 or \$466 per sq.ft. (or *equivalent to approximately* HKD \$21,093,504 or \$2,600 per sq.ft.)
- (iv) Hard Cost: CAD \$402,789,941 or \$581 per sq.ft. plus contingency and servicing. (or *equivalent to approximately* HKD \$2,248,292,891 or \$3,244 per sq.ft.)

Other Inputs

- (i) Cost Incurred to Date: CAD \$21,076,874. (or *equivalent to approximately* HKD \$117,646,895)
- (ii) Community Amenity Contribution Payable to City of Vancouver: CAD \$65,032,700. (or *equivalent to approximately* HKD \$362,999,525)

SOURCE OF INFORMATION

For 1444 Alberni Street and 740 Nicola Street, I have relied upon the information provided by the Company in terms of the most recent development statistics and density allocation among the various uses. The overall proposal is consistent with the general land use plan (West End Community Plan) adopted by the City of Vancouver while noting that the rezoning application has been approved by the City of Vancouver on September 18, 2018. In particular, the subject is identified within the Georgia Corridor subsection B of the West End neighbourhood which calls for increased density with a maximum height of 500 feet while maximum density is determined on a site by site basis. Overall, the subject's rezoning application was considered in accordance with the West End Plan and the overall proposed development conforms to the guidelines set in the general land use plan. I have relied upon the hard cost estimate provided by the Company dated June 22, 2023, which I have had no reason to doubt are not accurate nor current. The cost figures provided incorporate value engineering and have been relied upon in our residual land analysis. Overall, the hard cost figures provided are considered to be at market levels based on other proformas I have reviewed in Downtown Vancouver.

My client has provided me with a detailed breakdown of the total costs incurred to date with regards to various consultants, management, and municipal charges as well as other miscellaneous fees and interest. These costs are considered to be accurate and relied upon.

In respect of all properties, I have accepted advice given by the Company on such matters as planning approvals or statutory notices, easements, tenure, identification of land and buildings, completion date of buildings, number of car parking spaces, particulars of occupancy, pre-sale details, rental incomes and revenue, joint venture agreements, development or redevelopment schemes, development time schedules, construction costs, site and floor areas, interest attributable to the Company and all other relevant matters.

Dimensions, measurements, and areas included in the valuation report are based on the information provided to me and are therefore only approximations. I have had no reason to doubt the truth and accuracy of the information provided to me by the Company which is material to the valuation. I was also advised by the Company that no material facts have been omitted from the information provided.

TITLE INVESTIGATION

I have been shown copies of various documents including Real Estate Title Certificates, Sales and Purchase Contracts and other official permits relating to the property interests and have made relevant enquiries. Where possible, I have examined the original documents to verify the existing title to the property interests and any material encumbrance that might be attached to the property interests or any tenancy amendment.

SITE INSPECTION

The Property was viewed by the appraiser externally on September 16, 2024 and all photographs of the Property were taken on that date. Together with any pertinent information supplied by the client, the site and property description forms the basis for the property description contained herein.

CURRENCY

Unless otherwise stated, all sums stated in my valuation are in Canadian Dollars (“CAD”).

CERTIFICATION

I certify that, to the best of my knowledge and belief that:

1. The statements of fact contained in this report are true and correct.
2. The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are my impartial and unbiased professional analyses, opinions, and conclusions.
3. I have no past, present or prospective interest in the property that is the subject of this report and no personal and/or professional interest or conflict with respect to the parties involved with this assignment.
4. I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.
5. My engagement in and compensation is not contingent upon developing or reporting predetermined results, the amount of value estimate, a conclusion favouring the client, or the occurrence of a subsequent event.
6. My analyses, opinions and conclusions were developed, and this report has been prepared, in conformity with the CUSPAP.
7. I have the knowledge and experience to complete this assignment competently, and where applicable this report is co-signed in compliance with CUSPAP.
8. Except as herein disclosed, no one has provided significant professional assistance to the person(s) signing this report.
9. As of the date of this report the undersigned has fulfilled the requirements of the AIC's Continuing Professional Development Program.
10. The undersigned is (are all) members in good standing of the Appraisal Institute of Canada.

CO-SIGNING AIC APPRAISER'S CERTIFICATION: If an AIC appraiser has co-signed this appraisal report, he or she certifies and agrees that "I directly supervised the appraiser who prepared this appraisal report and having reviewed the report, agree with the statements and conclusions of the appraiser, agree to be bound by the appraiser's certification and am taking full responsibility for the appraisal and the appraisal report."

PROPERTY IDENTIFICATION

| | |
|-------------------|--|
| CIVIC ADDRESS | 1444 Alberni Street & 740 Nicola Street, Vancouver, BC. |
| LEGAL DESCRIPTION | Lot 24 to 26 Block 55 Plan VAP92 Part1 E District Lot 185 Land District 36. PID #011-520-973, 012-357-545, 012-357-570. |

Based upon the data, analyses and conclusions contained herein, the market value of the interest in the property described.

As at October 31, 2024,

As set out elsewhere in this report, this report is subject to certain assumptions and limiting conditions, the verification of which is outside the scope of this report.

APPRAISER:

Ryan H. Wong
 B.Comm, AACI, P.App
 Director, Valuation
 AIC Membership # 901127
Direct Line: (604) 788-7720
Email: ryan.wong@ryan.com

Viewed Property: Yes
 Date of Viewing: September 16, 2024.
 Date Signed: January 17, 2025.

NOTE: For this appraisal to be valid, an original or a password protected digital signature is required.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes 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.

2. DISCLOSURE OF INTERESTS OF THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company and/or their respective close associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

The Company

| Name of Director | Number of Shares held | Number of underlying shares held (Note 2) | Total | Percentage (Note 4) |
|--|-------------------------|---|-------------|---------------------|
| Mr. Cheung Hon Kit (“ Mr. HK Cheung ”) | 48,800,000 | 2,600,000 | 51,400,000 | 5.66% |
| Dr. Chan | 528,948,012 (Note 3) | – | 528,948,012 | 58.30% |
| Mr. Chan Yiu Lun, Alan (“ Mr. Alan Chan ”) | 4,075,781 | 1,000,000 | 5,075,781 | 0.55% |
| Ms. Chau Mei Wah (“ Ms. Rosanna Chau ”) | 11,952,564 | – | 11,952,564 | 1.31% |
| Hon. Shek Lai Him, Abraham, <i>GBS, JP</i> | 322,347 | 500,000 | 822,347 | 0.09% |
| Mr. Ip Hon Wah | – | 300,000 | 300,000 | 0.03% |

Notes:

1. Except Dr. Chan, all the Directors were the beneficial owners having personal interests in the Shares and/or underlying shares of the Company disclosed above. All the interests disclosed above were long positions.
2. This represented the aggregate number of share options granted to the Directors by the Company (being regarded as unlisted physically settled equity derivatives) on 28 September 2021 at an exercise price of HK\$1.03 per share option under the share option scheme adopted by the Company on 10 September 2021. The period during which these share options can be exercised is from 1 April 2022 to 30 September 2025 (both dates inclusive), provided that 25% of the share options shall be exercisable during each of the periods (i) from 1 April 2022 to 30 September 2025 (both dates inclusive); (ii) from 1 October 2022 to 30 September 2025 (both dates inclusive); (iii) from 1 April 2023 to 30 September 2025 (both dates inclusive); and (iv) from 1 October 2023 to 30 September 2025 (both dates inclusive). The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
3. By virtue of Part XV of the SFO, Dr. Chan was interested in and deemed to be interested in a total of 528,948,012 Shares as follows:
 - (i) he was the beneficial owner having personal interests in 191,588,814 Shares;
 - (ii) he was deemed to have corporate interests in 76,186,279 Shares which were owned by the companies wholly owned by him; and
 - (iii) he was deemed to have family interests in 261,172,919 Shares which were owned by the companies wholly owned by his spouse, Ms. Ng.

Details of (ii) and (iii) above are disclosed in the paragraph headed “INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS” below.

4. This represented the approximate percentage of the total number of issued Shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

3. INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at the Latest Practicable Date, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial shareholders of the Company or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying shares of the Company, which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

| <u>Name</u> | <u>Nature of interests</u> | <u>Capacity</u> | <u>Number of Shares held</u> | <u>Percentage (Note 2)</u> |
|--|----------------------------|-------------------------------------|------------------------------|----------------------------|
| (a) Substantial shareholders | | | | |
| Ms. Ng | Corporate interests | Interests of controlled corporation | 261,172,919 | 28.78% |
| | Family interests | Interest of spouse | 267,775,093 | 29.52% |
| | | | 528,948,012 (Note 3) | 58.30% |
| Record High Enterprises Limited ("Record High") | Corporate interests | Interests of controlled corporation | 261,172,919 (Note 3) | 28.78% |
| Fortune Crystal | Personal interests | Beneficial owner | 261,172,919 (Note 3) | 28.78% |
| (b) Other persons | | | | |
| ITC Holdings Limited ("ITC Holdings") | Corporate interests | Interests of controlled corporation | 76,186,279 (Note 4) | 8.39% |
| Galaxyway | Personal interests | Beneficial owner | 76,186,279 (Note 4) | 8.39% |

Notes:

1. All the interests in the Shares disclosed above were long positions. Also, no underlying shares of the Company were held by the substantial shareholders of the Company and other persons stated above.
2. This represented the approximate percentage of the total number of issued Shares as at the Latest Practicable Date.
3. Fortune Crystal owned 261,172,919 Shares and was a wholly-owned subsidiary of Record High which in turn was wholly owned by Ms. Ng. As such, Record High and Ms. Ng were deemed to be interested in the 261,172,919 Shares owned by Fortune Crystal by virtue of Part XV of the SFO.

In addition, Ms. Ng was deemed to be interested in the 76,186,279 Shares owned by Galaxyway set out in Note 4 below and the 191,588,814 Shares beneficially owned by Dr. Chan, an executive Director and Joint Vice Chairman of the Company, by virtue of her being the spouse of Dr. Chan for the purpose of Part XV of the SFO.

Accordingly, Ms. Ng was deemed to be interested in a total of 528,948,012 Shares by virtue of Part XV of the SFO.

4. Galaxyway owned 76,186,279 Shares and was a wholly-owned subsidiary of ITC Holdings which in turn was wholly owned by Dr. Chan. As such, ITC Holdings and Dr. Chan were deemed to be interested in the 76,186,279 Shares owned by Galaxyway by virtue of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified of any other interests and short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

4. COMPETING INTERESTS

As at the Latest Practicable Date, interests of the Directors and/or their respective close associates in businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group were as follows:

- (i) Mr. HK Cheung, an executive Director and the Chairman of the Company, had personal interests and/or held directorships in companies which were engaged in property investment in Macau, Hong Kong, the PRC and Canada and/or investment in hotel in the PRC;
- (ii) A close associate of Dr. Chan, an executive Director and Joint Vice Chairman of the Company, had personal interests and/or held directorships in companies which were engaged in property investment in Hong Kong and/or securities investments;
- (iii) Mr. Alan Chan, an executive Director, had personal interests and/or held directorship in companies which were engaged in securities investments; and
- (iv) Ms. Rosanna Chau, a non-executive Director, held directorship in a company which was engaged in securities investments.

The Directors are aware of their fiduciary duties to the Company and understand that they must, in the performance of their duties as Directors, avoid actual and potential conflicts of interest and duty in order to ensure that they act in the best interests of the Shareholders and the Company as a whole. In addition, any significant business decisions of the Group are determined by the Board. Any Director who has material interest in any matter being resolved will abstain from voting. In view of the above, the Board considers that the interests of each of the above Directors in other companies neither prejudice his/her capacity as a Director nor compromise the interests of the Group and the Shareholders. Also, the Board opines that coupled with the diligence of the independent non-executive Directors, the Group is capable of carrying on its businesses independently of, and at arm's length from, such businesses in which the above Directors are regarded as being interested in.

5. INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have, since 31 March 2024 (being the date to which the latest published audited accounts of the Company were made up), been (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

7. MATERIAL CONTRACTS

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by the members of the Group within the two (2) years immediately preceding the Latest Practicable Date and are or may be material:

- (i) the agreement for sale and purchase dated 10 January 2024 entered into between Beam Castle Limited (“**Beam Castle**”), a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company, as vendor and Ms. Yang Yan as purchaser in relation to the sale and purchase of 49% shareholding interests in Premier Maker Limited (“**Premier Maker**”) and the amount owing by Premier Maker to Beam Castle, for an aggregate consideration of HK\$50.0 million;
- (ii) the agreement for sale and purchase dated 30 April 2024 entered into between Great Intelligence Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, as vendor and Mexfair Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party, as purchaser in relation to the sale and purchase of the whole of 30th Floor and the four (4) car parking spaces numbered 4043, 4087, 4088 and 4089 respectively located on the 4th Floor of Bank of America Tower, No.12 Harcourt Road, Central, Hong Kong for an aggregate consideration of HK\$260.0 million;
- (iii) the agreement for sale and purchase dated 26 August 2024 entered into between Rank Ace Investments Limited, a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company, as vendor and Caufield Investments Limited, a company incorporated in BVI with limited liability and an Independent Third Party, as purchaser in relation to the sale and purchase of 50% shareholding interests in Bayshore, for an aggregate consideration of CAD18.5 million; and
- (iv) the Disposal Agreements.

8. LITIGATION

As at the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice contained in this circular:

| Name | Qualification |
|----------|-----------------------------|
| Ryan ULC | independent property valuer |

The expert listed above has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the expert listed above had no shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert listed above had no direct or indirect interest in any assets which had been, since 31 March 2024 (being the date to which the latest published audited accounts of the Company were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

10. DOCUMENTS ON DISPLAY

Copies of the following documents are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.itcproperties.com for a period of fourteen (14) days from the date of this circular:

- (i) the Disposal Agreements;
- (ii) the letter of consent referred to in the paragraph headed “EXPERT AND CONSENT” in this appendix; and
- (iii) the valuation report on the Properties as set out in Appendix II to this circular.

11. GENERAL

- The company secretary of the Company is Ms. Wong Siu Mun. She is an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.
- The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- The Company’s principal place of business in Hong Kong is situated at 30/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.
- The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- In case of any inconsistency, the English version of this circular shall prevail over the Chinese version.