



德祥地產集團有限公司*

ITC PROPERTIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

Form of proxy for use at the Annual General Meeting

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares of HK\$0.01 each (the "Share(s)") in
the capital of ITC Properties Group Limited (the "Company"), HEREBY APPOINT ⁽³⁾ _____

of _____
or failing him, the chairman of the meeting (the "Chairman") as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the "Meeting") to be held at 13/F., 250 Hennessy, 250 Hennessy Road, Wanchai, Hong Kong on Friday, 6th September, 2019 at 10:30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31st March, 2019 together with the reports of the directors and of the auditor thereon.		
2.	(A) (i) To re-elect Mr. Chan Fut Yan [#] as a director of the Company.		
	(ii) To re-elect Mr. Wong Lai Shun, Benny [#] as a director of the Company.		
	(iii) To re-elect Mr. Chan Pak Cheong Afonso [^] as a director of the Company.		
	(B) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company 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.	(A) To give a general mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing this resolution. ⁽¹¹⁾		
	(B) To give a general mandate to the Board to repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing this resolution. ⁽¹¹⁾		
	(C) To extend the general mandate granted to the Board to issue additional Shares under resolution 4(A) by the addition of an aggregate number of issued Shares repurchased by the Company under resolution 4(B). ⁽¹¹⁾		

[#] executive director [^] independent non-executive director

Dated this _____ day of _____, 2019 Signature(s)⁽⁵⁾ _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**. The names of all joint holders should be stated.
- Please insert the number of Share(s) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the chairman of the meeting" and insert the full name and address of the proxy desired in the space provided. **IF NOT COMPLETED, THE CHAIRMAN WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A "✓" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A "✓" IN THE RELEVANT BOX UNDER "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under your seal or under the hand of your officer, attorney or other person duly authorised.
- If two or more persons are jointly entitled to a Share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- Any alteration made in this form of proxy must be duly initialed by the person who signs it.
- The full text of resolutions numbered 4(A), 4(B) and 4(C) is set out in the notice convening the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting or any adjournment thereof (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the privacy compliance officer of Tricor Secretaries Limited at the above address.

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

* For identification purpose only