

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



德祥地產集團有限公司\*

**ITC PROPERTIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 199)**

## **COMPLETION OF THE PLACING OF THE PLACING NEW NOTES DUE 2013**

The Board is pleased to announce that completion of the Placing took place on 10th June, 2011 in accordance with the terms and conditions of the Placing Agreement whereby the Placing New Notes in an aggregate principal amount of HK\$30,000,000 had been placed by the Placing Agent to not less than six Placees.

References are made to the announcements (the “**Announcements**”) of ITC Properties Group Limited (the “**Company**”) dated 15th April, 2011, 13th May, 2011, 25th May, 2011 and 31st May, 2011 respectively and the circular (the “**Circular**”) of the Company dated 21st April, 2011 in relation to, among other things, the best effort placing of the Placing New Notes and the extension of the long stop date of the Placing Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular unless the context requires otherwise.

### **COMPLETION OF THE PLACING**

The Board is pleased to announce that completion of the Placing took place on 10th June, 2011 in accordance with the terms and conditions of the Placing Agreement whereby the Placing New Notes in an aggregate principal amount of HK\$30,000,000 had been placed by the Placing Agent to not less than six Placees. The net proceeds from the Placing (after deduction of expenses) amount to approximately HK\$29,000,000 and the net price of each Placing Conversion Share is approximately HK\$2.13.

As disclosed in the announcement of the Company dated 25th May, 2011, the New Notes in an aggregate principal amount of HK\$589,050,000 were issued to the holders of the Notes, who had accepted (in whole or in part) the Repurchase Offer, on 25th May, 2011. The Notes for which the Repurchase Offer is not accepted will be redeemed by the Company on 15th June, 2011 using the net proceeds from the Placing and internal resources of the Group.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties.

\* For identification purpose only

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is a table showing the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after full conversion of the New Notes in an aggregate principal amount of HK\$589,050,000 at the initial conversion price of HK\$2.20 per Conversion Share assuming no conversion of the Placing New Notes; (iii) immediately after full conversion of the Placing New Notes in an aggregate principal amount of HK\$30,000,000 at the initial conversion price of HK\$2.20 per Placing Conversion Share assuming no conversion of the New Notes; and (iv) immediately after full conversion of the New Notes and the Placing New Notes in an aggregate principal amount of HK\$619,050,000 at the initial conversion price of HK\$2.20 per Conversion Share/Placing Conversion Share. The table below assumes there is no other change in the issued share capital and the shareholding structure of the Company immediately after the date of this announcement.

Shareholders	(i) As at the date of this announcement		(ii) Immediately after full conversion of the New Notes in an aggregate principal amount of HK\$589,050,000 at the initial conversion price of HK\$2.20 per Conversion Share assuming no conversion of the Placing New Notes		(iii) Immediately after full conversion of the Placing New Notes in an aggregate principal amount of HK\$30,000,000 at the initial conversion price of HK\$2.20 per Placing Conversion Share assuming no conversion of the New Notes		(iv) Immediately after full conversion of the New Notes and the Placing New Notes in an aggregate principal amount of HK\$619,050,000 at the initial conversion price of HK\$2.20 per Conversion Share/Placing Conversion Share	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Selective Choice	139,583,474	24.71	171,583,474	20.61	139,583,474	24.13	171,583,474	20.27
Dr. Chan Kwok Keung, Charles	6,066,400	1.07	6,066,400	0.73	6,066,400	1.05	6,066,400	0.72
Mr. Cheung Hon Kit	14,202,000	2.51	14,202,000	1.71	14,202,000	2.45	14,202,000	1.68
Ms. Chau	3,200,000	0.57	8,200,000	0.98	3,200,000	0.55	8,200,000	0.97
Loyal Concept	–	–	135,000,000	16.21	–	–	135,000,000	15.95
The Placees	–	–	–	–	13,636,361	2.36	13,636,361	1.61
Other public Shareholders	401,867,723	71.14	497,617,723	59.76	401,867,723	69.46	497,617,723	58.80
<b>Total</b>	<b>564,919,597</b>	<b>100.00</b>	<b>832,669,597</b>	<b>100.00</b>	<b>578,555,958</b>	<b>100.00</b>	<b>846,305,958</b>	<b>100.00</b>

By order of the Board  
**ITC Properties Group Limited**  
**Yan Ha Hung, Loucia**  
*Company Secretary*

Hong Kong, 10th June, 2011

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

*Executive Directors:*

Mr. Cheung Hon Kit (*Chairman*)

Mr. Chan Fut Yan (*Managing Director*)

Mr. Cheung Chi Kit

Mr. Chan Yiu Lun, Alan

*Non-executive Director:*

Mr. Ma Chi Kong, Karl

*Independent non-executive Directors:*

Hon. Shek Lai Him, Abraham, *SBS, JP (Vice Chairman)*

Mr. Wong Chi Keung, Alvin

Mr. Kwok Ka Lap, Alva