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德祥地產集團有限公司\*

**ITC PROPERTIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 199)**

**(i) PROPOSED REPURCHASE OF NOTES  
DUE ON 15TH JUNE, 2011;  
(ii) ISSUE OF NEW NOTES DUE 2013;  
AND  
(iii) CONNECTED TRANSACTIONS**

**THE REPURCHASE OFFER**

The Board resolved on 21st February, 2011 to make an offer to the Noteholders to repurchase (subject to the fulfilment of certain conditions precedent) the Notes due on 15th June, 2011 in the aggregate outstanding principal amount of HK\$906,000,000 at the Redemption Amount. The purchase price of the Notes for which the Repurchase Offer is accepted is proposed to be satisfied by the issue of the New Notes at the Redemption Amount. Partial acceptance of the Repurchase Offer (in HK\$500,000 or integral multiples thereof) by a Noteholder will be permitted.

The Company expects to send the offer letters in relation to the Repurchase Offer to the Noteholders on or about 28th February, 2011.

\* For identification purpose only



## REGULATORY IMPLICATIONS

The Repurchase Offer constitutes an exempt share repurchase by the Company under the Repurchase Code.

Selective Choice is the holder of the ITC Notes in an aggregate outstanding principal amount of HK\$64,000,000. By virtue of the fact that Selective Choice is an indirect wholly-owned subsidiary of ITC, which is in turn a substantial Shareholder indirectly holding 139,583,474 Shares, representing approximately 24.71% of the total issued Shares as at the date of this announcement, and therefore a connected person of the Company, the Repurchase Offer made, and the possible issue of the New Notes and the Conversion Shares under the Repurchase Offer, to Selective Choice constitute connected transactions for the Company under Chapter 14A of the Listing Rules. The Repurchase Offer and the transactions contemplated thereunder including the issue of the New Notes and the Conversion Shares will be subject to the approval of the Independent Shareholders at the SGM.

An Independent Board Committee will be constituted by the Company to advise the Independent Shareholders in relation to the Repurchase Offer made, and the possible issue of the New Notes and the Conversion Shares thereunder, to Selective Choice, and an independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

## GENERAL

A circular containing, among other things, (i) details of the Repurchase Offer including the issue of the New Notes and the Conversion Shares; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders on the Repurchase Offer made to Selective Choice; (iii) a letter of advice from an independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Repurchase Offer made to Selective Choice; (iv) other information as required under the Listing Rules; and (v) the notice to convene the SGM, will be despatched to the Shareholders on or before 11th April, 2011 to allow sufficient time for the preparation of the relevant information for inclusion in the circular of the Company.

**Shareholders and potential investors of the Shares should note that completion of the Repurchase Offer is subject to the fulfilment of the conditions as set out in the paragraph headed “Conditions precedent” in the section headed “The Repurchase Offer” below. As the Repurchase Offer may or may not proceed, Shareholders and potential investors of the Shares are reminded to exercise caution when dealing in the Shares.**

The Board resolved on 21st February, 2011 to make the Repurchase Offer to repurchase (subject to the fulfilment of certain conditions precedent) the Notes from the Noteholders. Details of the Repurchase Offer are set out below.



## **THE NOTES**

The Directors refer to the Company's announcement dated 28th April, 2006 and circular dated 22nd May, 2006 in relation to the placing of the Notes convertible into Shares at an initial conversion price of HK\$0.70 per Share (subject to adjustments) in an aggregate principal amount of up to HK\$1,000,000,000.

Notes with aggregate principal amount of HK\$1,000,000,000 were successfully placed and issued by the Company on 15th June, 2006. As at the date of this announcement, the aggregate outstanding principal amount of the Notes is HK\$906,000,000 and the Notes are held by 15 Noteholders based on the register of Noteholders maintained by the Company. As a result of intervening corporate exercises of the Company, the prevailing conversion price of the Notes is HK\$8.904 per Share (subject to adjustments). Pursuant to the terms of the Notes, 101,751,994 new Shares will fall to be issued upon full conversion of the Notes at the prevailing conversion price of HK\$8.904 per Share (subject to adjustments).

The ITC Notes in the aggregate outstanding principal amount of HK\$64,000,000 is held by Selective Choice, an indirect wholly-owned subsidiary of ITC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, except for ITC and Selective Choice, which are connected persons of the Company by virtue of the fact that ITC indirectly holds 139,583,474 Shares, representing approximately 24.71% of the total issued Shares as at the date of this announcement, the other Noteholders and their ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company. Selective Choice is an investment holding company and the other Noteholders are independent individual, corporate and/or institutional investors.

The Notes will mature on 15th June, 2011. In accordance with the terms of the Notes, the Company shall redeem the Notes in full on the maturity date in cash at the Redemption Amount which amounts to HK\$996,600,000, representing the sum of the aggregate outstanding principal amount of HK\$906,000,000 and the 10% redemption premium of HK\$90,600,000. In addition, on the same day, the Company shall also pay the 1% interest per annum accrued on the Notes to the Noteholders in cash, which amounts to HK\$9,060,000 in total.

## **THE REPURCHASE OFFER**

### **Principal terms of the Repurchase Offer**

The Company proposes to make the Repurchase Offer to repurchase (subject to the fulfilment of certain conditions precedent described below) the Notes at the Redemption Amount. The purchase price of the Notes for which the Repurchase Offer is accepted is proposed to be satisfied by the issue of the New Notes at the Redemption Amount. Partial acceptance of the Repurchase Offer (in HK\$500,000 or integral multiples thereof) by a Noteholder will be permitted.

The Company will send the offer letters in relation to the Repurchase Offer to the Noteholders on or about 28th February, 2011. The Repurchase Offer will be open for acceptance until 4:00 p.m. on 31st March, 2011. The Company expects to issue the New Notes within seven (7) Business Days after the fulfilment of the conditions precedent as referred to below, which is anticipated to be in or around May, 2011.



The Notes tendered for acceptance under the Repurchase Offer will be cancelled.

For the Noteholders not accepting the Repurchase Offer, the relevant Redemption Amount and the 1% interest per annum accrued on the relevant Notes will be paid to them in cash on 15th June, 2011, which is the maturity date of the Notes. For any Notes which are repurchased under the Repurchase Offer, the 1% interest per annum accrued on the Notes from the last payment date on 15th June, 2010 up to and excluding the date of issue of the New Notes will be paid to the Noteholders accepting the Repurchase Offer on the 5th Business Day after the date of issue of the New Notes.

### **Overseas Noteholders**

The making of the Repurchase Offer to the Noteholders not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which the Noteholders reside. These Noteholders must inform themselves about and observe any applicable legal requirements. It is the responsibility of the Noteholders outside Hong Kong wishing to accept the Repurchase Offer to satisfy themselves as to the full observance of the laws of the relevant territory in connection therewith, including the obtaining of any governmental or other consent which may be required or the compliance with necessary formalities.

Based on the register of Noteholders maintained by the Company as at 21st February, 2011, there are Noteholders whose addresses are outside of Hong Kong (including the United States of America, the Cayman Islands and the British Virgin Islands) holding Notes in an aggregate principal amount of HK\$560,000,000. The Company will make necessary enquiries with its legal advisers in such jurisdictions regarding the feasibility of extending the Repurchase Offer to these overseas Noteholders. If, based on the legal advices, the Directors consider that it is necessary or expedient not to make the Repurchase Offer to such overseas Noteholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Repurchase Offer will not be made to such overseas Noteholders.

### **Taxation**

The Noteholders should consult their own professional advisers if they are in any doubt as to the taxation implications of their acceptances of the Repurchase Offer or the New Notes. It is emphasised that none of the Company or any of the Directors or any other person involved in the Repurchase Offer accepts any responsibility for any tax effects on, or liabilities of, any Noteholders as a result of their acceptances of the Repurchase Offer or the New Notes.



## **Conditions precedent**

The Repurchase Offer (including the issue of the New Notes pursuant to the acceptance of the Repurchase Offer and the issue of the Conversion Shares) will be conditional upon:

- (i) the passing of the ordinary resolution(s) by the Independent Shareholders at the SGM approving the Repurchase Offer and the transactions contemplated thereunder including the issue of the New Notes and the Conversion Shares;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares;
- (iii) the compliance of any other requirements under the Listing Rules and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases or otherwise of the Stock Exchange and the Securities and Futures Commission of Hong Kong which requires compliance in relation to the creation and the issue of the New Notes and the Conversion Shares;
- (iv) (where required) the Bermuda Monetary Authority granting its permission to the creation and the issue of the New Notes and the allotment and issue of the Conversion Shares; and
- (v) the obtaining of all consents from any relevant persons which are necessary or desirable in connection with the creation and the issue of the New Notes (and, where such consents are given subject to the conditions, such conditions are on the terms as may be reasonably acceptable to the Company).

If any of the above conditions has not been fulfilled by 4:00 p.m. on 31st May, 2011, the Repurchase Offer will not proceed.

The Company will make further announcement(s) as regards the level of acceptance of the Repurchase Offer after the closing date of the Repurchase Offer.

## **PRINCIPAL TERMS AND CONDITIONS OF THE NEW NOTES**

The principal terms and conditions of the New Notes are summarised as follows:

Issuer:	The Company
Maximum principal amount:	Up to HK\$996,600,000
Initial conversion price:	HK\$2.20 per Conversion Share, subject to usual anti-dilution adjustments in certain events including, among other things, share consolidation, share subdivision, capitalisation issue, capital distribution and rights issue.



Maturity Date:	The day falling 30 months after the date of issue of the New Notes.
Interest rate:	3.25% per annum payable annually in arrear for the first 24 months and on the Maturity Date for the last six (6) months.
Redemption:	Unless previously converted or purchased and cancelled, the Company shall redeem each New Note on the Maturity Date at the redemption amount which is 105% of the outstanding principal amount of such New Note. Before the Maturity Date, the Company or any of its subsidiaries may purchase the New Notes at any price as agreed between the Company or such subsidiary and the holders of the New Notes.
Transferability:	The New Notes are freely transferable but may not be transferred to a connected person of the Company without the prior written consent of the Company and the compliance with all regulatory approvals or requirements.
Conversion period:	The holders of the New Notes shall have the right to convert, on any Business Day commencing from the 15th day after the date of issue of the New Notes up to and including the date which is 15 days prior to the Maturity Date, the whole or any part (in an amount or integral multiple of HK\$500,000) of the principal amount of the New Notes into Shares at the then prevailing conversion price.
Voting:	The holders of the New Notes will not be entitled to receive notice of, attend or vote at any general meeting of the Company by reason only of it being the holders of the New Notes.
Listing:	No application will be made for the listing of the New Notes on the Stock Exchange or any other stock exchange.
Ranking:	The Conversion Shares will rank pari passu in all respects with all other existing Shares outstanding at the date of conversion notice of the New Notes served by the Noteholders.



## **CONVERSION PRICE**

The initial conversion price of HK\$2.20 per Conversion Share under the New Notes represents:

- (i) a premium of approximately 19.57% over the closing price of HK\$1.84 per Share as quoted on the Stock Exchange on 18th February, 2011, being the last trading day prior to the date of this announcement;
- (ii) a premium of approximately 20.88% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five trading days up to and including 18th February, 2011 of approximately HK\$1.82 per Share; and
- (iii) a discount of approximately 48.11% to the unaudited net asset value per Share of approximately HK\$4.24 based on the unaudited equity attributable to owners of the Company of approximately HK\$2,392.4 million as at 30th September, 2010 and the 564,919,597 Shares in issue as at that date.

The initial conversion price of the New Notes was determined by the Company with reference to the prevailing market price of the Shares.

All the New Notes to be issued are for the purpose of satisfying the purchase price payable to the Noteholders to repurchase the Notes accepted under the Repurchase Offer. Assuming full acceptance of the Repurchase Offer, the aggregate principal value of the New Notes to be issued less estimated expenses attributable to the Repurchase Offer is estimated to be approximately HK\$994.6 million and the net price of each Conversion Share is approximately HK\$2.19.

## **CONVERSION SHARES**

Assuming the Repurchase Offer is accepted in full, the New Notes in the aggregate principal amount of HK\$996,600,000 will be issued. Upon full conversion of the New Notes at the initial conversion price of HK\$2.20 per Conversion Share, a total of 453,000,000 Conversion Shares with an aggregate nominal value of HK\$4,530,000 will be issued, representing approximately 80.19% of the existing issued share capital of the Company and approximately 44.50% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares at the initial conversion price.

The Conversion Shares will be issued under a specific mandate to be sought from the Independent Shareholders at the SGM. The Conversion Shares, when issued, will rank *pari passu* in all respects with the Shares in issue as at the date of conversion notice of the New Notes served by the Noteholders. An application will be made by the Company for the listing of, and permission to deal in, the Conversion Shares.



## SHAREHOLDING STRUCTURE

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 Notes at the prevailing conversion price of HK\$8.904 per Share; and (iii) immediately after the issue of the New Notes and full conversion of the New Notes at the initial conversion price of HK\$2.20 per Conversion Share assuming full acceptance of the Repurchase Offer, and that there is no other change in the issued share capital and the shareholding structure of the Company between the date of this announcement and full acceptance of the Repurchase Offer:

Shareholders	(i) As at the date of this announcement		(ii) Immediately after full conversion of the Notes at the prevailing conversion price of HK\$8.904 per Share		(iii) Immediately after the issue of the New Notes and full conversion of the New Notes at the initial conversion price of HK\$2.20 per Conversion Share assuming full acceptance of the Repurchase Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Selective Choice (Note 1)	139,583,474	24.71	146,771,254	22.02	171,583,474	16.86
Dr. Chan Kwok Keung, Charles (Note 2)	6,066,400	1.07	6,066,400	0.91	6,066,400	0.60
Mr. Cheung Hon Kit (Note 3)	14,202,000	2.51	14,202,000	2.13	14,202,000	1.40
Ms. Chau Mei Wah, Rosanna (Note 2)	3,200,000	0.57	3,200,000	0.48	3,200,000	0.31
Loyal Concept Limited (Note 4)	–	–	30,323,450	4.55	135,000,000	13.26
Other public Shareholders	401,867,723	71.14	466,108,487	69.91	687,867,723	67.57
<b>Total</b>	<b>564,919,597</b>	<b>100.00</b>	<b>666,671,591</b>	<b>100.00</b>	<b>1,017,919,597</b>	<b>100.00</b>

### Notes:

- As at the date of this announcement, Selective Choice, an indirect wholly-owned subsidiary of ITC, holds 139,583,474 Shares.
- Dr. Chan Kwok Keung, Charles is the controlling shareholder of ITC. Ms. Chau Mei Wah, Rosanna is the deputy chairman and the managing director of ITC.
- Mr. Cheung Hon Kit is the Chairman of the Company and an executive Director, and an executive director of ITC.
- Loyal Concept Limited is an indirect wholly-owned subsidiary of Hanny Holdings Limited, a company incorporated in Bermuda with limited liability whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code : 275).



## FUND RAISING ACTIVITY DURING THE PRECEDING 12 MONTHS

Details of the fund raising exercise conducted by the Company in the past 12 months immediately preceding the date of this announcement are set out below:

Date of announcement	Description	Net proceeds	Intended use of net proceeds as announced	Actual use of proceeds
19th May, 2010	Placing of new Shares at a price of HK\$1.60 per Share under the general mandate granted at the annual general meeting of the Company on 9th September, 2009	Approximately HK\$146.1 million	For general working capital of the Group	For general working capital of the Group

## POSSIBLE ADJUSTMENTS TO THE OPTIONS AND THE NOTES

As at the date of this announcement, there are outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for a total of 21,340,000 new Shares at the exercise price of HK\$2.22 per Share. Depending on the acceptance level of the Repurchase Offer and the amount of New Notes to be issued, the exercise price and the number of Shares to be issued pursuant to the Options may be adjusted in accordance with the Share Option Scheme. Adjustment to the conversion price of the Notes in respect of which the Repurchase Offer is not accepted may also be required under the terms of the Notes as a result of the Repurchase Offer. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

## REASONS FOR THE REPURCHASE OFFER

The Company is an investment holding company and its subsidiaries are principally engaged in property development and investment in Macau, the PRC and Hong Kong. The Group is also engaged in golf resort and leisure operations, securities investment and the provision of loan financing services.

The Notes are approaching their maturity on 15th June, 2011 and are subject to redemption at maturity in cash. The Notes are convertible into new Shares at the prevailing conversion price of HK\$8.904 per Share (subject to adjustments), which is substantially higher than the prevailing market prices of the Shares of less than HK\$2.00 per Share, and the Notes are significantly out of the money. The Repurchase Offer offers the Noteholders the opportunity to replace the Notes with the New Notes which bear more attractive terms, including a lower conversion price which is closer to the current market price of the Shares and a higher coupon rate. The Repurchase Offer, if accepted by the Noteholders, will exonerate the requirement for the Group to repay the Notes at maturity on 15th June, 2011 and allow the Group to retain funds as its general working capital. If the New Notes are converted into Conversion Shares in future, the share capital base of the Company would also be broadened.



Taking into account the above, the Directors (excluding the independent non-executive Directors who will form their view after receiving the advice of the independent financial adviser) consider that the terms of the Repurchase Offer (including the initial conversion price of the New Notes) are fair and reasonable and the Repurchase Offer and the transactions contemplated thereunder (including the issue of the New Notes and the Conversion Shares) are in the interests of the Company and the Shareholders as a whole.

The Notes for which the Repurchase Offer is not accepted will be redeemed by the Company on 15th June, 2011 using its internal resources. The Directors are also considering and in preliminary discussions with third parties on the possibility of issuing convertible notes, on substantially the same terms as the New Notes, to fund the repayment of any Notes which are not repurchased pursuant to the Repurchase Offer. Further announcement in this regard will be made by the Company after the close of the Repurchase Offer as and when appropriate.

## **REGULATORY IMPLICATIONS**

The Repurchase Offer constitutes an exempt share repurchase by the Company under the Repurchase Code.

Selective Choice is the holder of the ITC Notes in an aggregate outstanding principal amount of HK\$64,000,000. By virtue of the fact that Selective Choice is an indirect wholly-owned subsidiary of ITC, which is in turn a substantial Shareholder indirectly holding 139,583,474 Shares, representing approximately 24.71% of the total issued Shares as at the date of this announcement, and therefore a connected person of the Company, the Repurchase Offer made, and the possible issue of the New Notes under the Repurchase Offer, to Selective Choice constitute connected transactions for the Company under Chapter 14A of the Listing Rules. The Repurchase Offer and the transactions contemplated thereunder including the issue of the New Notes and the Conversion Shares will be subject to the approval of the Independent Shareholders at the SGM.

An Independent Board Committee will be constituted by the Company to advise the Independent Shareholders in relation to the Repurchase Offer made, and the possible issue of the New Notes and the Conversion Shares thereunder, to Selective Choice, and an independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

## **GENERAL**

A circular containing, among other things, (i) details of the Repurchase Offer including the issue of the New Notes and the Conversion Shares; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders on the Repurchase Offer made to Selective Choice; (iii) a letter of advice from an independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Repurchase Offer made to Selective Choice; (iv) other information as required under the Listing Rules; and (v) the notice to convene the SGM, will be despatched to the Shareholders on or before 11th April, 2011 to allow sufficient time for the preparation of the relevant information for inclusion in the circular of the Company.



**Shareholders and potential investors of the Shares should note that completion of the Repurchase Offer is subject to the fulfilment of the conditions as set out in the paragraph headed “Conditions precedent” in the section headed “The Repurchase Offer” above. As the Repurchase Offer may or may not proceed, Shareholders and potential investors of the Shares are reminded to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than Saturday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“Company”	ITC Properties Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares (Stock Code : 199) of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Conversion Share(s)”	new Share(s) falling to be allotted and issued by the Company upon exercise of the conversion rights attaching to the New Notes
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	independent committee of the Board, comprising all the independent non-executive Directors



“Independent Shareholders”	Shareholders other than ITC, Selective Choice and their respective associates
“ITC”	ITC Corporation Limited, a company incorporated in Bermuda with limited liability, the issued shares (Stock Code : 372) of which are listed on the Main Board of the Stock Exchange
“ITC Notes”	the Notes held by Selective Choice in an aggregate outstanding principal amount of HK\$64,000,000 as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Maturity Date”	the maturity date of the New Notes which shall be the day falling 30 months after the date of the issue of the New Notes
“New Notes”	the 3.25% convertible notes due on the Maturity Date to be issued by the Company in the maximum aggregate principal amount equivalent to the Redemption Amount pursuant to the Repurchase Offer, and “New Note” shall be construed accordingly
“Notes”	the 1% convertible notes due on 15th June, 2011 issued by the Company in an aggregate outstanding principal amount of HK\$906,000,000 as at the date of this announcement, and “Note” shall be construed accordingly
“Noteholder(s)”	holder(s) of the Note(s) or the New Note(s) (as the context requires)
“Options”	the share options granted by the Company pursuant to the Share Option Scheme
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement
“Redemption Amount”	the amount equal to the sum of the outstanding principal amount and 10% redemption premium of the Notes payable by the Company on redemption of the Notes at maturity in accordance with the terms and conditions of the Notes
“Repurchase Code”	The Hong Kong Code on Share Repurchases



“Repurchase Offer”	an offer to be made by the Company to the Noteholders to repurchase the Notes at their Redemption Amount
“Selective Choice”	Selective Choice Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ITC
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Repurchase Offer and the transactions contemplated thereunder including the issue of the New Notes and the Conversion Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 26th August, 2002
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 21st February, 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. Lai Tsan Tung, David  
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