



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer ITC PROPERTIES GROUP LIMITED
Date Submitted 1st June, 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

Table with 4 columns: Description, No. of ordinary shares, Par value (HK\$), and Authorised share capital (HK\$). It contains two sections for stock codes 00199 and an empty section for stock code (2).

## 2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (HK\$) : 400,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<b>564,919,597</b>			
Increase/ (decrease) during the month	<b>0</b>			
Balance at close of the month	<b>564,919,597</b>			

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including SGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share options granted on 29/03/2010 under 2002 Share Option Scheme (26/08/2002)						
Ordinary shares (Note 1)	0	0	0	(540,000)	0	20,800,000
2. _____ _____ _____ ( / / ) shares (Note 1)						
3. _____ _____ _____ ( / / ) shares (Note 1)						
				Total A. (Ordinary shares)	0	
				(Preference shares)		
				(Other class)		
Total funds raised during the month from exercise of options (HK\$)					0	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
SGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
SGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
SGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
SGM approval date (if applicable) (dd/mm/yyyy)	_____	( / / )	_____	_____	_____	_____
Total B. (Ordinary shares) _____ 0 (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 1% Convertible Notes due 2011 issued on 15/06/2006	HK\$	906,000,000	0	370,500,000	0	41,610,493
Stock code (if listed)		00199		(Note A)		
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$8.904				
SGM approval date (if applicable) (dd/mm/yyyy)		(08/06/2006)				
2. 3.25% Convertible Notes due 2013 issued on 25/05/2011	HK\$	0	0	589,050,000	0	267,750,000
Stock code (if listed)		00199		(Note A)		
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$2.200				
SGM approval date (if applicable) (dd/mm/yyyy)		(13/05/2011)				
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)						
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total C. (Ordinary shares)	0	
				(Preference shares)		
				(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including SGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. References are made to the announcements of the Company dated 15th April, 2011, 13th May, 2011 and 31st May, 2011 respectively (the “<b>Announcements</b>”) and the circular of the Company dated 21st April, 2011 (the “<b>Circular</b>”) in relation to, among other things, the placing of the Placing New Notes. Capitalised terms used herein have the same meanings as those defined in the Announcements and the Circular unless otherwise specified.</p> <p>On 15th April, 2011, the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent conditionally agreed, on a best effort basis, to procure subscribers for the Placing New Notes. The Hanny Conditions have been fulfilled on 13th May, 2011.</p> <p>The Company has been informed by the Placing Agent that additional time is required for the Placing Agent to fulfill certain conditions precedent set out in the Placing Agreement. Accordingly, on 31st May, 2011, the Company and the Placing Agent have agreed to extend the last day for the fulfillment of all conditions precedent set out in the Placing Agreement from 4:00 p.m. on 31st May, 2011 to 4:00 p.m. on 10th June, 2011 (or such other date as the Company and the Placing Agent may agree in writing).</p> <p style="text-align: right;">(13/5/2011) ordinary shares (<i>Note 1</i>)</p>	0	185,250,000
<p>2.</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>3.</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>Total D. (Ordinary shares) (Preference shares) (Other class)</p>	0	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	HK\$ _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	( / / )	( / / )
2. Open offer	At price :	HK\$ _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	( / / )	( / / )
3. Placing	At price :	HK\$ _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	( / / )	( / / )
4. Bonus issue			Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	( / / )	( / / )

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend      At price :    HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)      ( / / ) SGM approval date: (dd/mm/yyyy)      ( / / )	_____
6.	Repurchase of shares	Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy)      ( / / ) SGM approval date: (dd/mm/yyyy)      ( / / )	_____
7.	Redemption of shares	Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy)      ( / / ) SGM approval date: (dd/mm/yyyy)      ( / / )	_____
8.	Consideration issue    At price :    HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)      ( / / ) SGM approval date: (dd/mm/yyyy)      ( / / )	_____



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ SGM approval date: (dd/mm/yyyy) _____		
10. Other (Please specify)	At price : HK\$ _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ SGM approval date: (dd/mm/yyyy) _____		
		Total E. (Ordinary shares)	0
		(Preference shares)	_____
		(Other class)	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0
	(2)	_____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		_____
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		_____
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

*(Note A)*

References are made to the announcements of ITC Properties Group Limited (the “**Company**”) dated 21st February, 2011, 1st April, 2011, 13th May, 2011 and 25th May, 2011 respectively (the “**Announcements**”) and the circular of the Company dated 21st April, 2011 (the “**Circular**”) in relation to, among other things, the Repurchase Offer. Capitalised terms used herein have the same meanings as those defined in the Announcements and the Circular unless otherwise specified.

The Board resolved on 21st February, 2011 to make an offer to the Noteholders to repurchase (subject to the fulfillment 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 with an initial conversion price of HK\$2.20 per Conversion Share (subject to adjustments).

At 4:00 p.m. on 31st March, 2011, being the latest time for acceptance of the Repurchase Offer, Noteholders of the Notes with principal amount of HK\$265,500,000 have tendered acceptances to the Repurchase Offer, while Noteholders of the Notes with principal amount of HK\$370,500,000 have not accepted or been extended the Repurchase Offer. Loyal Concept, a holder of the Notes with principal amount of HK\$270,000,000, has conditionally accepted the Repurchase Offer subject to the fulfillment of the Hanny Conditions.

As all the conditions precedent for the Repurchase Offer (including the Hanny Conditions) have been fulfilled, the New Notes in an aggregate principal amount of HK\$589,050,000 were issued by the Company to the holders of the Notes, who have accepted (in whole or in part) the Repurchase Offer, on 25th May, 2011.

Submitted by: YAN Ha Hung, Loucia

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*