



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer ITC PROPERTIES GROUP LIMITED

Date Submitted 4th July, 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00199 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	40,000,000,000	0.01	400,000,000
Increase/(decrease)	0		0
Balance at close of the month	40,000,000,000	0.01	400,000,000

(2) Stock code : Description :

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

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	564,919,597			
Increase/ (decrease) during the month	0			
Balance at close of the month	564,919,597			

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	0	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\$	307,500,000	0	0	0	0
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				
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. 3.25% Convertible Notes due 2013 issued on 10/06/2011	HK\$	0	0	30,000,000	0	13,636,361
Stock code (if listed)		00199		(Note B)		
Class of shares issuable (Note 1)		Ordinary shares				
Subscription price		HK\$2.200				
SGM approval date (if applicable) (dd/mm/yyyy)		(13/05/2011)				
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
1. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	0	
(Preference shares)		
(Other class)		

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 Notes for which the Repurchase Offer is not accepted (in the amount of HK\$307,500,000) were duly redeemed by the Company using the net proceeds from the Placing and internal resources of the Group.

(Note B)

References are made to the announcements of the Company dated 15th April, 2011, 13th May, 2011, 31st May, 2011 and 10th June, 2011 respectively (the “**Placing Announcements**”) and the circular of the Company dated 21st April, 2011 (the “**Placing Circular**”) 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 Placing Announcements and the Placing Circular unless otherwise specified.

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 issued by the Company.

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.*