



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer ITC PROPERTIES GROUP LIMITED
Date Submitted 3rd May, 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	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	21,340,000
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	906,000,000	0	101,751,994
Stock code (if listed)		00199				
Class of shares issuable (<i>Note 1</i>)		Ordinary shares				
Subscription price		HK\$8.904				
SGM approval date (if applicable) (dd/mm/yyyy)		(08/06/2006)				
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 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 21st February, 2011, 1st April, 2011 and 15th April, 2011 (the “Announcements”) and the circular of the Company dated 21st April, 2011 (the “Circular”) in relation to the Repurchase Offer and the Placing Agreement. Capitalised terms used herein have the same meanings as those defined in the Announcements and the Circular unless otherwise specified.</p> <p>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 with an initial conversion price of HK\$2.20 per Conversion Share (subject to adjustments).</p> <p>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 fulfilment of the Hanny Conditions.</p> <p>If all the conditions precedent of the Repurchase Offer (including the Hanny Conditions) are fulfilled by 4:00 p.m. on 31st May, 2011, the aggregate principal amount of the New Notes to be issued by the Company would be HK\$589,050,000.</p> <p style="text-align: right;">(/ /) ordinary shares (<i>Note 1</i>)</p>	0	267,750,000
<p>2. 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. If the Hanny Conditions are fulfilled, the maximum aggregate principal amount of the Placing New Notes to be placed by the Placing Agent shall be HK\$407,550,000. If the Hanny Conditions are not fulfilled, the maximum aggregate principal amount of the Placing New Notes to be placed by the Placing Agent shall be HK\$704,550,000. The Placing New Notes have identical terms as the New Notes to be issued under the Repurchase Offer and are expected to be issued on the same day.</p> <p style="text-align: right;">(/ /) ordinary shares (<i>Note 1</i>)</p>	0	320,250,000
<p>3.</p> <p style="text-align: right;">(/ /) shares (<i>Note 1</i>)</p>		
<p style="text-align: right;">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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
2.	Open offer	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
3.	Placing	At price : HK\$ _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____ _____
4.	Bonus issue		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
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>		

