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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of **ITC Properties Group Limited** (the “**Company**”) will be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 13th May, 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the repurchase by the Company (the “**Repurchase Offer**”) of the 1% convertible notes due on 15th June, 2011 issued by the Company in the aggregate outstanding principal amount of HK\$906,000,000 (the “**Notes**”) from the holders of the Notes (the “**Noteholders**”) (including but not limited to Selective Choice Investments Limited) pursuant to the terms and conditions set out in the offer letter from the Company to each of the Noteholders dated 25th February, 2011 (a copy of each offer letter having been produced to the meeting marked “**A**” and initialled by the Chairman of the meeting for the purpose of identification) at 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 (the “**Redemption Amount**”) to be satisfied by way of issue by the Company of the 3.25% convertible notes due on the day falling 30 months after the date of their issue (the “**New Notes**”) in an aggregate principal amount of HK\$292,050,000 (if the Hanny Conditions are not fulfilled) or HK\$589,050,000 (if the Hanny Conditions are fulfilled) and the performance of the transactions contemplated thereunder including the issue of the New Notes to the Noteholders (including but not limited to Selective Choice Investments Limited) be and are hereby approved, confirmed and ratified (as appropriate);
- (b) the creation and issue of the New Notes at the Redemption Amount entitling the holders thereof to convert the principal amount thereof into shares of HK\$0.01 each of the Company (the “**Conversion Shares**”) at an initial conversion price of HK\$2.20 per Conversion Share (subject to adjustments) (the form of which having been produced to the meeting marked “**B**” and initialled by the Chairman of the meeting for the purpose of identification) and the terms and conditions of the New Notes be and are hereby approved;

* *For identification purpose only*

- (c) the allotment and issue of the Conversion Shares to the holders of the New Notes contemplated and pursuant to the terms of the New Notes upon exercise of the conversion rights thereunder be and are hereby approved; and
- (d) the Board be and is hereby authorised to exercise all powers of the Company and take all steps as in the opinion of the Board thinks desirable, necessary or expedient in relation to the Repurchase Offer, the creation and issue of the New Notes and the allotment and issue of the Conversion Shares and otherwise in connection therewith respectively, including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any documents or agreements.”

2. **“THAT**

- (a) the execution of the conditional placing agreement dated 15th April, 2011 (the **“Placing Agreement”**) by the Company with CCB International Capital Limited (the **“Placing Agent”**) as placing agent in respect of the placing of the 3.25% convertible notes due on the day falling 30 months after the date of their issue in the aggregate principal amount of up to HK\$407,550,000 (if the Hanny Conditions (as defined in the circular of the Company dated 21st April, 2011 (the **“Circular”**), a copy of which having been produced to the meeting marked **“C”** and initialled by the Chairman of the meeting for the purpose of identification) are fulfilled) or HK\$704,550,000 (if the Hanny Conditions are not fulfilled) (the **“Placing New Notes”**) by the Placing Agent on a best effort basis (a copy of the Placing Agreement having been produced to the meeting marked **“D”** and initialled by the Chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder be and is hereby approved;
- (b) the creation and issue of the Placing New Notes at their face value entitling the holders thereof to convert the principal amount thereof into shares of HK\$0.01 each of the Company (the **“Placing Conversion Shares”**) at an initial conversion price of HK\$2.20 per Placing Conversion Share (subject to adjustments) (the form of the Placing New Notes is the same as that of the New Notes mentioned in the ordinary resolution numbered 1 set out in the notice of the meeting of which this resolution forms part) and the terms and conditions of the Placing New Notes be and are hereby approved;
- (c) the allotment and issue of the Placing Conversion Shares to the holders of the Placing New Notes contemplated and pursuant to the terms of the Placing New Notes upon exercise of the conversion rights thereunder be and are hereby approved; and

- (d) the Board be and is hereby authorised to exercise all powers of the Company and take all steps as in the opinion of the Board thinks desirable, necessary or expedient in relation to the Placing Agreement, the creation and issue of the Placing New Notes and the allotment and issue of the Placing Conversion Shares and otherwise in connection therewith respectively, including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any documents or agreements.”

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

Hong Kong, 21st April, 2011

Registered office:
Clarendon House
Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
Unit 3102, 31st Floor
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent as such shareholder of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
4. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.

5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the directors of the Company are:

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