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G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of G-Prop (Holdings) Limited (“**Company**”) will be held at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on 28 October 2011 at 9:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution which will be proposed as an ordinary resolution of the Company:

“**THAT** the loan agreement (“**Loan Agreement**”) dated 22 September 2011 (a copy of which will be produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and entered into between the Company (as lender), Fancy Mark Limited (as borrower) and Chinese Estates Holdings Limited (as guarantor) and the transactions contemplated thereby; and the relevant expected cap amounts of the transactions contemplated under the Loan Agreement as shown in the Company’s circular dated 12 October 2011 be and the same are hereby approved and that the directors of the Company be and is hereby authorised to take any step as they consider necessary, desirable or expedient in connection with the Loan Agreement or any of the transactions contemplated thereby and that the directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Loan Agreement and to agree to any amendment to any of the terms of the Loan Agreement which in the opinion of the directors is not of a material nature and is in the interests of the Company.”

By Order of the Board
G-Prop (Holdings) Limited
Lam, Kwong-wai
Company Secretary

Hong Kong, 12 October 2011

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

26th Floor
MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be closed from 26 October 2011 to 28 October 2011, both days inclusive, for the purpose of determination of entitlements to attend and vote at the Meeting. As such, all share transfers documents accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 25 October 2011.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person to be his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
4. Completion and deposit of the form of proxy will not preclude members from attending and voting at the Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may attend and vote at the Meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto to, but if more than one of such joint holders are present, 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. For this purpose, seniority shall be determined by the order in which the names stated in the register of members of the Company in respect of the joint holding.
6. The resolution as set out above will be taken by poll.
7. As at the date hereof, the board of directors of the Company comprises Mr. Kong, Chi-ming and Mr. Leung, Wing-pong as executive directors and Dr. David Chain, Chi-woo, Mr. Lam, Yat-fai and Mr. Leung, Yun-fai as independent non-executive directors.

Website: <http://www.g-prop.com.hk>