



**G-PROP (HOLDINGS) LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 286)**

**FINANCIAL ASSISTANCE  
 AND  
 CONTINUING CONNECTED TRANSACTION**

**POLL RESULT OF THE SPECIAL GENERAL MEETING**

The Board is pleased to announce that the ordinary resolution set out in the SGM Notice was duly passed at the SGM held on Friday, 12th December, 2008.

References are made to the joint announcement of Chinese Estates Holdings Limited, Chi Cheung Investment Company, Limited and G-Prop (Holdings) Limited (the “Company”) on 4th November, 2008, the circular of the Company dated 25th November, 2008 (the “Circular”) and the notice of SGM dated 25th November, 2008 (the “SGM Notice”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULT OF THE SGM**

The Board is pleased to announce that at the SGM held on Friday, 12th December, 2008, the proposed ordinary resolution regarding the Continuing Connected Transaction, full text of which was set out in the SGM Notice, was duly passed with details of the poll result as follows:

<u><b>Resolution</b></u>	<u><b>For</b></u> <i>(Note 1)</i>		<u><b>Against</b></u> <i>(Note 1)</i>	
	No. of shares	(%)	No. of shares	(%)
To approve the Loan Agreement, the relevant expected cap amounts and the transactions contemplated thereunder and authorise the Directors to do further acts or take further steps as necessary, desirable or expedient to give effect to the Loan Agreement. <i>(Note 2)</i>	43,805,305	100	0	0

Notes:

1. *The number of votes and percentage is based on the total number of the issued shares of the Company held by the Independent Shareholders who voted at the SGM in person or by proxy.*
2. *The transaction contemplated under the Loan Agreement for which approval was to be sought from the Independent Shareholders under the resolution above constituted financial assistance and continuing connected transaction for the Company under the Listing Rules.*

As more than 50% of the votes were cast for the resolution, the resolution was passed as an ordinary resolution of the Company.

Tricor Secretaries Limited, the Company's branch share registrars and transfer office in Hong Kong, was appointed as the scrutineer of the vote-taking at the SGM.

As at the date of the SGM, the total number of issued shares of the Company was 2,028,255,008. Mr. Joseph Lau, Luen-hung and Chinese Estates Holdings Limited together with their respective associates, being connected persons of the Company regarding the Continuing Connected Transaction and had interests in 1,512,059,473 shares of the Company (representing approximately 74.55% of the entire issued share capital of the Company) as at the date of the SGM, had abstained from voting at the SGM for the ordinary resolution pursuant to the Listing Rules. Accordingly, there were a total of 516,195,535 shares of the Company (representing approximately 25.45% of the entire issued share capital of the Company) as at the date of the SGM entitling the holders to attend and vote for or against the ordinary resolution. There was no issued share of the Company entitling the holders to attend and vote only against the ordinary resolution at the SGM.

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

*Hong Kong, 12th December, 2008*

*As at the date of this announcement, the Board 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of their statements in this announcement misleading.*

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