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**G-PROP**  
(HOLDINGS) LIMITED

## **G-PROP (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 286)**

**Independent Financial Adviser to  
the Independent Board Committee and the Independent Shareholders**



**粵海證券有限公司**

**Guangdong Securities Limited**

### **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee, comprising the three independent non-executive Directors, has been established. Guangdong Securities has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions.

Reference is made to the announcement (“**Announcement**”) issued by the Company dated 31 March 2008 in relation to, among other things, (i) the proposed Disposal which constitutes a special deal, a major transaction and connected transaction for the Company; and (ii) the proposed amendment to the condition of the Convertible Bonds which requires the approval from the Independent Shareholder pursuant to the Listing Rules and constitutes an off-market repurchase pursuant to the Code on Share Repurchases of Hong Kong (collectively, the “**Transactions**”). Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Announcement.

An independent board committee of the Company (“**Independent Board Committee**”), comprising the three independent non-executive Directors, namely Mr. Leung, Yun-fai, Mr. Lam, Yat-fai and Dr. David Chain, Chi-woo, who have no direct or indirect interest in the Transactions, was established by the Board. Guangdong Securities Limited (“**Guangdong Securities**”) has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions. Such appointment has been approved by the Independent Board Committee. A copy of the letter of advice from Guangdong Securities to the Independent Board Committee and the Independent Shareholders will be included in the circular containing details of,

among other things, the Transactions, together with the advice(s) and recommendation(s) from the Independent Board Committee, to be despatched to the Shareholders and the Bondholders.

By order of the Board  
**Lam, Kwong-wai**  
Company Secretary

Hong Kong, 14 April 2008

*As at the date of this announcement, the Board comprises Mr. Leung, Wing-pong and Mr. Kong, Chi-ming, Mr. Chan, Wing-kwan and Mr. Chang, Wing-yiu as executive Directors and Mr. Leung, Yun-fai, Mr. Lam, Yat-fai and Dr. David Chain, Chi-woo as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, 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 the statements in this announcement misleading.*