



**G·PROP**  
(HOLDINGS) LIMITED

## **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 of G-Prop (Holdings) Limited (the “**Company**”) will be held at Concord Room 1, 8 Floor, Renaissance Harbour View Hotel Hong Kong, No.1 Harbour Road, Wanchai, Hong Kong on 31 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution of the Company:–

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) a conditional sale and purchase agreement dated 26 June 2007 (the “**Agreement**”), a copy of which has been produced and marked “A” and signed by the chairman of the meeting for the purpose of identification, entered into between Gold Long Enterprises Limited (the “**Purchaser**”), a wholly owned subsidiary of the Company, Fine Pacific Limited (the “**Minkind Vendor**”), Top Cliff Ltd. (the “**Remson Vendor**”) and Paul Y. Holdings Company Limited (the “**Debt Vendor**”), whereby (a) the Purchaser conditionally agreed to purchase and the Minkind Vendor conditionally agreed to sell the entire issued share capital in Minkind Development Limited (“**Minkind**”); (b) the Purchaser conditionally agreed to purchase and the Remson Vendor conditionally agreed to sell the entire issued share capital in Remson Investment Limited (“**Remson**”); and (c) the Purchaser conditionally agreed to purchase and the Debt Vendor conditionally agreed to sell all amounts, whether principal or interest, owing by Minkind, Remson and Grow Wealth Company Ltd, a wholly-owned subsidiary of Remson, as at completion of the Agreement at their respective consideration as set out in the Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any director be and is 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 him to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement and completion thereof as he may consider necessary, desirable or expedient to give effect to the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 16 July 2007

*Principal Office in Hong Kong:*  
26th Floor  
MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form together with the 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 in Hong Kong, 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).
- (3) Completion and deposit of the form of proxy will not preclude members from attending and voting at the special general meeting or any adjournment thereof should they so wish, and in such event, the form of proxy will be deemed to be revoked.
- (4) 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, 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 stand in the register of members of the Company in respect of the joint holding.

*As at the date hereof, the Board comprises Mr. Leung, Wing-pong and Mr. Kong, Chi-ming as Executive Directors and Mr. Leung, Yun-fai, Mr. Lam, Yat-fai and Dr. David Chain, Chi-woo as Independent Non-executive Directors.*