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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

### **MAJOR TRANSACTION, FINANCIAL ASSISTANCE AND CONTINUING CONNECTED TRANSACTION**

### **POLL RESULTS 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 Tuesday, 20 November 2012.

References are made to the announcements of G-Prop (Holdings) Limited (the “**Company**”) dated 28 September 2012, 8 October 2012, 19 October 2012, 22 October 2012 and 1 November 2012, the circular of the Company dated 5 November 2012 (the “**Circular**”) and the notice of the SGM dated 5 November 2012 (the “**SGM Notice**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

## POLL RESULTS OF THE SGM

The Board is pleased to announce that, at the SGM held on Tuesday, 20 November 2012, the proposed ordinary resolution regarding the Transaction, full text of which was set out in the SGM Notice, was duly passed with details of the poll results as follows:

Resolution	For (Note 1)		Against (Note 1)	
	No. of shares	(%)	No. of shares	(%)
To approve the Facility Agreement, the relevant expected cap amounts and the transactions contemplated thereunder and authorise the directors of the Company to do further acts or take further steps as necessary, desirable or expedient to give effect to the Facility Agreement. (Note 2 & 3)	213,836,240	98.65	2,920,221	1.35

### Notes:

1. The number of votes and percentages are based on the total number of the issued share of the Company held by the Independent Shareholders who voted at the SGM in person or by proxy.
2. The transaction contemplated under the Facility Agreement for which approval was to be sought from the Independent Shareholders under the resolution above constituted major transaction, financial assistance and continuing connected transaction for the Company under the Listing Rules.
3. The full text of the resolution was set out in the SGM Notice.

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

Tricor Secretaries Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed by the Company as the scrutinner at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued shares of the Company was 2,428,255,008. Champion Dynasty, as the borrower under the Facility Agreement, had interests in 1,512,059,671 shares of the Company (representing approximately 62.27% of the entire issued share capital of the Company) as at the date of the SGM. As a result, Champion Dynasty, and its associates (including Mr. Cheung, being the owner of 99% of the issued share capital of Champion Dynasty), can attend but was required to abstain from and had abstained from voting at the SGM for the ordinary resolution pursuant to the Listing Rules. Accordingly, there were a total of 916,195,337 shares of the Company (representing 37.73% of the entire issued share capital of the Company) as at the date of the SGM entitling the Independent Shareholders to attend and vote for or against the proposed ordinary resolution. There was no issued share of the Company entitling the holders to attend and vote only against the proposed ordinary resolution at the SGM.

By order of the board of  
**G-Prop (Holdings) Limited**  
**Wong Yuet Ying**  
*Company Secretary*

Hong Kong, 20 November 2012

*As at the date of this announcement, the executive Directors are Mr. Cheung, Wai-kuen and Mr. Cheng, Hau-yan; the non-executive Director is Mr. Lam, Kwong-wai; and the independent non-executive Directors are Dr. David Chain, Chi-woo, Mr. Lam, Yat-fai, and Mr. Leung, Yun-fai.*

*All 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, 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 statement in this announcement misleading.*

*Website of the Company: <http://www.g-prop.com.hk>*