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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

### **ANNOUNCEMENT**

## **NON-LEGALLY BINDING AGREEMENT IN RELATION TO THE PROPOSED DEVELOPMENT OF HEALTH MANAGEMENT BUSINESS**

This announcement is made by G-Prop (Holdings) Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of Rule Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”) (the “Listing Rules”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong).

### **BACKGROUND**

The board of directors (the “Directors”) of the Company (the “Board”) hereby announces that, on 22 April 2013, the Company entered into a non-legally binding strategic framework agreement (the “Agreement”) with certain third parties (collectively, the “Co-operative Parties”), details of which are set out under the section headed “Background information of the Agreement” below, for the proposed development of health management business in the People’s Republic of China (the “PRC”).

## **BACKGROUND INFORMATION OF THE AGREEMENT**

Date:

22 April 2013

Parties to the Agreement:

- (1) The Company; and
- (2) The Co-operative Parties, namely
  - (i) AMAbiotics SAS;
  - (ii) 東莞南方醫大代謝醫學研發有限公司 (Dongguan Southern Medical University Metabolic Medicines Research and Development Company Limited\*);
  - (iii) 廣東省醫療行業學會 (Guangdong Medical and Health Care Industry Association\*);
  - (iv) Chinese Association for Science and Business;
  - (v) 美國抗衰老聯盟 (American Anti-aging Alliance\*);
  - (vi) Guangdong Food and Drug Vocational College;
  - (vii) 中國香港醫療衛生學會 (China-Hong Kong Society for Medical and Health Care\*); and
  - (viii) Da An Gene Co., Ltd. of Sun Yat-sen University.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, as at the date of the Agreement, each of the Co-operative Parties and their respective ultimate beneficial owners is a third party independent of and not connected with the Company and is not a connected person (as defined in the Listing Rules) of the Company.

## **PARTICULARS OF THE AGREEMENT**

The Agreement stated, among other things, that:

- (i) the Company and the Co-operative Parties intend to engage in joint research projects and implement high-technology development proposals in the health management area;
- (ii) the Co-operative Parties, by leveraging on their respective strengths in research and development capacity, access to international academic arena and valuable brand names, intend to give various support to the Company aspects of medical service innovation, bio-technology treatment and bio-medical treatment;
- (iii) the Company intends to invite the Co-operative Parties to co-develop health management projects by building up and sharing health management resources covering the technological, academic, customer and brand name aspects;
- (iv) the Company intends to invite the Co-operative Parties to establish a joint venture (the “Joint Venture Company”) for the purpose of the proposed development in the health management business in the PRC.

The Board wishes to emphasize that the co-operation under the Agreement, which is non-legally binding, is preliminary in nature and such co-operation (if any) is subject to the entering into of the definitive agreement(s). As at the date of this announcement, none of the members of the Group has entered into any legally binding agreements with any of the Co-operative Parties or other parties for the development in health management business or the establishment of the Joint Venture Company. The Company and the Co-operative Parties will conduct further negotiations on the definitive terms and conditions of the co-operation. Further announcement(s) will be made by the Company as and when necessary.

## **REASONS FOR THE AGREEMENT**

The Group has been principally engaged in investment and finance as well as properties investment business. The Directors consider it is to the benefit of the Group's future performance and in the interests of the Company's shareholders as a whole to expand into other new business segments that could generate more income for the Group as and when an opportunity emerges.

The sharp fall in both world-wide birth rate and death rate that have resulted in the aging global population is an acknowledged phenomenon. In more advanced and developed countries, with people generally having better access to information, there is a greater awareness of the importance of good health, contributing to more generous spending on medical, health care and physical well being.

In view of the above, the Directors believe in the prospect of the health management businesses. The Group intends to line up certain leading domestic and overseas players in the relevant areas to explore and expand into the health management industry in the PRC through the launching of health management projects. In the long run, it is a Company's goal to create a pool of global premium medical resources and construct a leading model in health management. In future, the Company plans to set up a number of chained health management businesses in the PRC to provide personal health management services to high-end segment in the population under all three status of health, sub-health and ill. The Company intends that such health management services will be provided by a team of renowned domestic and international experts, with the application of functional medicine, sleep medicine, genomics, stress medicine and physical fitness medicine, among other latest medical means, supported by a digital health care filing system. High quality and appropriate domestic and overseas medical resources will be selected and offered to clients according to their status and needs. The services will assist the clients to formulate specific health management solutions through health maintenance, risk assessment, anti-aging, restoration from sub-health, illness prevention, treatment of illness, and recovery from illness.

The Board believes that the entering into of the Agreement with the Co-operative Parties is the first step of tapping into the health management business and commencing a new phase of development to the Group.

## INFORMATION OF THE PARTIES TO THE AGREEMENT

**The Company** is an exempted company incorporated in Bermuda with limited liability. It was established in 1990 with its shares listed on the Main Board of the Stock Exchange. The Group is principally engaged in investment and finance as well as properties investment business. Details of the parties to the Agreement to the best of the Directors' knowledge, are set out below:

**AMAbiotics SAS** is a company established in France, and is a high technology enterprise being engaged in research in microbial metabolism, nutrition and healthcare products in France. The company focuses in research and development in anti-aging products and medicines, and enjoys a leading position in the application of probiotics and other nutrients in tackling of metabolic disturbance in organism and illness prevention and treatment.

東莞南方醫大代謝醫學研發有限公司(**Dongguan Southern Medical University Metabolic Medicines Research and Development Company Limited\***) is a limited liability company established in the PRC and is a subsidiary of Southern Medical University. This hi-tech research company is situated in Songshan Lake State High-Tech Industrial Development Zone (松山湖國家高科技園區) in Dongguan, and is principally engaged in the research and development of new solutions and products in diagnosis, treatment and prevention of metabolic diseases. It has a team of experts in relevant disciplines and has solid product and technology research and talent development capabilities in the metabolic diseases area. It has formed closed partnership with various local and overseas universities and enterprises in scientific research.

廣東省醫療行業學會(**Guangdong Medical and Health Care Industry Association\***) was initiated and established in the PRC by a group of organizations and their staff (who have received proper licenses in practicing in medical and health care sector in Guangdong Province) and is a 1st class provincial charity, civil and non-profit social organization. It is principally engaged in administration of professional organization's affairs, personnel training, policy research, technological development. Thus it enjoys superiority in resources in terms of protection of patients' rights and legal protection in medicines.

**Chinese Association for Science and Business** is a non-profit organization established in New York, the United States in 1997. The association has a group of some 1,000 reputable international experts and has strong capability in organizing international technological and knowledge exchanges, introduction and promotion of high and new technologies, assessment and verification of relevant projects. It also possess a wealth of resources and practical experience in demonstration and analysis on industrial policies and formulating of international projects.

**美國抗衰老聯盟(American Anti-aging Alliance\*)** is a non-profit organisation established in Los Angeles, the United States. It has established an anti-aging industrial chain featuring a combination of production, academic development and research supported by a number of science research bases, medical institutions, anti-aging health centres and manufacturing enterprises. Their research focuses include metabolic diseases, anti-aging medicines, stem cell application and development of anti-aging products. It possesses world-leading anti-aging technology and product development capability and has formed close cooperative relationship with a number of international institutions specialized in medical and scientific research.

**Guangdong Food and Drug Vocational College** is situated in Tianhe district of Guangzhou, China. It is full-time common vocational college under the Department of Health of Guangdong Province and approved by Guangdong Provincial People's Government and has officially registered with the education department. It enjoys many advantages in aspects such as advanced education system talents cultivation, equipment, clinical tests, industry training, technical assessment, transformation of research achievements into applications, and popular science.

**中國香港醫療衛生學會(China-Hong Kong Society for Medical and Health Care\*)** is a non-profit organisation and established in Hong Kong in 2005. It possesses a strong platform for knowledge exchange and is capable of conducting regular academic seminars and organizing visits to medical institutions, and enjoy superiority in resources and strength in promoting co-operation between the PRC and Hong Kong in medical and health care services.

**Da An Gene Co., Ltd. of Sun Yat-sen University** is a company established in the PRC with limited liability and the shares of which are listed on the main board of Shenzhen Stock Exchange (stock code: 2030). The company is situated in Guangzhou High-Tech Industrial Development Zone (廣州市高新技術產業開發區). It is a bio-medical hi-tech enterprise based on molecular diagnosis technology, whose business scope covers research and development, production, sales of clinic test reagents and devices, and is integrated by national chained independent clinic test service. The company enjoys superiority in molecular biological technology, in particular, research, development and application of genetic diagnosis technology and related test reagents.

**As at the date of this announcement, none of the members of the Group has entered into any legally binding agreements with any of the Co-operative Parties or other parties for the development in health management business or the establishment of the Joint Venture Company. There is no assurance that a legally binding agreement will be entered into eventually as contemplated or at all, and the structure, amount of investment, scale of operation and other affairs related to the potential co-operation and the possible Joint Venture Company are all pending further discussion and negotiation and are subject to change. Furthermore, the Agreement is subject to modification or termination. Accordingly, the Agreement and any transactions contemplated thereunder may or may not proceed. Shareholders and investors are advised to exercise extreme cautions when dealing with the securities of the Company.**

By Order of the Board  
**G-Prop Holdings Limited**  
**Wong Yuet Ying**  
*Company Secretary*

Hong Kong, 23 April 2013

*As at the date of this announcement, the Board comprises Mr. Cheung Wai Kuen, and Mr. Cheng Hau Yan as executive directors of the Company; Mr. Lin Jiang as a non-executive director of the Company; and Mr. Huang Liang, Mr. Mai Yang Guang and Mr. Yau Chi Ming as independent non-executive directors of the Company.*

*The website of the Company is at [www.g-prop.com.hk](http://www.g-prop.com.hk)*

\* *For identification purpose only*