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G·PROP
(HOLDINGS) LIMITED

G-PROP (HOLDINGS) LIMITED

金匡企業有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 286)

ANNOUNCEMENT

AQUISITION OF 35% EQUITY INTEREST IN A PRC COMPANY

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 (the “Listing Rules”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong).

The board of directors of the Company (the “Board”) is pleased to announce that after trading hours on 21 June 2013, Wisestar Development Limited (“Wisestar”), an indirect wholly-owned subsidiary of the Company, entered into a share investment and arrangement agreement (the “Agreement”) with various parties of the Agreement, in which Wisestar will hold 35% equity interest of 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*) (the “Target Company”) upon the completion of the transactions contemplated under the Agreement.

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiry, the other parties beside Wisestar under the Agreement together and their respective ultimate beneficial owner are third parties independent of the Company and not the connected persons of the Company.

The consideration payable by Wisestar for the equity interest as foresaid is RMB820,000 (equivalent to approximately HK\$1,040,170) and Wisestar also agreed to pay an amount of RMB800,000 (equivalent to approximately HK\$1,014,800) as working capital of the Target Company in cash. On the basis of the above, the total commitment payable by Wisestar for the equity interest as foresaid of the Target Company is RMB1,620,000 (equivalent to approximately HK\$2,054,970) in cash.

The directors of the Company consider that the terms of the Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Target Company is one of the parties of a non-legally binding agreement in relation to proposed development of health management business as disclosed in the announcement of the Company on 23 April 2013. It is a limited liability company established in the People's Republic of China ("PRC") and is a subsidiary of Southern Medical University. The Target Company is a hi-tech research company situated in 松山湖國家高科技園區 (Songshan Lake State High-Tech Industrial Development Zone*) in Dongguan, the PRC and is principally engaged in the research and development of new solutions and products in diagnosis, treatment and prevention of metabolic diseases. As disclosed in the announcement of the Company dated 23 April 2013, the directors of the Company believe in the prospect of the health management businesses and being hold 35% equity interest of the Target Company will be advantage for the Company to enter the proposed health management businesses.

As all applicable percentage ratios in respect of the Agreement are below 5%, the transactions contemplated under the Agreement do not constitute a notifiable transaction of the Company and is therefore not subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB 1.00 to HK\$1.2685. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have ben exchanged at this or any other rates or at all.

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

Hong Kong, 23 June 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 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

** For identification purpose only*