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G-PROP (HOLDINGS) LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 286)

**FINANCIAL ASSISTANCE
AND
CONTINUING CONNECTED TRANSACTIONS**

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 Friday, 28th October, 2011.

References are made to the joint announcement of Chinese Estates Holdings Limited, Chi Cheung Investment Company, Limited and G-Prop (Holdings) Limited (the “Company”) on 22nd September, 2011, the circular of the Company dated 12th October, 2011 (the “Circular”) and the notice of the SGM dated 12th October, 2011 (the “SGM Notice”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that at the SGM held on Friday, 28th October, 2011, the proposed ordinary resolution regarding the Continuing Connected Transactions, full text of which was set out in the SGM Notice, was duly passed with details of the poll results as follows:

<u>Resolution</u>	<u>For</u> <i>(Note 1)</i>		<u>Against</u> <i>(Note 1)</i>	
	No. of shares	(%)	No. of shares	(%)
To approve the Loan 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 Loan Agreement. <i>(Note 2)</i>	229,574,129	100	0	0

Notes:

1. *The number of votes and percentage are based on the total number of the issued shares of the Company held by the Independent Shareholders who voted at the SGM in person or by proxy.*
2. *The transactions contemplated under the Loan Agreement for which approval was to be sought from the Independent Shareholders under the resolution above constituted financial assistance and continuing connected transactions for the Company under the Listing Rules.*

As more than 50% of the votes were cast for the 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 as the scrutineer of the vote-taking at the SGM.

As at the date of the SGM, the total number of issued shares of the Company was 2,428,255,008. Mr. Joseph Lau, Luen-hung and Chinese Estates Holdings Limited together with their respective associates, being connected persons of the Company regarding the Continuing Connected Transactions and had interests in 1,512,059,473 shares of the Company (representing approximately 62.26% of the entire issued share capital of the Company) as at the date of the SGM, 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 916,195,535 shares of the Company (representing approximately 37.74% of the entire issued share capital of the Company) as at the date of the SGM entitling the holders to attend and vote for or against the ordinary resolution. There was no issued share of the Company entitling the holders to attend and vote only against the ordinary resolution at the SGM.

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

Hong Kong, 28th October, 2011

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

Website: <http://www.g-prop.com.hk>