



# G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 286)

## Form of Proxy for Special General Meeting

I/We, (Note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of G-Prop (Holdings) Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting or (Note 3) \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend the Special General Meeting (the "Meeting") to be held at Function Room of Queensway and Victoria, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 12 September 2007 at 11:00 a.m. and to vote for me/us and in my/our name(s) at such Meeting (and/or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1	To approve the Acquisition Agreement.		
2	To (a) approve the Subscription Agreement; (b) approve the allotment and issue of the Subscription Shares; (c) approve the creation and issue of Convertible Bonds; (d) approve the allotment and issue of Shares upon the exercise of the conversion rights attaching to the Convertible Bonds; and (e) authorize the Directors to execute all documents and do all acts necessary, appropriate, desirable or expedient to give effect to the Subscription Agreement and the transactions contemplated thereunder.		
3	To approve the grant of the Whitewash Waiver.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature(s) (Note 5) \_\_\_\_\_

### Notes:

- Full name(s) and address should be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- If you wish to vote for a resolution, please tick the appropriate box marked "FOR". If you wish to vote against a resolution, please tick the appropriate box marked "AGAINST". Failure to tick the box will entitle your proxy to cast your votes or abstain at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time fixed for the Meeting or at any adjournment thereof.
- Where there are joint holders of a share of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, the person whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect of such share.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish and in such event, this form of proxy will be deemed to have been revoked.
- Each of the ordinary resolutions to be considered at the Meeting will be decided by poll. On voting by poll, each member, who is not prohibited from voting, shall have one vote for each share.
- As at the date of the notice of the Meeting, 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.