



**G-PROP (HOLDINGS) LIMITED**  
**金匡企業有限公司**  
(Incorporated in Bermuda with limited liability)  
(Stock code: 286)

**Form of Proxy for Annual 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 Annual General Meeting (the "Meeting") to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 May 2008 at 9:00 a.m. and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

	RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the Consolidated Financial Statements, Directors' Report and Auditors' Report for the year ended 31 December 2007		
2.	(i) To re-elect Mr. Chan, Wing-kwan as Director		
	(ii) To re-elect Mr. Chang, Wing-yiu as Director		
	(iii) To re-elect Mr. Kong, Chi-ming as Director		
	(iii) To re-elect Dr. David Chain, Chi-woo as Director		
	(iv) To authorise the Directors to fix the remuneration of the Directors		
3.	To re-appoint Auditors of the Company and to authorise the Directors to fix the remuneration of the Auditors		
4.	To grant a general mandate to the Directors to purchase shares of the Company		
5.	To grant a general mandate to the Directors to allot and issue shares of the Company		
6.	Conditional on the passing of resolutions nos. 4 and 5, to grant a general mandate to the Directors to allot and issue shares not exceeding the aggregate number of shares purchased pursuant to the general mandate granted under resolution no. 4		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature (Note 5) \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company, but must attend the Meeting to represent you.
4. **If you wish to vote for the resolution, please tick the appropriate box marked "FOR". If you wish to vote against the resolution, please tick the appropriate box marked "AGAINST".** Failure to tick the box will entitle your proxy to cast your votes at his discretion or abstain from the resolution.
5. 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.
6. 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar, 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.
7. 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 was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
9. As at the date of the notice of the Meeting, the Board comprises Mr. Leung, Wing-pong and Mr. Kong, Chi-ming, Mr. Chan, Wing-kwan and Mr. Chang, Wing-yiu as executive Directors and Mr. Leung, Yun-fai, Mr. Lam, Yat-fai and Dr. David Chain, Chi-woo as independent non-executive Directors.