

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 Special General Meeting (the "Meeting") to be held at 10:00 a.m. on Tuesday, 22 July 2008 at Concord Room 2 & 3, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong or (*Note 3*) ______

of ___

my/our proxy to attend the Meeting 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.

| | ORDINARY RESOLUTIONS | FOR (Note 4) | AGAINST (Note 4) |
|--------------------|--|--------------|------------------|
| 1. | To approve the Disposal Agreement | | |
| 2. | To approve the amendments to the condition of the | | |
| | Convertible Bonds | | |
| SPECIAL RESOLUTION | | | |
| 3. | To approve the amendments to the bye-laws of the Company | | |

Dated this _____ day of _____ 2008

Signature (Note 5)

as

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 INITIALLED 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.