



# G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

## Form of Proxy for Special General Meeting

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in  
the capital of G-Prop (Holdings) Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting,  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Special General Meeting (the "Meeting") (or at any adjournment thereof) of the Company  
to be held at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel Hong Kong, No.1 Harbour Road, Wanchai,  
Hong Kong on 28 October 2011 at 9:30 a.m. and to vote for me/us and in my/our name(s) in respect of the resolution(s) as  
hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to 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 of the Meeting is preferred, strike out the words "the Chairman of the Meeting, or" herein and insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. You are entitled to appoint one or more separate proxies and the proxy need not be a member of the Company, but must attend the Meeting to represent you.
- 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. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office 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 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.
- 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**