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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in G-Prop (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**G-PROP (HOLDINGS) LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of Annual General Meeting to be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2013 at 3:00 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

30 April 2013

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Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2013 at 3:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 18 to 22 of this circular
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Champion Dynasty”	Champion Dynasty Limited, an company incorporated in British virgin Islands with limited liability, the Company’s controlling shareholder as defined under the Listing Rules
“Company”	G-Prop (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate to issue, allot and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	26 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Members”	A duly registered holder from time to time of the Shares in the capital of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase issued and fully paid up Shares in the share capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



G-PROP
(HOLDINGS) LIMITED

G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

Executive Directors:

Mr. Cheung Wai Kuen (*Chairman*)

Mr. Cheng Hau Yan

(Deputy Chairman & Chief Executive Officer)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Mr. Lin Jiang

Principal Office in Hong Kong:

Room 2709-10, 27th Floor

North Tower, Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui, Kowloon

Hong Kong

Independent Non-executive Directors:

Mr. Yau Chi Ming

Mr. Huang Liang

Mr. Mai Yang Guang

30 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular, and information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

The resolutions include:

- (a) granting to the Directors the Repurchase Mandate;
- (b) granting to the Directors a general and unconditional mandate
 - (i) to issue further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; and
 - (ii) to issue Shares not exceeding the aggregate nominal amount of share capital repurchased pursuant to the Repurchase Mandate;
- (c) approving the re-election of Directors; and
- (d) approving the re-appointment of auditor of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules. The Repurchase Mandate will lapse on the earliest of, the date of the next annual general meeting, or the date by which the next annual general meeting of the Company is required to be held by laws and/or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate which is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Cheung Wai Kuen, Mr. Cheng Hau Yan, Mr. Lin Jiang, Mr. Yau Chi Ming, Mr. Huang Liang and Mr. Mai Yang Guang will retire from office by rotation as Directors at the Annual General Meeting and being eligible, offer themselves for re-election.

Details of the above Directors that are required to be disclosed under Listing Rules are set out in Appendix II of this circular.

The Board is of the opinion that the performance of Mr. Cheung Wai Kuen and Mr. Cheng Hau Yan, being executive Directors, Mr. Lin Jiang, being the non-executive Director, Mr. Yau Chi Ming, Mr. Huang Liang and Mr. Mai Yang Guang, being independent non-executive Directors, were satisfactory and they had contributed a lot to the Company and it is in the interests of the Company and the Shareholders as a whole if they can continue to serve the Company. Mr. Yau Chi Ming, Mr. Huang Liang and Mr. Mai Yang Guang have fulfilled the requirements in assessing the independence of the non-executive Director under Rule 3.13 of the Listing Rules and the Board considered them independent enough to stand for re-election as the independent non-executive Directors at the Annual General Meeting.

RE-APPOINTMENT OF AUDITOR

HLB Hodgson Impey Cheng Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the Issue Mandate as well as the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate.

A form of proxy for the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote at any general meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) the chairman of the meeting; or
- (b) at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a Member or Members present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the meeting.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Annual General Meeting will demand all resolutions proposed thereat be taken by poll.

RECOMMENDATION

The Directors are of the opinion that proposals regarding the granting of the Repurchase Mandate, the Issue Mandate, and the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the re-election of Directors and the re-appointment of auditor of the Company are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Wong Yuet Ying
Company Secretary

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to all Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 2,428,255,008 Shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 242,825,500 Shares, being 10% of the entire issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of Bermuda, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

On the basis of the consolidated financial position of the Company as at 31 December 2012 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that repurchases of all the Shares subject to the Repurchase Mandate were to be carried out in full at any time during the Repurchase Mandate period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company.

4. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2012	0.182	0.146
May 2012	0.170	0.131
June 2012	0.192	0.137
July 2012	0.395	0.280
August 2012	0.330	0.280
September 2012	0.355	0.250
October 2012	0.325	0.285
November 2012	0.315	0.270
December 2012	0.465	0.300
January 2013	0.455	0.375
February 2013	0.710	0.375
March 2013	0.720	0.570
April 2013 (up to the Latest Practicable Date)	0.820	0.600

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. THE TAKEOVERS CODES

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Champion Dynasty together with their respective associates (as defined in the Takeovers Codes) had deemed interests in the Shares representing approximately 37.23% of the issued share capital of the Company.

In the event that the Directors exercise in full the Repurchase Mandate which is to be approved by the Shareholders, the shareholding in the Company of Champion Dynasty together with their respective associates would be increased to approximately 41.36% of the issued share capital of the Company. If any exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Codes. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

7. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

MR. CHEUNG WAI KUEN

Aged 39, joined the Company as executive Director in August 2012 and had been appointed as chairman of the Board in September 2012. He has established a number of enterprises in various industries in the PRC since 1997, including property investment, hospital and trading business. Mr. Cheung has over 10 years of experience in capital management and corporate management. He is an executive director of L'sea Resources International Holdings Limited (Stock Code: 195) since 4 December 2009. Save as disclosed above, Mr. Cheung has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

According to The International Tak Cheung Holdings Limited Act 1991 (whereas "International Tak Cheung Holdings Limited" is the former name of the Company) for incorporating the Company as an exempted company under the laws of Bermuda in 1990, it is stipulated that any chairman and managing Director should not be required to retire by rotation. However, as the executive Director and chairman of the Board, Mr. Cheung is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years by following the requirements under the Bye-laws, and being eligible, will offer himself for re-election at the relevant annual general meetings. Mr. Cheung is willing to retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election.

Pursuant to the appointment letter entered into between the Company and Mr. Cheung, Mr. Cheung was appointed as an executive Director for a term of three years commencing from 14 August 2012 and the term of appointment of Mr. Cheung is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Cheung is HK\$150,000 per annum. According to the service contract between the Group and Mr. Cheung, Mr. Cheung had been entitled monthly salary of HK\$50,000 with year ended double pay starting from November 2012. The Director's fee and salary as well as fringe benefit of Mr. Cheung had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2012, the total emolument of Mr. Cheung was HK\$201,267 which comprised of a Director's fee of HK\$57,377 and salary as well as fringe benefit of HK\$143,890.

Mr. Cheung is also a director of a number of subsidiaries of the Company. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Cheung is a beneficial owner of Champion Dynasty, which owns 903,949,671 Shares, representing approximately 37.23% of the existing issued share capital of the Company. Save as aforesaid, Mr. Cheung does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Cheung's re-election.

MR. CHENG HAU YAN

Aged 66, joined the Company as executive Director in August 2012 and had been appointed as deputy chairman of the Board and chief executive officer of the Company in September 2012. He was the deputy division chief of the Finance and Planning Division of Yunnan Provincial Geology and Mining Bureau from October 1984 to March 1986, and deputy director of the Economic Commission of Kunming for the period from April 1986 to April 1988. From May 1988 to 1996, he was the president of the Yunnan Branch of Bank of Communications. Mr. Cheng was an executive director of Yunnan Enterprises Holdings Limited (Stock Code: 455) from April 1998 to March 2006, and west China regional director of the Chinese Estates Holdings Limited (Stock Code: 127) from 2006 to 2010. He was appointed an independent non-executive director of L'sea Resources International Holdings Limited (Stock Code: 195) on 23 December 2009 and re-designated as executive director from December 2010 to September 2012. Mr. Cheng obtained a master of Business Administration degree from the Shanghai Jiao Tong University in 1983. Save as disclosed above, Mr. Cheng has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

According to The International Tak Cheung Holdings Limited Act 1991 (whereas "International Tak Cheung Holdings Limited" is the former name of the Company) for incorporating the Company as an exempted company under the laws of Bermuda in 1990, it is stipulated that any chairman and managing Director should not be required to retire by rotation. However, as the executive Director, deputy chairman of the Board and chief executive officer of the Company, Mr. Cheng is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years by following the requirements under the Bye-laws, and being eligible, will offer himself for re-election at the relevant annual general meetings. Mr. Cheng is willing to retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election.

Pursuant to the appointment letter entered into between the Company and Mr. Cheng, Mr. Cheng was appointed as an executive Director for a term of three years commencing from 14 August 2012 and the term of appointment of Mr. Cheng is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Cheng is HK\$150,000 per annum. According to the service contract between the Group and Mr. Cheng, Mr. Cheng had been entitled monthly salary of HK\$120,000 with year ended double starting from September 2012. The Director's fee and salary as well as fringe benefit of Mr. Cheng had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2012, the total emolument of Mr. Cheng was HK\$5,046,868 which comprised of a Director's fee of HK\$57,377, salary as well as fringe benefits of HK\$525,491 and value of share options of the Company of HK\$4,464,000 which is a non-cash expense of the Company.

Mr. Cheng is also a Director of a number of subsidiaries of the Company. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Cheng holds 24,000,000 share options of the Company and his spouse, being a staff of a subsidiary of the Company, holds 300,000 Shares and 24,000,000 share options of the Company. Accordingly, Mr. Cheng is deemed to be interested in 48,300,000 Shares and underlying Shares under Part XV of the SFO. Save as aforesaid, Mr. Cheng does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Cheng's re-election.

MR. LIN JIANG

Aged 48, joined the Company as non-executive Director in February 2013. Mr. Lin has over 20 years of experience in Economic and Financial areas. He obtained a Bachelor degree and a Master degree of Economics from Sun Yat-sen University, a Doctor degree of Economics from Jinan University, and finished his postdoctoral research on Applied Economics in Zhongnan University of Economics and Law. He is a head and a professor in Department of Finance and Taxation of Lingnan College of Sun Yat-sen University. Moreover, he is an expert of China National Committee for MT Education (全國稅務專業學位研究生教育指導委員會), an expert member of Guangdong Financial Expert Advisory Committee* (廣東財政廳財政專家諮詢委員會), a guest researcher of the Taiwan Affairs Offices of the People's Government of Guangdong Province and Taiwan Research Centre of Guangdong* (廣東省人民政府台灣事務辦公室和廣東台灣研究中心), a member of expert budgetary supervision of Financial and Economic Committee of Guangzhou Municipal People's Congress* (廣州市人大財政經濟委員會), an economic and social development consultant of Dongguan Songshan Lake High-tech Industrial Development and Management Zone Committee* (東莞松山湖高新技術產業開發管理區委員會), and a special researcher of Dongguan Municipal Government* (東莞市委市人民政府). In addition, Mr. Lin is a consultant of a wholly owned subsidiary of the Company. He served as deputy general manager in Financial Division of China Merchant Group Limited. Besides, Mr. Lin had not held any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Pursuant to the appointment letter entered into between the Company and Mr. Lin, Mr. Lin was appointed as a non-executive Director for a term of three years commencing from 1 February 2013 and the term of appointment of Mr. Lin is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to this appointment letter and consultancy agreement between the Group and Mr. Lin, the Director's fee and consultancy fee of Mr. Lin are both HK\$150,000 per annum. The Director's fee and consultancy fee of Mr. Lin had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Mr. Lin does not hold any positions with the Company or its subsidiaries. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Lin did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Lin's re-election.

MR. YAU CHI MING

Aged 45, joined the Company as independent non-executive Director in February 2013. He is also the chairman of the audit committee, and the member of the remuneration committee and the nomination committee of the Company. Mr. Yau has over 20 years of experience in auditing, accounting, corporate finance and corporate restructuring. He holds a bachelor's degree in social sciences from The University of Hong Kong and is a member of Hong Kong Institute of Certified Public Accountants. Mr. Yau is a Certified Public Accountant (Practising), and started his own practice since 2012. He worked with KPMG from 1995 to 2012 and became a partner in 2007. Mr. Yau had not held any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Pursuant to the appointment letter entered into between the Company and Mr. Yau, Mr. Yau was appointed as an independent non-executive Director for a term of three years commencing from 20 February 2013 and the term of appointment of Mr. Yau is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Yau is HK\$150,000 per annum. The Director's fee of Mr. Yau had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Mr. Yau does not hold any positions with the Company or its subsidiaries. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Yau did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Yau's re-election.

MR. HUANG LIANG

Aged 34, joined the Company as independent non-executive Director in February 2013. He is also the chairman of the remuneration committee, and the member of the audit committee and the nomination committee of the Company. Mr. Huang has over 11 years of experience in real estate development and properties investment areas in the PRC. He is the executive director and general manager of Shenzhen Jinrong Enterprise Limited* (深圳市晉榮實業有限公司) and Shenzhen Longhua Henghe Real Estate Development Limited* (深圳市龍華恒和房地產開發有限公司). Mr. Huang is also the vice president of Chamber of Commerce of Shenzhen Longhua* (深圳市龍華商會). Mr. Huang has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Pursuant to the appointment letter entered into between the Company and Mr. Huang, Mr. Huang was appointed as an independent non-executive Director for a term of three years commencing from 20 February 2013 and the term of appointment of Mr. Huang is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Huang is HK\$150,000 per annum. The Director's fee of Mr. Huang had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM.

As at the Latest Practicable Date, Mr. Huang's spouse is the beneficial owner of 23,268,000 Shares representing 0.96% of total issued capital of the Company. Accordingly, Mr. Huang is deemed to be interested in such 23,268,000 Shares under Part XV of the SFO. Save as aforesaid, Mr. Huang has not hold any positions with the Company or its subsidiaries. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder. Mr. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Huang's re-election.

MR. MAI YANG GUANG

Aged 48, joined the Company as independent non-executive Director in February 2013. He is also the chairman of the nomination committee, and the member of the audit committee and the remuneration committee of the Company. Mr. Mai has over 20 years of experience in enterprise management in the PRC. He graduated from Thermal Engineering Department of Northeastern University in the PRC and has a bachelor's degree in engineering. Mr. Mai is the executive director and general manager of Shenzhen Xinyinji Enterprise Development Limited* (深圳市新銀基實業發展有限公司) and the chairman of board of directors and general manager of Shenzhen Haojiahua Investment Limited* (深圳市好嘉華投資有限公司). Mr. Mai had not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Pursuant to the appointment letter entered into between the Company and Mr. Mai, Mr. Mai was appointed as an independent non-executive Director for a term of three years commencing from 20 February 2013 and the term of appointment of Mr. Mai is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Mai is HK\$150,000 per annum. The Director's fee of Mr. Mai had been recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Mr. Mai does not hold any positions with the Company or its subsidiaries. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder. As at the Latest Practicable Date, Mr. Mai does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Mai's re-election.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



G-PROP
(HOLDINGS) LIMITED

G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of G-Prop (Holdings) Limited will be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 31 May 2013 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements, Directors' report and auditor's report for the year ended 31 December 2012.
2. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor of the Company.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Listing Rules as amended from time to time be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws and/or the Bye-laws to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Company in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by The Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 4(d) as set out in the notice convening the Meeting of which this resolution forms part; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

- (e) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to the resolution no. 5 as set out in the notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
Wong Yuet Ying
Company Secretary

Hong Kong, 30 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof.
3. All resolutions as set out in this notice will be taken by poll.
4. In relation to Resolution no. 2 of this notice, the details of all Directors to be re-elected at AGM are set out in Appendix II of this circular to the Shareholders dated 30 April 2013.
5. With respect to the resolution no. 3 of this notice, approval is being sought from Shareholders for re-appointment of HLB Hodgson Impey Cheng Limited as auditor of the Company.
6. With respect to the resolution no. 4 of this notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase Shares in accordance with all applicable laws and the Listing Rules.
7. With respect to the resolutions nos. 4 and 5 of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to issue, allot and deal with Shares in accordance with all applicable laws and the Listing Rules.
8. A circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2012 annual report of the Company.
9. As at the date hereof, the Board comprised Mr. Cheung Wai Kuen and Mr. Cheng Hau Yan as executive Directors and Mr. Lin Jiang as non-executive Director and Mr. Yau Chi Ming, Mr. Huang Liang and Mr. Mai Yang Guang as independent non-executive Directors.