G-PROP (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

Revised 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 *(Note 3)* the Chairman of the Meeting, or _____

of _____

as my/our proxy to attend the Annual General Meeting (the "**Meeting**") (or at any adjournment thereof) 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. and to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated.

	ORDINARY RESOLUTIONS		For *(Note 4)*	Against *(Note 4)*
1	To receive and consider the audited consolidated financial statements, Directors' report and auditor's report for the year ended 31 December 2012.			
2	(i)	To re-elect Mr. Cheung Wai Kuen as Director;		
	(ii)	To re-elect Mr. Cheng Hau Yan as Director;		
	(iii)	To re-elect Mr. Lin Jiang as Director;		
	(iv)	To re-elect Mr. Yau Chi Ming as Director;		
	(v)	To re-elect Mr. Huang Liang as Director;		
	(vi)	To re-elect Mr. Mai Yang Guang as Director; and		
	(vii)	To authorise the Directors to fix the remuneration of the Directors.		
3	To re-appoint HLB Hodgson Impey Cheng Limited as auditor and to authorise the Directors to fix the remuneration of the auditor.			
4	To give a general mandate to the Directors to repurchase shares of the Company.			
5	To give a general mandate to the Directors to issue, allot and deal with shares of the Company and conditional upon the passing of resolutions nos. 4 and 5, to extend the general mandate given to the Directors to issue, allot and deal with shares not exceeding the aggregate number of shares repurchased pursuant to the general mandate granted under resolution no. 4.			

Date: _____ day of _____ 2013 Signature *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert in **BLOCK CAPITALS** the full 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.
4. **Please indicate with a "✓" in the spaces opposite to each of the resolutions showing how you wish the proxy to vote on your behalf**. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his discretion. 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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially 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.
8. Whether or not you intend to be present at the Meeting, you are welcome to complete the form of proxy. The completion of a form of proxy and returning it to the Company's branch registrar and transfer office in Hong Kong will not preclude you from attending and voting in person at the Meeting or poll concerned and, in such event, the appointment of the proxy will be deemed to be revoked.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**