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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

## **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover shall have the same meanings as defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice of Special 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, 29 November 2013 at 4:00 p.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Special General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting should you so wish.

5 November 2013

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

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## DEFINITIONS

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

|                                    |   |
|------------------------------------|---|
| “Board”                            | the board of Directors  |
| “Change of Company Name”           | the proposed change of the English name of the Company from “G-Prop (Holdings) Limited” to “Common Splendor International Health Industry Group Limited” and the adoption of “同佳國際健康產業集團有限公司” as the Chinese secondary name of the Company in place of “金匡企業有限公司” which has been used by the Company for identification purposes only |
| “Company”                          | G-Prop (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, and the Shares are listed on the main board of the Stock Exchange  |
| “Director(s)”                      | the director(s) of the Company from time to time  |
| “Hong Kong”                        | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Members”                          | A duly registered holder from time to time of the Shares in the share capital of the Company  |
| “SGM” or “Special General Meeting” | the special 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, 29 November 2013 at 4:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 6 to 7 of this circular       |
| “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   |

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## LETTER FROM THE BOARD

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**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

5 November 2013

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 31 October 2013 in relation to the Change of Company Name.

The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the SGM for the Change of Company Name and to provide you with the notice convening the SGM.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “G-Prop (Holdings) Limited” to “Common Splendor International Health Industry Group Limited” and adopt “同佳國際健康產業集團有限公司” as the Company’s Chinese secondary name. Upon the Change of Company Name becoming effective, the Company will cease to use the Chinese name “金匡企業有限公司” which has been used for identification purposes only.

### Conditions for the Change of Company Name

The Change of Company Name will be subject to:–

- (i) the passing of a special resolution by the Shareholders at the SGM approving the Change of Company Name; and
- (ii) the issue of the relevant certificate of incorporation on change of name by the Registrar of Companies in Bermuda to the Company confirming the effective date of the Change of Company Name.

The Company will make further announcement to inform the Shareholders as to when the change of the Company’s name becomes effective and on the change of the stock short name of the Company.

### Reason for the Change of Company Name

The Board considers that the Change of Company Name will benefit the Company’s future business development as the proposed new English and Chinese names of the Company provide the Shareholders and the public with a better idea on the new development of the Company upon its new expansion into the health management business as previously disclosed in the announcements of the Company dated 23 April 2013, 23 June 2013 and 15 October 2013, which the Board considers to be in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Effect of the Change of Company Name**

The Change of Company Name will not affect any of the rights of the Shareholders. All present certificates for Shares in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be effective and documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of present Share certificates for new Share certificates as a result of the Change of Company Name. Once the Change of Company Name becomes effective, any issue of Share certificates thereafter will be issued with the new English and Chinese names.

### **SGM**

The SGM 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, 29 November 2013 at 4:00 p.m.. The notice of SGM is set out on pages 6 and 7 of this circular, for the Shareholders to consider and, if thought fit, approve the Change of Company Name.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have a material interest in the Change of Company Name and none of the Shareholders will be required to abstain from voting on the resolution to be proposed at the SGM.

A form of proxy for the Special General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy and return it to 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, in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Special General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Special General Meeting in person should you so wish and in such event, the appointment of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that proposal regarding the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the Special General Meeting.

Yours faithfully,  
By order of the Board  
**G-Prop (Holdings) Limited**  
**Wong Yuet Ying**  
*Company Secretary*

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## NOTICE OF SPECIAL GENERAL MEETING

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**G-PROP**  
(HOLDINGS) LIMITED

### **G-PROP (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “Meeting”) of G-Prop (Holdings) Limited (the “Company”) 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, 29 November 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “G-Prop (Holdings) Limited” to “Common Splendor International Health Industry Group Limited”, the Chinese name “同佳國際健康產業集團有限公司” be adopted as the Company’s Chinese secondary name and the previous name “金匡企業有限公司”, which has been used for identification purposes only, be ceased in use with the effect from the date of entry of the new English name and the Chinese secondary name on the registry maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to give effect to the change of name and adoption of the Chinese secondary name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**G-Prop (Holdings) Limited**  
**Wong Yuet Ying**  
*Company Secretary*

Hong Kong, 5 November 2013



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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he is a holder of more than one share, or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were 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 being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
3. In order 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 certified copy thereof) 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 less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof.
4. 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 share 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.
5. The resolution as set out above will be taken by poll.
6. 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.