

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

GR PROPERTIES LIMITED

國銳地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 108)

PROFIT WARNING

This announcement is made by GR Properties Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform holders of the Company’s shares (the “**Shareholders**”) and potential investors that based on the management’s preliminary assessment of the management accounts, the Group is expected to record a loss for the year ended 31 January 2014 as compared to a profit for the year ended 31 January 2013.

The loss for the year ended 31 January 2014 is mainly due to the impact of imputed interest expenses on convertible bonds. The Board wishes to point out that this is a non-cash item and no material adverse effect to the Group’s cash flows is expected.

As the Company is still in the process of compiling and finalising the final results, the information contained in this announcement is a preliminary assessment by the Company according to the management accounts of the Group and is not based on any figures or information that has been audited or reviewed by the Company’s auditors. The final results of the Group will be announced on or before the end of April 2014.

Reference is also made to the announcement and the circular to the Shareholders, both dated 24 January 2014, in relation to (1) subscription of new shares and proposed grant of specific mandate to issue new ordinary shares; (2) application for whitewash waiver; (3) special deal in relation to redemption of convertible bonds; (4) special deal in relation to repayment and waiver of outstanding loans; (5) special deal, connected transaction and very substantial disposal in relation to the disposal of 72.13% equity interest in Viswell International Limited; (6) proposed change to the board composition; and (7) notice of extraordinary general meeting, issued by the Company. Terms used hereinafter shall have the same meanings as those defined in the circular, unless the context requires otherwise.

The Board wishes to inform Shareholders and potential investors that positive financial effects are expected from the Subscription, the Redemption, the Repayment and Waiver, and the Disposal. While, these transactions were completed in February 2014, the positive financial effects are expected to be recorded in the financial year ending 31 January 2015.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
GR Properties Limited
Wei Chunxian
Chairman

Hong Kong, 28 April 2014

As at the date of this announcement, the executive directors of the Company are Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Liu Shuhua; and the independent non-executive directors of the Company are Mr. Tung Woon Cheung Eric, Mr. Wong Kai Tung Simon and Mr. Mak Kwong Yiu.