



越秀地產股份有限公司 YUEXIU PROPERTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 00123)

Proxy Form for General Meeting

I/We ¹ _____ of _____ being
the registered holder(s) of ² _____ shares
of **YUEXIU PROPERTY COMPANY LIMITED** (“Company”) hereby appoint³ the Chairman of the meeting
or _____

of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the General Meeting (“Meeting”) of the Company to be held at Plaza III & IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 11 May 2016 at 10:00 a.m. and at any adjourned meeting thereof on the resolutions as hereunder summarised.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	(a) To approve, ratify and confirm the Equity Transfer (including the entering into of the Equity Transfer Agreement by the Seller, the Purchaser and the Project Company) and the consummation of transactions contemplated thereunder as more particularly described in the Circular and on the terms and conditions set out in the Equity Transfer Agreement;		
	(b) to approve, ratify and confirm the Assignment of Loan (including the entering into of the Loan Assignment Agreement by the Loan Assignor, the Purchaser, the Project Company and the Seller) and the consummation of transactions contemplated thereunder as more particularly described in the Circular and on the terms and conditions set out in the Loan Assignment Agreement; and		
	(c) to authorise the Company and any one Director to complete and do all such acts or things (including executing all such documents, instruments and agreements as may be required) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Equity Transfer Agreement, the Loan Assignment Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith		
2.	To re-elect Mr. Lin Zhaoyuan as an executive Director		
3.	To re-elect Mr. Ou Shao as an executive Director		

Dated this _____ day of _____ 2016 Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” the relevant resolution. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” the relevant resolution.** Failure to tick either box will entitle your proxy to cast your vote 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. 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 of such authority, must be deposited with the Company’s Share Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person should you so wish and, in such event, this form of proxy shall be deemed to be revoked.