



新鴻基有限公司

SUN HUNG KAI & CO. LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 86)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.20 each in the capital of the Sun Hung Kai & Co. Limited ("Company"), **HEREBY APPOINT** ^(Note 3) the Chairman of the EGM (as hereinafter defined) or _____
of _____

as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 February 2013 at 10:00 a.m. ("EGM") for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the EGM ("Notice") and at such EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
(a) The facility agreement which was entered into between Sun Hung Kai Structured Finance Limited ("SHKSFL") as lender, Sun Hung Kai Investment Services Limited as arranger and Asia Financial Services Company Limited ("AFSCL") as borrower on 2 January 2013 together with the security deed which was entered into between AFSCL as chargor and SHKSFL as chargee on 2 January 2013 (together, the "Transaction Documents") and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed; and		
(b) the directors of the Company be and are hereby authorized to do such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Transaction Documents as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the Transaction Documents and the implementation of the transaction contemplated thereunder.		

Dated this _____ day of _____ 2013. Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the EGM or" herein inserted 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 THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the box will entitle your proxy to cast your vote at his discretion or abstain from the relevant resolution. Your proxy will also be entitled to vote at his discretion or abstain on any other resolution properly put to the EGM other than that referred to in the Notice.
5. 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. Any shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the registrar of the Company, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the EGM or any adjournment thereof.
8. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the EGM 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 are present at the EGM personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
9. Completion and return of this form of proxy will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged this form of proxy, it will be deemed to have been revoked.