



Pacific Century
Premium Developments
盈科大衍地產發展

PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED

盈科大衍地產發展有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00432)

Special General Meeting to be held on Tuesday, 16 July 2013 (or any adjournment thereof) Form of proxy for use at the Special General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.50 each
in the capital of Pacific Century Premium Developments Limited ("Company"), HEREBY APPOINT³ the chairman of the special
general meeting of the Company, or _____
of _____
as my/our proxy to attend for me/us at the special general meeting of the Company to be held at Function Room 1-3, Level 3 IT
Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong, on Tuesday, 16 July 2013 at 10:00 a.m. for the purpose of considering
and, if thought fit, passing the following resolutions as set out in the notice convening the said meeting ("Notice") and at such
meeting (or at any adjournment thereof) to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as
hereunder indicated.

	Ordinary Resolutions	For ⁴	Against ⁴
1.	To approve, confirm and ratify the Land SPA, the Supporting Agreement and the Supporter Shareholders' Agreement all dated 23 May 2013 and all transactions contemplated thereunder and to authorise the directors to carry out acts to give effect to and/or to implement such agreements and transactions (Ordinary Resolution No. 1 as set out in the Notice).		
2.	To approve, confirm and ratify the Investor Subscription Agreement, the Investor Loan Purchase Agreement, the Investor Shareholders' Agreement and the Investor Option Deed all dated 23 May 2013 and all transactions contemplated thereunder and to authorise the directors to carry out acts to give effect to and/or to implement such agreements and transactions (Ordinary Resolution No. 2 as set out in the Notice).		

Signature⁵ _____

Date _____

NOTES:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the special general meeting is preferred, please strike out "the chairman of the special general meeting of the Company, 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(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion on the relevant resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the Notice.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any member entitled to attend and vote at the special general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the special general meeting. A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.
- In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than forty-eight (48) hours before the time appointed for holding the special general meeting (or any adjournment thereof) at which the person named in the instrument proposes to vote, otherwise the form of proxy shall not be treated as valid.
- Completion and return of the form of proxy does not preclude a member from attending and voting in person at the special general meeting (or any adjournment thereof), and in such event, the form of proxy shall be deemed to be revoked.
- Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the special general meeting, the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

* For identification only