



廣州富力地產股份有限公司

GUANGZHOU R&F PROPERTIES CO., LTD.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2777)

Proxy Form for
Extraordinary General Meeting

To be held on 18 June 2007 or any adjournment thereof number of shares this proxy form relates ^(Note 1) _____ Domestic share/H share ^(Note 2)

I/We ^(Note 3) _____ of _____ being the registered holder(s) of _____ shares of domestic shares/H shares ^(Note 4) in Guangzhou R&F Properties Co., Ltd. (the “Company”) hereby appoint the chairman of the meeting or _____ of _____ as my/our proxy(ies) to attend and act for me/us at the Extraordinary General Meeting (the “EGM”) to be held at 2:00 p.m. on 18 June 2007 at the Conference Room, 15th Floor, R&F Corporate Plaza, 19 Jiaochang Road East, Guangzhou, China, and to vote at such meeting or any adjournment thereof in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

Resolutions		For	Against
Special Resolutions			
1(A)	To approve the Proposed A Share Issue and each of the of the proposed terms and conditions as set out in the special resolution 1(A) of the notice of the EGM.		
1(B)	To approve and authorize the Board to determine and deal with matters, to execute all relevant agreements in relation to the Proposed A Share Issue as set out in special resolution 1(B) of the notice of the EGM, subject to the passing of special resolution 1(A) above.		
1(C)	To approve the special resolution 1(A) and 1(B) above be effective for a period of 1 year from the date of EGM and Class Meetings.		
2	To approve and authorize the Board to effect the Share Consolidation of Domestic Shares and H shares on terms as set out in special resolution 2 of the notice of the EGM, subject to the Share Consolidation becomes necessary for the Company to implement the Proposed A Share Issue.		
3	To approve and authorize the Board to effect the Capitalization Issue on terms as set out in special resolution 3 of the notice of the EGM, subject to the Company shall implement the Share Consolidation as set out in the special resolution 2 of the notice of the EGM.		
4	To approve and authorize the Board to amend the Articles of Association (as set out in Appendix I of the circular) and to make further amendments, as required to reflect the changes resulted from passing of special resolutions 1A, 2 and 3.		
5	To approve and authorize the Board to amend the Articles of Association as set out in special resolution 5 of the notice of the EGM.		

Resolutions		For	Against
Ordinary Resolutions			
6	To approve that conditional upon the completion of the Proposed A Share Issue, Holders of A Share and existing shareholders will be entitled to share the accumulated retained earnings at the time of the A Share issue in accordance to their respective shareholding in the Company.		
7	To approve and adopt the Rules and Procedures of Shareholders' General Meeting as set out in the appendix II to the circular and to authorize the Board to make further amendments. The Rules and Procedures of Shareholders' General Meeting shall take effect conditional upon the completion of the Proposed A Share Issue.		
8	To approve and adopt the Rules and Procedures for Board Meeting as set out in the appendix III to the circular and to authorize the Board to make further amendments. The Rules and Procedures of Board Meeting shall take effect conditional upon the completion of the Proposed A Share Issue.		
9	To approve and adopt the Rules and Procedures of the Supervisory Board as set out in the appendix IV to the circular and to authorize the Board to make further amendments. The Rules and Procedures of the Supervisory Board shall take effect conditional upon the completion of the Proposed A Share Issue.		
10	To approve and adopt the Decision Making Procedures for Connected Transactions as set out in the appendix V to the circular and to authorize the Board to make further amendments. The Decision Making Procedures for Connected Transactions shall take effect conditional upon the completion of the Proposed A Share Issue.		
11	To approve and adopt the Independent Directors' Rules as set out in the appendix VI to the circular and to authorize the Board to make further amendments. The Independent Directors' Rules shall take effect conditional upon the completion of the Proposed A Share Issue.		
12	To approve, subject to the passing of the special resolution 1(A), the proposed plan in relation to the use of proceeds from the Proposed A Share Issue, as set out in the ordinary resolution 12 of the notice of EGM.		

Signature of Shareholder(s): _____

Date: _____

Note:

- Please insert the number of shares of the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name.
- Please specify the type of shares.
- Please insert name(s) and address(es) of shareholder(s) as shown in the register of members.
- Please insert the number of shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out “the chairman of the meeting, or” and insert the name of the proxy in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy need not be a shareholder of the Company. Any alternation made to this proxy form must be signed by the signer.
- Important: If you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote in his discretion.**
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney authorized in that regard.
- To be valid, the proxy form is to be used by shareholder of the Company (both domestic and H share) and, if such proxy form is signed by a person authorized by a shareholder pursuant to a power of attorney or other instruments, a notarized copy of that power of attorney or other instrument must be delivered to the Company or the Company's H share registrar in Hong Kong 24 hours before the date of the EGM.

For H share holders, please fill in and sign on this proxy form and deliver it to Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 29 May 2007.

For Domestic share holders, please fill in and sign on this proxy form and deliver it to the Company's address at R&F Corporate Plaza, 10th-15th Floor, 19 Jiao Chang Dong Road, Guangzhou 510055, China on or before 29 May 2007.
- Completion and return of the proxy forms will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and has notified the Company not less than 24 hours in writing before the scheduled time of EGM.
- A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such shareholder.

* For identification purpose only