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 Class Meeting for Holders of Domestic Shares

To be held on 30 May 2008 or any adjournment thereof number of Domestic shares this proxy form relates(Note 1) ______________

I/We(Note 2) ____

of ____

being the registered holder(s) of ______________ shares of Domestic Shares (Note 3) 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 Class Meeting for Holders of Domestic Shares (the "Domestic Shareholders Class Meeting") to be held at 11:45 a.m. on 30 May 2008 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, PRC, 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.	The approval for the proposed A Share Issue be extended until the expiration of a period of 12 months from the date of passing of this resolution.		

Signature of Shareholder(s): ______________ Date: ______________

Notes:

1. 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.
2. Please insert name(s) and address(es) of shareholder(s) as shown in the register of members.
3. Please insert the number of shares of the Company registered in your name(s).
4. 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 holder of Domestic Shares 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.
5. **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.**
6. 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.
7. To be valid, the proxy form is to be used by holders of Domestic Shares of the Company 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 24 hours before the date of the Domestic Shareholders Class Meeting.
8. Completion and return of the proxy forms will not preclude a holder of Domestic Shares 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 Domestic Shareholders Class Meeting.
9. A holder of Domestic Shares or his/her/its proxy shall produce proof of identity when attending the Domestic Shareholders Class Meeting. 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*