



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 2012 Annual General Meeting

In respect of the meeting to be held on 29 May 2013 or any adjournment thereof. The number of shares this proxy form relates^(Note 1):

Domestic Shares/H Shares^(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 ^(Note 5) _____

of _____
as my/our proxy(ies) to attend and act for me/us at the 2012 Annual General Meeting (the "AGM") to be held at 11:00 a.m. on 29 May 2013 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
Ordinary Resolutions			
1.	To consider and approve the report of board of directors (the "Board") for the year ended 31 December 2012.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2012.		
3.	To consider and approve the audited financial statements and the report of auditors for the year ended 31 December 2012.		
4.	To consider and declare a final dividend for the year ended 31 December 2012 of RMB0.5 per share.		
5.	To consider and re-appoint PricewaterhouseCoopers as auditors of the Company, and to authorize the Board to fix the remuneration of the auditors.		
6.	To authorize the Board to decide on matters relating to the payment of interim dividend for the six months ended 30 June 2013.		
7.	To consider and re-elect the following retiring director as director, and authorize the Board to fix the remuneration of the director:		
	(a) Re-appointment of Ms. Zhang Lin as the Company's non-executive director.		
8.	To consider and re-elect the following retiring supervisors as supervisor, and authorize the Board to fix the remuneration of the supervisor:		
	(a) Re-appointment of Ms. Liang Yingmei as the Company's supervisor; and		
	(b) Re-appointment of Mr. Zheng Ercheng as the Company's supervisor.		

Resolutions		For	Against
Special Resolutions			
9.	To consider and approve the Company to extend guarantee up to an amount of RMB25 billion in aggregate on behalf of the Company's subsidiaries under any of the following circumstances: (a) total external guarantees (including guarantees to subsidiaries) of the Company and its subsidiaries exceed 50% of the latest audited net assets value; (b) total external guarantees (including guarantees to subsidiaries) of the Company exceed 30% of the latest audited total assets value; (c) the gearing ratio of the subsidiary for which guarantee is to be provided is over 70%; or (d) the guarantee to be provided to a subsidiary exceed 10% of the Company's latest audited net assets value. Guarantees extended will have to be confirmed at the next annual general meeting.		
10.	To consider and approve the guarantees extended in 2012 pursuant to the special resolution no. 8 of 2011 annual general meeting.		
11.	To grant an unconditional and general mandate to the Board to issue, allot and deal in additional shares in the capital of the Company and to authorize the Board to execute all such relevant documents and to make the necessary amendments to the Articles of Association as the Board thinks fit.		

Signature of shareholder(s): _____

Date: _____

Notes:

- 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 securities.
- Please insert name(s) and address(es) of shareholder(s) as shown in the register of shareholders.
- 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, this proxy form is to be used by shareholder of the Company (both Domestic Shares and H Shares) wishing to appoint proxy and, if this 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.

For H Shares Shareholders, please fill in and sign on this proxy form and deliver it to Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the commencement of the AGM.

For Domestic Shares Shareholders, please fill in and sign on this proxy form and deliver it to the Company's address at 45/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, PRC (Postal Code: 510623) not less than 24 hours before the time designated for the commencement of the AGM.
- A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. 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