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 the 2015 Second Extraordinary General Meeting to be held on 7 December 2015

In respect of the meeting to be held on 7 December 2015 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 2015 Second Extraordinary General Meeting (the "EGM") to be held at 4:00 p.m. on 7 December 2015 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the 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.

	Special Resolutions	For	Against
1.	To consider and approve the resolution in relation to the non-public issuance of Domestic Corporate Bonds of Guangzhou R&F Properties Co., Ltd.; and		
2.	To consider and approve the grant of full authorisation to the Board or such person(s) as authorised by the Board to deal with the relevant matters in respect of the non-public issuance of Domestic Corporate Bonds.		

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 specify the type of securities.
3. Please insert name(s) and address(es) of shareholder(s) as shown in the register of shareholders.
4. Please insert the number of shares of the Company registered in your name(s).
5. 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.
6. **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.**
7. 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.
8. 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 or Hong Kong H Share Registrar.

   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 EGM.

   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, the PRC (Postal Code: 510623) not less than 24 hours before the time designated for the commencement of the EGM.
9. 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.
10. The description of the resolutions is by way of summary only. The full text appears in the Notice of the 2015 Second Extraordinary General Meeting dated 6 November 2015.

* *For identification purpose only*