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 2016 Third Extraordinary General Meeting to be held on 21 November 2016

In respect of the meeting to be held on 21 November 2016 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 2016 Third Extraordinary General Meeting (the "2016 Third EGM") to be held at 11:00 a.m. on 21 November 2016 at the Conference Room, 54/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, the PRC and to vote at the 2016 Third EGM 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 approve the proposed issue of Debt Financing Instruments in the Inter-bank Bond Market in the PRC be and is hereby individually approved (subject to registration with the National Association of Financial Market Institutional Investors and the conditions of the bonds market in the PRC):			
	(i) Issuer:	the Company		
	(ii) Place of issue:	the PRC		
	(iii) Size of issue:	Not exceeding RMB40 billion (RMB40 billion inclusive)		
	(iv) Types of debt financing instruments:	including but not limited to medium-term notes (perpetual medium-term notes inclusive), short-term financing bonds, ultra short-term financing bonds and asset-backed notes and other financing instrument types recognized by relevant competent authorities		
	(v) Method of issue:	in single or multiple tranches		
	(vi) Use of proceeds:	in accordance with the development and operational needs of the Company, using for replenishing working capital, repaying borrowings from financial institutions, borrowings from non-financial institutions, credit loans, as well as investing in projects, which comply with laws and regulations of the PRC and requirements of national policies; and details of the use of proceeds will be proposed at the shareholders' general meeting for granting of authority to the board of directors (the "Board") (or its authorised person(s)) to determine pursuant to the capital needs of the Company		
2.	To approve and authorise the Board (or its authorised person(s)) to handle all matters regarding the issue of Debt Financing Instruments in the Inter-bank Bond Market in the PRC			

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) in **BLOCK LETTER** 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 of 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 2016 Third 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, Tianhe District, Guangzhou, the PRC (Postal Code: 510623) not less than 24 hours before the time designated for the commencement of the 2016 Third EGM.
9. A shareholder or his/her/its proxy shall produce proof of identity when attending the 2016 Third 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 corporate shareholder.
10. The description of the resolutions is by way of summary only. The full text appears in the Notice of the 2016 Third EGM dated 5 October 2016.

* *For identification purpose only*