



# 廣州富力地產股份有限公司

GUANGZHOU R&F PROPERTIES CO., LTD.\*

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

(Stock Code: 2777)

## Proxy Form for H Share Shareholders Class Meeting to be held on 21 December 2018

In respect of the meeting to be held on 21 December 2018 or any adjournment thereof. The number of shares this proxy form relates <sup>(Note 1)</sup> \_\_\_\_\_ H Shares

I/We <sup>(Note2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of H Shares <sup>(Note3)</sup> in Guangzhou R&F Properties Co., Ltd. (the "Company") **hereby appoint** the chairman of the meeting or <sup>(Note 4)</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy(ies) to attend and act for me/us at the H Share Shareholders Class Meeting to be held at 11:30 a.m. on 21 December 2018 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 resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

| Special Resolutions |                                                                                                                                                                   | For | Against | Abstain |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|---------|
| 1.                  | Resolution in relation to issuance of new H shares under specific mandate                                                                                         |     |         |         |
|                     | (a) Issuer                                                                                                                                                        |     |         |         |
|                     | (b) Class of Shares to be issued                                                                                                                                  |     |         |         |
|                     | (c) Nominal value per share                                                                                                                                       |     |         |         |
|                     | (d) Time of issuance                                                                                                                                              |     |         |         |
|                     | (e) Method of issuance                                                                                                                                            |     |         |         |
|                     | (f) Target investors                                                                                                                                              |     |         |         |
|                     | (g) Pricing mechanism                                                                                                                                             |     |         |         |
|                     | (h) Method of subscription                                                                                                                                        |     |         |         |
|                     | (i) Size of issuance                                                                                                                                              |     |         |         |
|                     | (j) Accumulated profits                                                                                                                                           |     |         |         |
|                     | (k) Use of proceeds                                                                                                                                               |     |         |         |
|                     | (l) Ranking of the New H Shares                                                                                                                                   |     |         |         |
|                     | (m) Place of listing                                                                                                                                              |     |         |         |
|                     | (n) Validity period of the resolutions                                                                                                                            |     |         |         |
| 2.                  | Resolution of authorizing the Board or its authorized person(s) to handle at its sole discretion all relevant matters in relation to the issuance of new H shares |     |         |         |

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(s).
2. Please insert name(s) and address(es) in **BLOCK LETTER** as shown in the register of shareholders.
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 and address 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 H Share Shareholders Class 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”. If you wish to abstain to vote in any resolution, tick in the box marked “Abstain”. 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, this proxy form is to be used by H Shares shareholders of the Company 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 authority must be delivered to the Company or the Company’s Hong Kong H Share Registrar. H Shares Shareholders, please fill in and sign on this proxy form and deliver it to the Company’s H Share registrar in Hong Kong, 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 H Share Shareholders Class Meeting.
8. A shareholder or his/her/its proxy shall produce proof of identity when attending the H Share Shareholders Class Meeting. If a corporate shareholder appoints its representative to attend the meeting, such 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*