



**GLORY 国瑞**  
**GUORUI PROPERTIES LIMITED**  
**國瑞置業有限公司**

*(Incorporated in the Cayman Islands with limited liability  
under the name of “Glory Land Company Limited (國瑞置業有限公司)” and  
carrying on business in Hong Kong as “Guorui Properties Limited”)*  
**(Stock Code: 2329)**

**SECOND FORM OF PROXY  
ANNUAL GENERAL MEETING**

**Second form of proxy for use by shareholders at the annual general meeting to be held at  
9:30 a.m. at 10 Floor, East Block, Hademen Plaza, 8-1#Chongwenmenwai Street, Dongcheng District,  
Beijing, PRC on Tuesday, May 29, 2018 (or any adjournment thereof)**

I/We <sup>(Note a)</sup> \_\_\_\_\_ (Name(s))  
of \_\_\_\_\_ (Address(es))  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note b)</sup> ordinary shares of HK\$0.001 each in the  
capital of Guorui Properties Limited (the “**Company**”) hereby appoint the Chairman of the annual general meeting of the Company  
(the “**Meeting**”) or \_\_\_\_\_ (Name(s))  
of \_\_\_\_\_ (Address(es)) to act as my/our  
proxy <sup>(Note c)</sup> to attend for me/us at the Meeting to be held at 9:30 a.m. at 10 Floor, East Block, Hademen Plaza, 8-1#Chongwenmenwai  
Street, Dongcheng District, Beijing, PRC on Tuesday, May 29, 2018 (or any adjournment thereof), and to vote on my/our behalf at the  
Meeting (or any adjournment thereof) in respect of the undermentioned resolutions as indicated below or, if no indication is given, as  
my/our proxy thinks fit:

ORDINARY RESOLUTIONS <sup>(Note d)</sup>		FOR <sup>(Note e)</sup>	AGAINST <sup>(Note e)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended December 31, 2017		
2.	To declare a final dividend of HK8.07 cents per share		
3.	(A) To approve, each as a separate resolution, the re-election of the following retiring Directors:		
	(a) To re-elect Mr. Zhang Zhangsun as an executive Director		
	(b) To re-elect Ms. Ruan Wenjuan as an executive Director		
	(c) To re-elect Mr. Lai Siming as an independent non-executive Director		
	(B) To authorise the board of Directors to fix the directors’ remuneration		
4.	To re-appoint Messers Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration		
5.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.001 each in the share capital of the Company, the aggregate number of which shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing this resolution		
6.	To grant a general mandate to the Directors to repurchase the Company’s shares up to 10% of the number of issued shares of the Company as at the date of passing this resolution		
7.	To add the number of the shares in the Company purchased by the Company under resolution no. 6 above to the general mandate granted to the Directors under resolution no. 5 above		
8.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Shantou Garden Group Co., Ltd.* (汕頭花園集團有限公司) (“ <b>Garden Group</b> ”), Beijing Guoxing Real Estate Limited* (北京國興地產有限公司), Chongqing Longsha Real Estate Development Co., Ltd.* (重慶龍廈房地產開發有限公司) (“ <b>Chongqing Longsha</b> ”) (as the existing shareholders) and Guangdong Hongtai Guotong Real Estate Co., Ltd.* (廣東宏泰國通地產有限公司) (“ <b>Guangdong Hongtai Guotong</b> ”) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		

ORDINARY RESOLUTIONS <sup>(Note d)</sup>		FOR <sup>(Note e)</sup>	AGAINST <sup>(Note e)</sup>
9.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Guangdong Hongtai Guotong (as the existing shareholders) and Guangdong Guosha Real Estate Co., Ltd.* (廣東國廈地產有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		
10.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Tianjin Guoxing Real Estate Co., Ltd.* (天津國興地產有限公司) (as the existing shareholders) and Tianjin Tianfu Rongsheng Real Estate Development Co., Ltd.* (天津天富融盛房地產開發有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		
11.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Shantou Guosha Real Estate Co., Ltd.* (汕頭市國廈地產有限公司) (“Shantou Guosha”) (as the existing shareholders) and Sanya Jingheng Properties Co., Ltd.* (三亞景恒置業有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		
12.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Shijiazhuang Guorui Real Estate Development Co., Ltd.* (石家莊國瑞房地產開發有限公司) (as the existing shareholders) and Handan Guoxia Real Estate Development Co., Ltd.* (邯鄲市國夏房地產開發有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		
13.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Chongqing Longsha (as the existing shareholders) and Chongqing Guosha Real Estate Development Co., Ltd.* (重慶國廈房地產開發有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		
14.	To approve the capital contribution agreement among the Company (as the new investor through a designated subsidiary), Garden Group, Heshan Tengyue Real Estate Development Co., Ltd.* (鶴山市騰悅房地產開發有限公司) and Shantou Guosha (as the existing shareholders) and Jiangmen Yinghuiwan Real Estate Co., Ltd.* (江門映暉灣房地產有限公司) (as the target company), the transactions contemplated thereunder and the grant of authorisation to any one director of the Company with respect to the capital contribution agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of shareholder(s): \_\_\_\_\_ <sup>(Notes f and g)</sup>

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**. In the case of joint registered holders, the names of all joint holders should be stated.
- Please insert the number of shares in the capital of the Company (the “Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy was so appointed must be specified.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting of the Company (the “Meeting”) or” and insert the name(s) and address(es) of the person(s) appointed in the spaces provided. If no name(s) and address(es) are inserted, the Chairman of the Meeting will act as your proxy.
- The full text of the resolutions is set out in the notice of the Meeting incorporated in the circular of the Company dated April 25, 2018 and the supplemental notice of the Meeting incorporated in the supplemental circular of the Company dated May 10, 2018.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOXES MARKED “AGAINST”.** If the form of proxy returned is duly signed but contains no specific direction on any one or more of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the corresponding proposed resolution(s). A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those set out in the notice of the Meeting.
- In the case of joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) personally or by proxy, that one of the said joint holders so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 9:30 a.m. on Sunday, May 27, 2018.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish, and in such event, this form of proxy shall be deemed to be revoked.
- A member or his proxy shall produce proof of identity when attending the Meeting (or any adjournment thereof). If a corporate member appoints its representative to attend the Meeting (or any adjournment thereof), such representative should produce proof of identity and a copy of the power of attorney or resolution of the board of directors or other governing body of that corporate member duly appointing such representative to attend the Meeting (or any adjournment thereof).

\* for identification purpose only.