



LI & FUNG LIMITED

Incorporated in Bermuda with limited liability
Stock Code: 494

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held on 19 May 2016 at 11:30 a.m.

I/We,¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.0125
each in the capital of the above-named Company (the "Company"), hereby appoint³ _____
of _____

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on 19 May 2016 at 11:30 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and adopt the Audited Consolidated Financial Statements and Reports of the Directors and the Auditor for the year ended 31 December 2015.		
2.	To declare a final dividend of 15 HK cents per share.		
3.	(a) To re-elect Dr Victor Fung Kwok King as Director.		
	(b) To re-elect Mr Paul Edward Selway-Swift as Director.		
	(c) To re-elect Dr Allan Wong Chi Yun as Director.		
	(d) To re-elect Mrs Margaret Leung Ko May Yee as Director.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix its remuneration.		
5.	To give a general mandate to the Directors to repurchase the Company's shares up to 10%.		
6.	To give a general mandate to the Directors to issue new shares up to 10%.		

Dated this _____ day of _____ 2016 Signature⁵ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as the proxy. A shareholder may appoint one or more proxies to attend and vote instead of him/her at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. To appoint more than one proxy, a photocopy of this form of proxy may be used. Any alteration made to this form of proxy must be initialled by the person(s) who sign it.
- (4) Please indicate with an "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolutions will abstain, at his discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) 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 shall be deposited at 11th Floor, LiFung Tower, 888 Cheung Sha Wan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned Meeting.
- (8) A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- (9) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every shareholder present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and HKExnews following the Meeting.

