



越秀地產股份有限公司 YUEXIU PROPERTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 123)

Proxy Form for Extraordinary General Meeting

I/We¹ _____
of _____
being the registered holder(s) of ² _____ shares of \$0.10 each in the capital of YUEXIU PROPERTY COMPANY LIMITED (“Company”) hereby appoint³ the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (“Meeting”) of the Company to be held on 23 July 2012 at 9:00 a.m. and at any adjournment thereof on the resolution as hereunder summarised.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
<p>THAT approval (which, where relevant, shall include approval by way of ratification) be and is hereby given for:</p> <p>(a) the Subscription (including the Company and Tower Top entering into the Subscription Deed and the Supplemental Subscription Deed) and the consummation of transactions contemplated under the Subscription Deed and the Supplemental Subscription Deed as more particularly described in the Circular and on the terms and conditions set out in the Subscription Deed and the Supplemental Subscription Deed;</p> <p>(b) the Assignment (including the Company entering into the Indebtedness Agreement and the Supplemental Indebtedness Agreement) and the consummation of the transactions contemplated under the Indebtedness Agreement and the Supplemental Indebtedness Agreement as more particularly described in the Circular and on the terms and conditions set out in the Indebtedness Agreement and the Supplemental Indebtedness Agreement;</p> <p>(c) pursuant to the Subscription Deed, the Company entering into the Deed of Top-up Payments at Completion, and the consummation of transactions contemplated under the Deed of Top-up Payments as more particularly described in the Circular and on the terms and conditions set out in the Deed of Top-up Payments; and</p> <p>(d) the Special Distribution Entitlement Waiver.</p>		

Dated this _____ day of _____ 2012 Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” the relevant resolution. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” the relevant resolution.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company’s Share Registrar, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
- 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.
- 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person should you so wish and, in such event, this form of proxy shall be deemed to be revoked.