



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00123)

## Proxy Form for Annual General Meeting

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
of **YUEXIU PROPERTY COMPANY LIMITED** (“Company”) hereby appoint<sup>3</sup> 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 Annual General Meeting (“Meeting”) of the Company  
to be held on 29 May 2014 at 11:00 a.m. and at any adjournment thereof on the resolutions as hereunder summarised.

		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To adopt the audited consolidated financial statements, the reports of the directors and independent auditor for the year ended 31 December 2013		
2.	To declare a final dividend		
3.	(i) To re-elect Mr Zhu Chunxiu as a director		
	(ii) To re-elect Mr Tang Shouchun as a director		
	(iii) To re-elect Mr Li Feng as a director		
	(iv) To re-elect Mr Ou Junming as a director		
	(v) To re-elect Mr Lau Hon Chuen Ambrose as a director		
	(vi) To authorise the board to fix directors' remuneration		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration		
5.	A. To give a general mandate to the directors to buy back shares of the Company (Ordinary Resolution No. 5A of the notice of the Meeting)		
	B. To give a general mandate to the directors to issue and deal with additional shares in the Company (Ordinary Resolution No. 5B of the notice of the Meeting)		
	C. To include the total number of shares bought back by the Company to the mandate granted to the directors under Resolution No. 5B (Ordinary Resolution No. 5C of the notice of the Meeting)		
6.	To approve and adopt the new Articles of Association (Special Resolution No. 6 of the notice of the Meeting)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014                      Signature(s) \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **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.
5. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
6. 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.
7. 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.