



廣州富力地產股份有限公司

GUANGZHOU R&F PROPERTIES CO., LTD.*

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

(Stock Code: 2777)

Proxy Form For the Second Extraordinary General Meeting

To Be held On 23 October 2014

In respect of the meeting to be held on 23 October 2014 or any adjournment thereof. The number of shares this proxy form relates ^(Note 1)

Domestic Shares/H Shares ^(Note 2)

I/We ^(Note 3) _____

of _____

being the registered holder(s) of _____ shares of Domestic Shares/H Shares ^(Note 4) in Guangzhou R&F Properties Co., Ltd. (the "Company") **hereby appoint** the chairman of the meeting or ^(Note 5) _____

of _____

as my/our proxy(ies) to attend and act for me/us at the Extraordinary General Meeting (the "EGM") to be held at 11:00 a.m. on 23 October 2014 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 resolution as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

Special Resolutions		For	Against
1.	THAT each of the following items in respect of the proposed issue of the Domestic Medium Term Notes be and is hereby individually approved:		
	(i) Issuer	Guangzhou R&F Properties Co., Ltd.	
	(ii) Place of issue	the PRC	
	(iii) Size of issue	Not exceeding RMB7.0 billion	
	(iv) Maturity	3 to 10 years	
	(v) Use of proceeds	To be used for ordinary commodity housing projects which are supported by the policy of the state, to replenish working capital and to repay the bank loans for welfare housing projects and ordinary commodity housing project	
	(vi) Method of issue	To be underwritten by financial institution(s) which is (are) engaged by the issuer and registered with the People's Bank of China	
	(vii) Target investors	Investors of the Inter-bank Bond Market in the PRC (save for investors who are prohibited by the laws and regulations)	
2.	THAT the Board be and is hereby authorized to deal with all matters relating to the issue of the Domestic Medium Term Notes, including but not limited to the following:		
	(i) implement a specific plan for the issue of the Domestic Medium Term Notes according to market conditions, including but not limited to the timing of issue, issue size, issue price, maturity, whether to issue the Domestic Medium Term Notes in tranches and their respective size and maturity, interest rate and method of determination, conditions for redemption or repurchase, rating arrangement, guarantees, the terms for the issue and trading of the Domestic Medium Term Notes, other terms of the Domestic Medium Term Notes, and all other matters relating to the issue of the Domestic Medium Term Notes;		
	(ii) determine the final use of the proceeds in accordance with the needs of the Company;		
	(iii) decide and appoint intermediaries for the proposed issue of the Domestic Medium Term Notes;		
	(iv) apply to the relevant PRC regulatory authorities for the issue of the Domestic Medium Term Notes and make appropriate adjustments to the plan for the issue and terms of the Domestic Medium Term Notes in accordance with the feedback (if any) from the relevant PRC regulatory authorities;		

Special Resolutions		For	Against
<p>(v) deal with any matters relating to the issue of the Domestic Medium Term Notes, make application for the necessary approval and registration with the competent authority, to execute necessary legal documents in respect of the issue of the Domestic Medium Term Notes and to deal with matters relating to the registration and listing of the Domestic Medium Term Notes for the Company and to make appropriate disclosure;</p> <p>(vi) approve, confirm and ratify the actions and steps taken by the Board with respect to the issue of the Domestic Medium Term Notes; and</p> <p>(vii) take all necessary actions to determine and make arrangements for all matters relating to the proposed issue and listing of the Domestic Medium Term Notes, including exercising the discretion to delay or temporarily suspend the issue of the Domestic Medium Term Notes, should such event of force majeure or other situations make the issue of the Domestic Medium Term Notes difficult or would not be beneficial to the Company even if it could be issued.</p> <p>The authority granted to the Board to deal with the above matters will take effect from the date of the passing of the resolution with regard to the issue of the Domestic Medium Term Notes at the 2nd EGM until all the authorized matters in relation to the issue of the Domestic Medium Term Notes have been completed.</p>			
<p>3. THAT the Company is approved to extend guarantee up to an amount of RMB40 billion in aggregate on behalf of the Company's subsidiaries when any of the following circumstances exist:</p> <p>(i) total external guarantees (including guarantees to subsidiaries) of the Company and its subsidiaries exceed 50% of the latest audited net assets value;</p> <p>(ii) total external guarantees (including guarantees to subsidiaries) of the Company exceed 30% of the latest audited total assets value;</p> <p>(iii) the debt to asset ratio of the subsidiary for which guarantee is to be provided is over 70%; or</p> <p>(iv) the guarantee to be provided to a subsidiary exceed 10% of the Company's latest audited net assets value.</p> <p>Guarantees extended will have to be confirmed at the next annual shareholders meeting.</p>			
<p>4. THAT the amendments to paragraph 2 of Article 13 of the Articles of Association be approved.</p>			
Ordinary Resolution		For	Against
<p>5. THAT approval is hereby granted to the shareholders of the domestic shares of the Company to transfer their domestic shares.</p>			

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.
2. Please specify the type of securities.
3. Please insert name(s) and address(es) of shareholder(s) as shown in the register of shareholders.
4. Please insert the number of shares of the Company registered in your name(s).
5. If any proxy other than the chairman of the meeting is preferred, strike out "the chairman of the meeting or" and insert the name 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 meeting. A proxy need not be a shareholder of the Company. Any alternation made to this proxy form must be signed by the signer.
6. **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". Failure to tick either box will entitle your proxy to cast your vote in his discretion.**
7. 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.
8. To be valid, this proxy form is to be used by shareholder of the Company (both Domestic Shares and H Shares) 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 instrument must be delivered to the Company or Hong Kong H Share Registrar.
For H Shares Shareholders, please fill in and sign on this proxy form and deliver it to 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 EGM.
For Domestic Shares Shareholders, please fill in and sign on this proxy form and deliver it to the Company's address at 45/F., R&F Center, No. 10 Huaxia Road, Pearl River New Town, Guangzhou, the PRC (Postal Code: 510623) not less than 24 hours before the time designated for the commencement of the EGM.
9. A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal 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