



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 2015 Annual General Meeting to be held on 27 June 2016

In respect of the meeting to be held on 27 June 2016 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 2015 Annual General Meeting (the "AGM") to be held at 11:00 a.m. on 27 June 2016 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 resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

Ordinary Resolutions		For	Against
1.	To consider and approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2015		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015		
3.	To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2015		
4.	To consider and declare a final dividend for the year ended 31 December 2015 of RMB0.9 per share		
5.	To consider and re-appoint PricewaterhouseCoopers as auditor of the Company, and to authorize the Board to fix the remuneration of the auditor		
6.	To authorize the Board to decide on matters relating to the payment of interim dividend for the six months ended 30 June 2016		
7.	To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the domestic auditor and the reporting accountant for preparing for the Company accountant's report and other reports required for the listing in 2016		
Special Resolutions		For	Against
8.	To consider and approve the Company to extend guarantees on behalf of subsidiaries and extend guarantees on behalf of associates and joint ventures on shareholding proportionate (including the extension of external guarantees by the subsidiaries), the guarantees shall be up to an amount of RMB40 billion in aggregate		
9.	To consider and approve the guarantees extended pursuant to special resolution no. 8 of the 2014 annual general meeting, the guarantees extended on behalf of subsidiaries in 2015		
10.	To grant an unconditional and general mandate to the Board to issue, allot and deal in additional shares in the capital of the Company and to authorize the Board to execute all such relevant documents and to make necessary amendments to the Articles of Association		
11.	To consider and approve the extension of the validity period of applying for the initial public offering and listing of Renminbi ordinary shares (A Shares) within the territory of the PRC		
12.	To consider and approve the extension of the validity period of authorizing the Board to handle matters in relation to the initial public offering and listing of Renminbi ordinary shares (A Shares) with full authority		

Signature of shareholder(s): _____ Date: _____

Notes:

- 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(s).
- Please specify the type of securities.
- Please insert name(s) and address(es) in **BLOCK LETTER** as shown in the register of shareholders.
- Please insert the number of shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out "the chairman of the meeting or" and insert the name and address 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 alteration made to this proxy form must be signed by the signer.
- 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.**
- 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.
- 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 authority, a notarized copy of that power of attorney or other authority 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 the Company's H Share registrar in Hong Kong, 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 AGM. 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 AGM.
- A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a corporate shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the Board or governing body of such shareholder.

* For identification purpose only