



GR PROPERTIES LIMITED

國銳地產有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 108)

PROXY FORM

Form of proxy for use by shareholders at the General Meeting (the “Meeting”) to be held on Monday, 7 November, 2016 at 3:00 p.m.

I/We ^(note a) _____ of _____
_____ being the holder(s) of _____ ^(note b)

ordinary shares of GR Properties Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy ^(note c) at the Meeting to be held at Capital Conference Services Limited at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 7 November, 2016, at 3:00 p.m. and at any adjournment thereof (as the case may be) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To approve and adopt the Share Option Scheme (as defined in the circular of the Company dated 21 October 2016) of the Company as set out in the notice of the Meeting dated 21 October 2016.		
	SPECIAL RESOLUTION	FOR	AGAINST
2.	To approve and adopt the Capital Reduction (as defined in the circular of the Company dated 21 October 2016) of the Company as set out in the notice of the Meeting dated 21 October 2016.		

The full text of the above resolutions is set out in the notice of the Meeting dated 21 October 2016.

Dated the _____ day of _____ 2016

Shareholder's signature _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- A proxy needs not be a shareholder of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the spaces provided.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 must be deposited at the office of the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form should be initialled by the person who signs the form.
- Delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.