



# LAI FUNG HOLDINGS

Lai Fung Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1125)

## FORM OF PROXY

**For use by members at the Extraordinary General Meeting to be held on Tuesday, 18 December 2012 at 9:00 a.m. (or as soon thereafter as the 2012 annual general meeting of the Company convened at the same place and on the same date at 8:15 a.m. shall have been concluded or adjourned) or any adjournment thereof**

Number of Shares to which this Form of Proxy relates <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of ordinary shares of HK\$0.10 each (the "Shares") in the capital of Lai Fung Holdings Limited (the "Company"). **HEREBY APPOINT** <sup>(Note 3)</sup>  
the chairman of the meeting or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the "EGM") to be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 18 December 2012 at 9:00 a.m. (or as soon thereafter as the 2012 annual general meeting of the Company convened at the same place and on the same date at 8:15 a.m. shall have been concluded or adjourned) or any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the EGM or its adjourned meeting as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast on a poll.

Ordinary Resolutions <sup>(Note 12)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To grant a general mandate to the directors of the Company (the "Directors") to repurchase the Company's Shares not exceeding 10% of the issued share capital of the Company.			
2.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the issued share capital of the Company.			
3.	To extend the general mandate granted to the Directors to issue Shares of the Company by adding the number of Shares repurchased.			
4.	To approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 1 December 2012) and the termination of the Existing Share Option Scheme (also as defined in the circular of the Company dated 1 December 2012).			
5.	To approve, confirm and ratify the Deed of Conditional Waiver (as supplemented by the Supplemental Deed) (each as defined in the circular of the Company dated 1 December 2012) and all transactions contemplated thereunder.			

Note: Members should read the contents of the relevant resolutions contained in the notice of the EGM carefully before exercising your vote on the above resolutions.

Member's Signature: \_\_\_\_\_ <sup>(Note 4)</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Contact Phone Number: \_\_\_\_\_

### Notes:

1. Please insert the number of the Shares. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
2. Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
3. A member of the Company (the "Member") is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its choice to vote instead of him/her/it provided that each proxy is appointed to exercise the rights attached to a Share or the Shares held by the Member. A proxy need not be a Member. If such an appointment is made, please delete the words "the chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
4. This form of proxy or a photocopy thereof must be signed by the appointor or his attorney duly authorized in writing, or if such appointor is a corporation, either given under its common seal or under the hand of an officer or attorney duly authorized.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "ABSTAIN"**. If a "✓" is put under the columns "For", "Against" or "Abstain", it will be deemed to relate to the entire number of Shares held. If only part of the shareholding is to be voted/abstained, please state the relevant number of Shares under the columns "For", "Against" or "Abstain". However, the number of the Shares abstained from voting will not be counted in the calculation of the required majority of voting. If this form of proxy is returned duly signed but without a specific direction, the proxy will cast your vote(s) or abstain from voting at his/her/its discretion. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she/it may at his/her/its absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may arise at the EGM.
6. To be valid, this form of proxy or a photocopy thereof, duly completed together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, **Tricor Tengis Limited (the "Registrars") at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong** not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting thereof. **The contact phone number of the Registrars is (852) 2980 1333.**
7. Completion and return of this form of proxy or any photocopy thereof shall not preclude Members from attending in person and voting at the EGM or its adjourned meeting should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.
8. **Any alterations made in this form of proxy or any photocopy thereof must be initialled by the person who signs it.**
9. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the articles of association of the Company, voting on the resolutions in respect of the matters set out in the notice of the EGM will be decided by poll.
10. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
11. A Member or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate Member appoints its representative to attend the EGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the EGM.
12. Two circulars of the Company dated 1 December 2012 are sent to Members separately containing the following:
  - (i) details regarding **Ordinary Resolutions nos. 1, 2, 3 and 4** are set out in a circular of the Company dated 1 December 2012 in relation to, among others, the proposals involving general mandates to repurchase shares and to issue shares as well as the termination of the Existing Share Option Scheme (as defined therein) and the adoption of the New Share Option Scheme (as defined therein) by the Company; and
  - (ii) details regarding **Ordinary Resolution no. 5** are set out in a circular of the Company dated 1 December 2012 in relation to the connected transaction in respect of the Deed of Conditional Waiver (as defined therein).