



# 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, 17 December 2013 at 10:00 a.m. 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 ("Shares") in the share capital of Lai Fung Holdings Limited ("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 ("EGM") to be held at Gloucester Room II, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 17 December 2013 at 10:00 a.m. or any adjournment thereof and to vote on my/our behalf in respect of the resolution 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 box provided how you wish your vote(s) to be cast on a poll.

Ordinary Resolution*	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
To approve, confirm and ratify the subscription agreement dated 25 September 2013 ("Subscription Agreement") between Lai Fung (Hengqin) Development Company Limited ("LFHQ"), Sunny Horizon Investments Limited ("SHIL") and Rosy Commerce Holdings Limited ("Rosy Commerce") in respect of (i) the respective subscriptions for 79 and 20 new ordinary shares in Rosy Commerce by LFHQ and SHIL; (ii) the assignment by LFHQ to SHIL of 20% of the total amount of loans, advances and other sums owing or payable to LFHQ by Rosy Commerce as at completion of the Subscription Agreement; and (iii) the entering into of a shareholders' agreement in relation to Rosy Commerce by LFHQ, SHIL and Rosy Commerce ("Shareholders' Agreement"), and the transactions contemplated under the Subscription Agreement and the Shareholders' Agreement (collectively, "Transaction"); <b>AND</b> to authorise the directors of the Company to implement the Transaction.			

\* The full text of the resolution is set out in the notice convening the EGM dated 26 November 2013.

Member's Signature: \_\_\_\_\_ <sup>(Note 4)</sup> Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

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

### Notes:

- 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).
- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- A member of the Company ("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.
- This form of proxy or a photocopy thereof must be signed by the appointor or his attorney duly authorised 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 authorised.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX 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.
- 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 ("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.**
- 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.
- Any alterations made in this form of proxy or any photocopy thereof must be initialled by the person who signs it.**
- In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the resolution set out in the notice of the EGM will be decided by poll.
- 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.
- 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.