



# 新鴻基地產發展有限公司

## Sun Hung Kai Properties Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code : 16)

### PROXY FORM FOR 2014 ANNUAL GENERAL MEETING

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares

of Sun Hung Kai Properties Limited (the "Company") hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing him/her,

the chairman of the meeting (Note 3) as my/our proxy to attend and vote for me/us on my/our behalf as directed below at the annual general meeting of the Company (the "AGM") to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong, on Saturday, 15 November 2014 at 12:00 noon for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out in the notice convening the AGM, or at any adjournment thereof.

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

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the reports of the Directors and auditor for the year ended 30 June 2014.		
2.	To declare the final dividend.		
3.	(i) (a) To re-elect Mr. TUNG Chi-ho, Eric <sup>+</sup> as Director.		
	(b) To re-elect Mr. FUNG Yuk-lun, Allen <sup>+</sup> as Director.		
	(c) To re-elect Dr. the Hon LEE Shau-kee <sup>#</sup> as Director.		
	(d) To re-elect Mr. YIP Dicky Peter <sup>^</sup> as Director.		
	(e) To re-elect Professor WONG Yue-chim, Richard <sup>^</sup> as Director.		
	(f) To re-elect Dr. FUNG Kwok-lun, William <sup>^</sup> as Director.		
	(g) To re-elect Dr. LEUNG Nai-pang, Norman <sup>^</sup> as Director.		
	(h) To re-elect Mr. LEUNG Kui-king, Donald <sup>^</sup> as Director.		
	(i) To re-elect Mr. KWAN Cheuk-yin, William <sup>#</sup> as Director.		
	(j) To re-elect Mr. WONG Yick-kam, Michael <sup>#</sup> as Director.		
	(ii) To fix Directors' fees (the proposed fees to be paid to each Chairman, Vice Chairman and other Director for the year ending 30 June 2015 be HK\$320,000, HK\$310,000 and HK\$300,000 respectively).		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the Board of Directors to fix its remuneration.		
5.	To grant a general mandate to the Directors to buy back shares (Ordinary Resolution No.5 as set out in the notice of the AGM).		
6.	To grant a general mandate to the Directors to issue new shares (Ordinary Resolution No.6 as set out in the notice of the AGM).		
7.	To extend the general mandate to issue new shares by adding the number of shares bought back (Ordinary Resolution No.7 as set out in the notice of the AGM).		
SPECIAL RESOLUTION			
8.	To adopt a new set of articles of association (Special Resolution as set out in the notice of the AGM).		

<sup>+</sup> Executive Director <sup>#</sup> Non-Executive Director <sup>^</sup> Independent Non-Executive Director

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014. Signature (Note 5) \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this Proxy Form relates. If no number is inserted, this Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the AGM other than those referred to in the Notice of the AGM.
- This Proxy Form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- In case of joint registered holders of any shares of the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- To be valid, this Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM or any adjournment thereof.
- A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a shareholder.
- Completion and delivery of this Proxy Form will not preclude you from attending and voting at the AGM or at any adjournment thereof if you so wish.
- Notice of the AGM is contained in the circular issued by the Company dated 15 October 2014 which is sent to the shareholders together with this Proxy Form.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar by post or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).

This Proxy Form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.