



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)

FORM OF PROXY

This Form of Proxy is for use by registered shareholders at the Annual General Meeting (the "AGM") to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong, on Thursday, 15 November 2012 at 12:00 noon.

I/We (Note 1) _____ of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.50 each in the capital of Sun Hung Kai Properties Limited (the "Company") hereby appoint _____ of _____

or failing him/her, the Chairman of the AGM (Note 3) as my/our proxy to attend and vote for me/us on my/our behalf as directed below at the AGM to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong, on Thursday, 15 November 2012 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 2012.		
2.	To declare the final dividend.		
3.	(i) (a) To re-elect Mr. Lui Ting, Victor as Director.		
	(b) To re-elect Dr. Leung Nai-pang, Norman as Director.		
	(c) To re-elect Mr. Leung Kui-king, Donald as Director.		
	(d) To re-elect Mr. Kwok Ping-kwong, Thomas as Director.		
	(e) To re-elect Dr. Lee Shau-kee as Director.		
	(f) To re-elect Mr. Yip Dicky Peter as Director.		
	(g) To re-elect Professor Wong Yue-chim, Richard as Director.		
	(h) To re-elect Dr. Fung Kwok-lun, William as Director.		
	(i) To re-elect Mr. Kwan Cheuk-yin, William as Director.		
	(j) To re-elect Mr. Wong Yick-kam, Michael as Director.		
	(k) To re-elect Mr. Chan Kwok-wai, Patrick as Director.		
(ii)	To fix Directors' fees. (The proposed fees to be paid to each Chairman, Vice Chairman and other Director for the financial year ending 30 June 2013 are HK\$320,000, HK\$310,000 and HK\$300,000 respectively.)		
4.	To re-appoint auditor and to authorise the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase 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 repurchased (Ordinary Resolution No.7 as set out in the notice of the AGM).		
8.	To approve the new share option scheme of the Company and to terminate its existing share option scheme (Ordinary Resolution No.8 as set out in the notice of the AGM).		
9.	To approve the new share option scheme of SUNEvision Holdings Ltd. and to terminate its existing share option scheme (Ordinary Resolution No.9 as set out in the notice of the AGM).		

Dated this _____ day of _____ 2012. Signature of Registered Shareholder(s) (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 Form of Proxy relates. If no number is inserted, this Form of Proxy 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, strike out the words "or failing him/her, the Chairman of the AGM" 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 FORM OF PROXY MUST BE INITIALLED 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 Form of Proxy 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.
- Where there are joint registered holders of any share of the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such share 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 being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- To be valid, this Form of Proxy 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 later than 48 hours before the time appointed for the AGM or any adjournment thereof.
- A member 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 member of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the AGM if you so wish.
- Notice of the AGM is contained in the circular issued by the Company dated 15 October 2012 which is sent to the shareholders of the Company together with this Form of Proxy.