



# KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

## 嘉里建設有限公司\*

website: [www.kerryprops.com](http://www.kerryprops.com)

(Stock Code: 00683)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We<sup>(Note 1)</sup> .....  
of .....  
being the registered holder(s) of <sup>(Note 2)</sup> ..... ordinary shares of HK\$1.00 each ("Shares") in the capital of Kerry Properties Limited (the "Company") HEREBY APPOINT<sup>(Note 3)</sup> the Chairman of the meeting (<sup>(Note 4)</sup> who represents ..... Shares held by me/us<sup>(Note 3)</sup> and/or ..... of ..... (<sup>(Note 4)</sup> who represents ..... Shares held by me/us<sup>(Note 3)</sup> and/or ..... of ..... (<sup>(Note 4)</sup> who represents ..... Shares held by me/us), as my/our proxy(ies) to act for me/us at the special general meeting of the Company to be held at Atrium Room, Level 39, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 4 September 2008 at 3:00 p.m. (the "Special General Meeting") (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the abovesaid meeting and at the Special General Meeting (or at any adjournment thereof), to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks/think fit. For the purpose of voting on a show of hands<sup>(Note 4)</sup>, ..... shall be my/our voting proxy.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	(i) To re-elect Mr. Kuok Khoon Chen, a retiring Director, as a Director.		
	(ii) To re-elect Ms. Wong Yu Pok, Marina, a retiring Director, as a Director.		
2.	To confirm, ratify and approve the Master Joint Venture Agreement and the Transactions (both as defined in the circular to the shareholders of the Company dated 12 August 2008); and to authorise the Board of Directors of the Company to take all such actions as it considers necessary or desirable to implement the Master Joint Venture Agreement and the Transactions.		

Dated .....2008 Signature(s)<sup>(Note 6)</sup> .....

#### Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s). Subject to Note 4 below in relation to a clearing house, a member may only have one form of proxy valid at any one time and if any one member submits more than one form of proxy, the last form of proxy received in the manner described in Note 7 below shall be treated as the only valid form of proxy.
- Every member entitled to attend and vote at the Special General Meeting (or at any adjournment thereof) is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. A proxy need not be a member of the Company. Please delete where necessary so that a maximum of two named persons are identified as your proxies. In the event that two persons (in addition to the Chairman of the meeting) are named as proxies and the words "the Chairman of the meeting" (and all references to Shares in respect of which he shall have been appointed) are not deleted, the Chairman shall be deemed to have been deleted. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
- If you appoint more than one proxy to represent you, please also insert the number of Shares which each proxy represents and the name of the proxy designated as the voting proxy for the purpose of a vote on a show of hands. A clearing house is not required to designate which proxy is entitled to vote on a show of hands. If you fail to specify the number of Shares which each proxy represents and/or the name of the voting proxy, then, subject to the absolute discretion of the Chairman of the meeting to decide otherwise, you shall be deemed to have appointed the first-named proxy (including the Chairman of the meeting, but subject to Note 3 above) as your voting proxy and that such first-named proxy shall represent all the Shares held by you. If you are appointing only one proxy, then you are not required to state the number of Shares which that proxy represents and, in such case, the number of Shares represented shall be all the Shares registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) at his/their discretion. On a show of hands, a member is entitled to one vote. On a poll, a member is entitled to one vote for every share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be cast accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be cast accordingly. The total number of Shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
- 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 under seal or under the hand of an officer or attorney duly authorised.
- In order 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 or authority), must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Special General Meeting.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Special General Meeting (or at any adjournment thereof), 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 be present at the Special General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member and several trustees in bankruptcy or liquidators of a member in whose name any Share stands will for this purpose be deemed joint holders thereof.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish.

\* for identification purpose only