



KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

嘉里建設有限公司*

website: www.kerryprops.com

(Stock Code: 00683)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We ^(Note 1)
of
being the registered holder(s) of ^(Note 2) ordinary shares of HK\$1.00 each ("Shares") in the capital of Kerry Properties Limited (the "Company") HEREBY APPOINT ^(Note 3) the Chairman of the meeting ^(Note 4) who represents Shares held by me/us ^(Note 3) and/or
of
^(Note 4) who represents Shares held by me/us ^(Note 3) and/or
of
^(Note 4) who represents Shares held by me/us, as my/our proxy(ies) to act for me/us at the annual 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 Tuesday, 4 May 2010 at 2:30 p.m. (or at any adjournment thereof) (the "AGM") to vote for me/us in respect of the resolutions as hereunder indicated or, if no such indication is given, at the discretion of my/our proxy(ies).

| RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) |
|-------------|---|-------------------------|-----------------------------|
| 1. | To adopt the audited financial statements and the reports of the Directors and the auditor for the year ended 31 December 2009. | | |
| 2. | To declare a final dividend for the year ended 31 December 2009. | | |
| 3. | (a) To re-elect Mr. Qian Shaohua, a retiring Director, as a Director. | | |
| | (b) To re-elect Mr. Chan Wai Ming, William, a retiring Director, as a Director. | | |
| | (c) To re-elect Mr. Ku Moon Lun, a retiring Director, as a Director. | | |
| 4. | To re-appoint PricewaterhouseCoopers as auditor and to authorize the Directors of the Company to fix its remuneration. | | |
| 5. | A. To grant a general mandate to the Directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution. | | |
| | B. To grant a general mandate to the Directors of the Company to repurchase Shares in the share capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution. | | |
| | C. To extend, conditional upon the above resolution No. 5B being duly passed, the general mandate to allot Shares by adding the aggregate nominal amount of the repurchased Shares to the 20% general mandate. | | |

Dated 2010

Signature(s) ^(Note 6)

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).
- Every member entitled to attend and vote at the AGM is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. 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.
- 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. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted 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 casted 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.
- 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.
- 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
- Where there are joint holders of any Share, any one of such persons 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 be present at the AGM 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.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM if you so wish.

* For identification purpose only