



# 嘉里建設有限公司\*

## KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 683)

### 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 SGM (as defined below)  
<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 vote 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, 27 May 2021 at 2:45 p.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same  
date at 2:30 p.m. shall have been concluded or adjourned) (the "SGM") in respect of the resolutions as hereunder indicated or, if no such indication is given,  
at the discretion of my/our proxy(ies). Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the circular  
of the Company dated 5 May 2021.

ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1. (a) To confirm, ratify and approve the KPL Irrevocable Undertaking and the transactions contemplated thereunder; and (b) to authorise the board of directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the KPL Irrevocable Undertaking and the transactions contemplated thereunder.		
2. (a) To approve the Proposed Placing on the terms of the Proposed Placing Mandate; and (b) to authorise the board of directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the Proposed Placing pursuant to the Proposed Placing Mandate and the transactions contemplated thereunder.		
3. (a) To confirm, ratify and approve the Shareholders' Agreement and the transactions contemplated thereunder; and (b) to authorise the board of directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the Shareholders' Agreement and the transactions contemplated thereunder.		
4. (a) To confirm, ratify and approve the Participation Agreement and the transactions contemplated thereunder; and (b) to authorise the board of directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the Participation Agreement and the transactions contemplated thereunder.		

Dated ..... 2021

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

#### Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
- Every member entitled to attend and vote at the SGM is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company.
- 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 RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOX 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.
- This form must be signed by you or your attorney duly authorized in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM.

\* For identification purpose only