



# 新鴻基有限公司

## SUN HUNG KAI & CO. LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 86)

### FORM OF PROXY

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.20 each in the capital of  
**SUN HUNG KAI & CO. LIMITED** (the "Company"), HEREBY APPOINT (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting ("Meeting") (or  
at any adjournment thereof) of the Company to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road,  
Wanchai, Hong Kong on Friday, 18 June 2010 at 10:45 a.m. (or immediately after the closing of the Extraordinary General  
Meeting) for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in  
the notice convening the Meeting ("Notice") and at such 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 thinks fit.

#### Resolutions

For                      Against  
(Note 4)

|    |  |                          |                          |
|----|--|--------------------------|--------------------------|
| 1. | To receive and adopt the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2009 | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To declare a final dividend, if any  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | (a) To re-elect Mr. Goh Joo Chuan as director  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | (b) To re-elect Mr. Ming Cheng as director   | <input type="checkbox"/> | <input type="checkbox"/> |
|    | (c) To re-elect Mr. Lee Seng Huang as director   | <input type="checkbox"/> | <input type="checkbox"/> |
|    | (d) To re-elect Mr. David Craig Bartlett as director   | <input type="checkbox"/> | <input type="checkbox"/> |
|    | (e) To re-elect Mr. Peter Wong Man Kong as director  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | (f) To fix the directors' fees   | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | To re-appoint auditor and to authorize the board of directors to fix their remuneration  | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | A To grant a general mandate to the directors to issue securities (Ordinary Resolution No. 5A of the Notice)                           | <input type="checkbox"/> | <input type="checkbox"/> |
|    | B To grant a general mandate to the directors to repurchase shares (Ordinary Resolution No. 5B of the Notice)                          | <input type="checkbox"/> | <input type="checkbox"/> |
|    | C To extend the general mandate to the directors to issue securities (Ordinary Resolution No. 5C of the Notice)                        | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | To adopt new articles of association of the Company (Special Resolution No. 6 of the Notice)   | <input type="checkbox"/> | <input type="checkbox"/> |

Signature (Note 5) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.20 each 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint registered holders, any one of such holders may attend and vote at the Meeting either personally or by proxy, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's share registrar, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**