



新鴻基有限公司

SUN HUNG KAI & CO. LIMITED

FORM OF PROXY

(Incorporated in Hong Kong with limited liability)

(Stock code: 86)

I/We ^(note 1) _____
of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.20 each in the share capital of SUN HUNG KAI & CO. LIMITED (the "Company") hereby appoint ^(note 3) _____ of _____

or failing him, the Chairman of the Extraordinary General Meeting (the "EGM") as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM (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, 18th June, 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in the notice convening the EGM ("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. Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 24th May, 2010 unless the context otherwise requires.

	Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
1.	To approve the Acquisition Agreement and transactions contemplated thereunder including the Proposed Distribution		
2.	To approve the Subscription Agreement and Issue Documents and transactions contemplated thereunder including the issue and allotment of the Mandatory Convertible Notes and the Warrants		
3.	To approve the appointment of Mr. Ho Chi Kit as non-executive director (conditional upon the approval of the Subscription Agreement and its completion)		
4.	To approve the appointment of Mr. Leung Pak To, Francis as non-executive director (conditional upon the approval of the Subscription Agreement and its completion)		

Date: _____ Signature: ^(note 5) _____

Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). 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 EGM is preferred, delete the words "the Chairman of the Extraordinary General Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his 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 authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- 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 thereof, must be deposited at 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 EGM or any adjourned meeting.
- The proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.