



九龍建業有限公司

**KOWLOON DEVELOPMENT COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 34)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of  
HK\$0.10 each in the share capital of **KOWLOON DEVELOPMENT COMPANY LIMITED** (“the Company”), **HEREBY  
APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or, failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company to be held at Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 20 November 2013 at 11:00 a.m. (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	To approve the agreement dated 23 August 2013 entered into between the Company and Polytec Holdings International Limited (“Polytec Holdings”) in relation to the acquisition by the Company of one share in the issued share capital of New Basic Holdings Limited (“New Basic”), representing the entire issued share capital of New Basic and the transactions contemplated thereunder including the terms of the co-investment agreement dated 22 August 2013 entered into between Polytec Holdings and New Basic in relation to the investment in and financing of the Development (as defined in the circular of the Company dated 30 October 2013) by New Basic; and to authorise any one director of the Company to execute the relevant documents and to do the relevant acts in connection therewith.		
2	To approve the agreement dated 23 August 2013 entered into between Brilliant Idea Investments Limited, a wholly-owned subsidiary of the Company and Partner Talent Limited (“Partner Talent”) in relation to the acquisition of one share in the issued share capital of Top Sail International Limited (“Top Sail”), representing the entire issued share capital of Top Sail together with the assignment to Brilliant Idea of the shareholder’s loan of Top Sail in the amount of HK\$182,752,120 advanced by Partner Talent to Top Sail as at 31 July 2013 and the transactions contemplated thereunder; and to authorise any one director of the Company to execute the relevant documents and to do the relevant acts in connection therewith.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted 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 of the Company registered in your name(s).
- Please insert the full 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 A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete either box will entitle your proxy to 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 its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint 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 holders are present at the meeting personally or by proxy, 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 under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company’s share registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not be a member of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**