



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 ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of **KOWLOON DEVELOPMENT COMPANY LIMITED** ("the Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_  
or, failing him/her, the Chairman of the meeting as my/our proxy to act for me/us at the Annual 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, 11 June 2014 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.

	<b>Resolutions</b>	<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
1	To receive and consider the audited accounts together with the reports of the directors and auditors thereon for the year ended 31 December 2013.		
2	To declare a final dividend for the year ended 31 December 2013.		
3	(i) To re-elect Mr Lai Ka Fai as director.		
	(ii) To re-elect Ms Ng Chi Man as director.		
	(iii) To re-elect Mr Li Kwok Sing, Aubrey as director.		
	(iv) To re-elect Mr David John Shaw as director.		
	(v) To authorise the board of directors of the Company to fix the directors' remuneration.		
4	To re-appoint KPMG as auditors and authorise the board of directors of the Company to fix the auditors' remuneration.		
5	Ordinary Resolution – To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate number of the issued shares of the Company. <sup>#</sup>		
6	Ordinary Resolution – To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate number of the issued shares of the Company. <sup>#</sup>		
7	Ordinary Resolution – To extend the general mandate to the directors to issue new shares by adding the number of the shares repurchased. <sup>#</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

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/her vote at his/her 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 (excluding public holidays) 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/her. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- <sup>#</sup> The full text of the Resolution is set out in the Notice of the Annual General Meeting.