GUANGDONG LAND HOLDINGS LIMITED
粵海置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0124)

Form of proxy for use at the Annual General Meeting To be held on Thursday, 6 June 2019 (and at any adjournment thereof)

I/We *(Note 1)* _____

of _____

being the registered holder(s) of _____ ordinary shares *(Note 2)* of HK$0.10 each (the "Ordinary Shares") in the share capital of **GUANGDONG LAND HOLDINGS LIMITED** (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** *(Note 3)* or, failing him, _____

of _____

as my/our proxy to attend and act for me/us at the Annual General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 6 June 2019 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below *(Note 4)*, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To receive and consider the audited consolidated financial statements, the Report of the Directors of the Company (the "Directors") and Independent Auditor's Report for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. WU Mingchang as a Director.	(a)	(a)
	(b) To re-elect Mr. ZENG Yi as a Director.	(b)	(b)
	(c) To re-elect Mr. Vincent Marshall LEE Kwan Ho as a Director.	(c)	(c)
	(d) To authorise the Board of Directors to fix the remuneration of the Directors.	(d)	(d)
3.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
4.	To grant a general mandate to the Directors to issue Ordinary Shares.		
5.	To grant a general mandate to the Directors to repurchase Ordinary Shares.		
6.	To extend the general mandate granted to the Directors to issue Ordinary Shares by adding the number of Ordinary Shares repurchased.		

Dated this _____ day of _____ 2019. Signature(s) *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares registered in your name(s). Shareholders who would like to appoint proxies may use this form or download a copy from the Company's website at http://www.gdland.com.hk.
3. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. In the case of joint holders of any Ordinary Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and 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).
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong ("Branch Share Registrar"), Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or at any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

1. "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which will include the names and mailing addresses of you and your appointed proxies.
2. The Personal Data provided in this form may be used in connection with processing your appointment of proxies at the Meeting and instructions. Your supply of the Personal Data to the Company and/or its Branch Share Registrar is on a voluntary basis. However, the Company may not be able to effect the appointment of your proxies and instructions unless you provide us with the Personal Data.
3. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification, notification and record purposes.
4. You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing and sent by post to the Company's Branch Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.