



TERN PROPERTIES COMPANY LIMITED

太興置業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code : 277)

Form of proxy for use at the Annual General Meeting (or at any adjournment thereof) to be held at 12:00 noon on Wednesday, 7 August 2013

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.50 each in the capital
of the Company, **HEREBY APPOINT**^{3 & 4} _____
of _____
or failing him^{3 & 4} _____ of _____
_____ or failing him,
the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the said
Company to be held in the conference room of Woo, Kwan, Lee & Lo, 25th Floor, Jardine House, 1 Connaught Place, Central, Hong
Kong on Wednesday, 7 August 2013 at 12:00 noon and in the event of a poll to vote on my/our behalf as directed below or, if no such
direction is given, as my/our proxy thinks fit.

| Ordinary Resolutions | | For ⁵ | Against ⁵ |
|----------------------|--|------------------|----------------------|
| 1. | To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 March 2013. | | |
| 2. | To declare a final dividend of HK3.5 cents per share for the year ended 31 March 2013. | | |
| 3. | (a) To re-elect Mr. Chan Siu Keung, Leonard as Director. | | |
| | (b) To re-elect Mr. Tse Lai Han, Henry as Director. | | |
| | (c) To re-elect Mr. Leung Kui King, Donald as Director. | | |
| | (d) To authorise the Board of Directors to fix the Directors' remuneration. | | |
| 4. | To appoint HLM CPA Limited as Auditor and authorise the Board of Directors to fix their remuneration. | | |
| 5. | To give a general mandate to the Directors to repurchase shares of the Company (ordinary resolution no. 5 set out in the notice of Annual General Meeting). | | |
| 6. | To give a general mandate to the Directors to issue shares of the Company (ordinary resolution no. 6 set out in the notice of Annual General Meeting). | | |
| 7. | To extend the general mandate to issue shares by addition thereto the shares repurchased by the Company (ordinary resolution no. 7 set out in the notice of Annual General Meeting). | | |

Date : _____

Signature ⁶ : _____

Notes :

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.50 each 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).
- A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- Please insert the name and address of the proxy desired in the space provided and strike out the words "or failing him, the Chairman of the meeting." **IF NO NAME OF PROXY IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made in this form should be initialled by the person who signs it.
- IMPORTANT : IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his 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 convening the meeting.
- 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.
- If more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
- 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 of that power or authority, must be deposited at the registered office of the Company at 26th Floor, Tern Centre, Tower 1, 237 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.