



廣州富力地產股份有限公司
GUANGZHOU R&F PROPERTIES CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2777)

**Procedures for shareholders
to propose a person for election as a director**

Pursuant to the Articles 58 and 92 of the Articles of Association of the Company:

1. A shareholder alone or shareholders together holding at least five percent of the total outstanding voting shares of the Company may propose to a shareholders' general meeting candidates for the position of director in the form of a written notice of the intention to nominate director candidate (the "Notice");
2. The Notice and the candidate's consent to be nominated shall be delivered to the Company no later than seven days before the shareholders' general meeting;
3. In order to enable the shareholders of the Company to make an informed decision on the proposed election of director candidate, the Notice shall be accompanied by the following personal information of the candidate:
 - 3.1 age and full name;
 - 3.2 positions held by the candidate with the Company and its subsidiaries (the "Group") (if any);
 - 3.3 previous experience of the candidate including (i) directorships held in the last three years in public companies, the securities of which are listed on any securities market in the Chinese Mainland, Hong Kong or overseas, and (ii) other major appointments and professional qualifications;

- 3.4 the candidate's current employment and other information (which may include business experience and academic qualifications) which the shareholders of the Company should have knowledge of, and the ability or integrity of the candidate;
- 3.5 relationships with any director, senior management or substantial or controlling shareholders of the Company, or an appropriate negative statement;
- 3.6 interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- 3.7 contact details; and
- 3.8 all information as required under Rule 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or an appropriate negative statement where there is no information to be disclosed pursuant to any of such requirements.

29 March 2012

* For identification purpose only