



# ASIAN GROWTH PROPERTIES LIMITED

(the "Company")

(Incorporated in the British Virgin Islands with limited liability with Registered No. 582004)

## FORM OF INSTRUCTION

**For use by depositary interest holders in connection with the  
2011 ANNUAL GENERAL MEETING to be held  
on 18 May 2011 at 5:00 p.m. (Hong Kong time)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ depositary interest(s) of the Company, **HEREBY DIRECT** Computershare Company Nominees Limited, the Custodian, to attend and act as my/our representative of the 2011 annual general meeting of the Company to be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 18 May 2011 at 5:00 p.m. and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the said meeting and its adjournment as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast.

RESOLUTIONS <i>(Please refer to the Notice of Meeting for full text)</i>		FOR	AGAINST	ABSTAIN
As Ordinary Business:				
1.	To consider and receive the audited consolidated financial statements of the Company for the year ended 31 December 2010 and the reports of the directors and the independent auditor thereon.			
2.	(a) To re-elect Mr. Donald Ian Fletcher as Non-Executive Director.			
	(b) To authorise the board of directors to fix the directors' fees.			
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor for the ensuing year and authorise the board of directors to fix their remuneration.			
As Special Business:				
4.	To grant a general mandate to the directors to allot, issue and otherwise deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company.			
5.	To grant a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company.			
6.	To extend the general mandate under Resolution No. 4 by the addition of the aggregate nominal amount of the shares to be repurchased by the Company pursuant to Resolution No. 5.			

Depository Interest Holder's Signature: \_\_\_\_\_ <sup>(notes 3 and 4)</sup> Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2011

Notes:

- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- Please insert the number of depositary interests registered in your name(s) to which this form of instruction relates. If no number is inserted, this form of instruction will be deemed to relate to all the depositary interests of the Company registered in your name(s).
- In the case of joint holders, this form of instruction must be signed by the holder of depositary interests whose name stands first on the register of holders of depositary interests.
- This form of instruction must be signed by the appointor or his attorney duly authorised in writing and, if such appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person so authorised.
- If returned duly signed but without a specific direction, this form of instruction will be rejected.
- To be valid, this form of instruction together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not later than 5:00 p.m. (Hong Kong time) (10:00 a.m. London time) of Friday, 13 May 2011 or any adjournment thereof. For enquiries, please phone +44 906 999 0000 or fax at +44 870 703 6101.
- Any alterations made in this form of instruction must be initialed by the person who signs it.