



ASIAN GROWTH PROPERTIES LIMITED

(the "Company")

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

FORM OF PROXY

**For use by shareholders at the 2011 ANNUAL GENERAL MEETING
to be held on 18 May 2011 at 5:00 p.m. (Hong Kong time)**

I/We ^(note 1) _____
of _____,
being the registered holder(s) of ^(note 2) _____ ordinary share(s) of US\$0.05 each in the capital of the Company,
HEREBY APPOINT ^(note 3) the Chairman of the meeting or _____
of _____
as my/our proxy to attend and act for me/us at 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.			

Shareholder's Signature: _____ ^(notes 4 and 5) Dated this _____ day of _____, 2011

Notes:

- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder is entitled to appoint one proxy (or, if he holds two or more shares, more than one proxy) to vote instead of him provided that each proxy is appointed to exercise the rights attached to a share or shares held by the shareholder. A proxy need not be a shareholder of the Company. If such an appointment is made, please delete the words "the Chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- In the case of joint holders of the Company's share(s), this form of proxy must be signed by any one of them.
- This form of proxy 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 this form of proxy is returned duly signed but without a specific direction, the proxy will vote or abstain from voting 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 of the meeting which accompanies this form of proxy.
- To be valid, this form of proxy 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 share registrars, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY, United Kingdom not less than 48 hours before the time appointed for holding the meeting, i.e. not later than 5:00 p.m. (Hong Kong time) (10:00 a.m. London time) of Monday, 16 May 2011 or any adjournment thereof. For enquiries, please phone +44 870 707 4040 or fax at +44 870 873 5851.
- Completion and return of this form of proxy does not preclude a shareholder from attending the meeting and voting thereat or at any adjournment thereof in person.
- Any alterations made in this form of proxy must be initialed by the person who signs it.