

LI & FUNG LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 494)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held on 15 May 2014 at 11:30 a.m.

I/We,¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.0125 each
in the capital of the above-named Company (the "Company"), hereby appoint³ the Chairman of the Meeting
or failing him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held
at 1st Floor, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on 15 May 2014 at 11:30 a.m. and at any adjournment
thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and adopt the Audited Consolidated Accounts and Reports of the Directors and the Auditors for the year ended 31 December 2013.		
2.	To declare a final dividend of 34 HK cents per share.		
3.	(a) To re-elect Dr William Fung Kwok Lun as Director.		
	(b) To re-elect Mr Allan Wong Chi Yun as Director.		
	(c) To re-elect Mr Paul Edward Selway-Swift as Director.		
4.	To fix the Directors' fees.		
5.	To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.		
6.	To give a general mandate to the Directors to repurchase the Company's shares up to 10%.		
7.	To give a general mandate to the Directors to issue new shares up to 10%.		
8.	To adopt share option scheme.		
SPECIAL RESOLUTION			
9.	To approve the share premium reduction.		

Dated this _____ day of _____ 2014

Signature⁵ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the Chairman is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (4) Please indicate with an "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll.
- (5) 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.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) 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 notarially certified copy of such power or authority shall be deposited at 11th Floor, LiFung Tower, 888 Cheung Sha Wan Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned Meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and HKExnews following the Meeting.



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