**P R O X Y**

KNOW ALL MEN BY THESE PRESENTS:

\_\_\_\_\_\_\_\_\_\_\_\_, a stockholder of **PHILIPPINE REALTY AND HOLDINGS CORPORATION** (the "Corporation") does hereby nominate, constitute and appoint \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or in case of his/her/its non-attendance, the Chairman of the Meeting, as his/her/its continuing proxy, with right of substitution and revocation, to represent and vote all his/her/its shares registered in his/her/its name in the books of the Corporation at any and all regular and special meetings of the stockholders of the Corporation, and all such adjournments and postponements thereof as fully to all intents and purposes as it might or could do if present and acting in person.

In case of non-attendance of the above-named proxy, the undersigned authorizes and empowers the Chairman of the Meeting to exercise fully all rights as his/her/its proxy at such meeting.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn by the undersigned through notice in writing delivered to the Corporate Secretary at least **two (2) business days** before any scheduled meeting but shall not apply in instances where I/we personally attend the meeting. This proxy shall be valid for a period of five (5) years from the date of its execution.

**EXECUTED ON** \_\_\_\_\_\_\_\_\_\_\_\_\_\_ at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

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| --- | --- |
|  |  |
|  | Stockholder |

Witness:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_