

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



APPLIED DEVELOPMENT HOLDINGS LTD.

實力建業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 20 DECEMBER 2013**

(2) FULL CONVERSION OF CONVERTIBLE BONDS DUE 2018

The Board announces that:

- (1) the Ordinary Resolution set out in the Notice to approve the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll at the SGM held on 20 December 2013;
- (2) the Whitewash Waiver was granted by the Executive on 19 December 2013;
- (3) as the Approvals have been obtained, pursuant to the Undertaking, Mr. Hung has exercised his conversion rights under the Convertible Bonds Due 2018 in full; and
- (4) 148,000,000 Conversion Shares will be allotted and issued to Mr. Hung as soon as possible, with effect from 20 December 2013. Immediately after the issuance of the Conversion Shares at the Conversion Price of HK\$0.21 per Share to Mr. Hung, the issued share capital of the Company will become 1,159,773,826 Shares and the Hung Concert Group will become interested in 570,100,584 Shares, representing approximately 49.16% of the entire issued share capital of the Company (assuming no other changes to the issued share capital of the Company between the date of this announcement and the date of issuance of the Conversion Shares).

References are made to (i) the announcement of the Company dated 12 November 2013; and (ii) the circular of the Company dated 3 December 2013 (the “Circular”), both in relation to the Full Conversion and the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution (the “**Ordinary Resolution**”) as set out in the notice of SGM dated 3 December 2013 (the “**Notice**”) was duly passed by the Independent Shareholders at the SGM held on 20 December 2013 by way of poll.

As at the date of the SGM, there were a total of 1,011,773,826 Shares in issue. As stated in the Circular, Mr. Hung and other members of the Hung Concert Group holding an aggregate of 422,100,584 Shares (representing approximately 41.72% of the issued share capital of the Company) were required to abstain from voting on the Ordinary Resolution at the SGM. To the best of the Directors’ knowledge and information, and having made all reasonable enquiries, Mr. Hung and other members of the Hung Concert Group have abstained from voting on the Ordinary Resolution at the SGM. As such, excluding the total number of Shares held by the Hung Concert Group, the total number of Shares entitling the Independent Shareholders to attend and vote on the Ordinary Resolution were 589,673,242 Shares, representing approximately 58.28% of the issued share capital of the Company. There was no Shareholder who was entitled to attend and abstain from voting in favour of the Ordinary Resolution at the SGM.

The Company appointed Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, as the scrutineer for the purpose of vote-taking at the SGM. The poll results for the Ordinary Resolution, the text of which is summarised below, was as follows:-

Ordinary Resolution	Number of Shares voted (%)	
	For	Against
To approve the Whitewash Waiver (as defined in the Notice) and all transactions contemplated thereunder.	272,796,403 (99.9963%)	10,000 (0.0037%)

Note: Please refer to the Notice for the full version of the resolution

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company.

GRANT OF WHITEWASH WAIVER

The Whitewash Waiver was granted by the Executive on 19 December 2013. As mentioned above, the Whitewash Waiver was approved by the Independent Shareholders at the SGM. On the basis that the Hung Concert Group will not acquire or dispose of any voting rights of the Company between the date of the Announcement (being 12 November 2013) and the date of issuance of the Conversion Shares, no mandatory general offer under Rule 26 of the

Takeovers Code will be required to be made by Mr. Hung for all the securities of the Company not already owned or agreed to be acquired by the Hung Concert Group as a result of the Full Conversion.

FULL CONVERSION OF THE CONVERTIBLE BONDS DUE 2018

As the Approvals have been obtained, pursuant to the Undertaking, Mr. Hung has exercised his conversion rights under the Convertible Bonds Due 2018 in full by serving a conversion notice (“**Conversion Notice**”) on the Company on 20 December 2013 after the holding of the SGM. Pursuant to the Conversion Notice and the terms and conditions governing the Convertible Bonds Due 2018, and at a Conversion Price of HK\$0.21 per Share, 148,000,000 Conversion Shares will be allotted and issued to Mr. Hung as soon as possible, with effect from 20 December 2013. Immediately after the issuance of the Conversion Shares to Mr. Hung, the issued share capital of the Company will become 1,159,773,826 Shares and the Hung Concert Group will become interested in 570,100,584 Shares, representing approximately 49.16% of the entire issued share capital of the Company (assuming no other changes to the issued share capital of the Company between the date of this announcement and the date of issuance of the Conversion Shares).

The following table sets out the shareholding structure of the Company immediately before and after the issuance of 148,000,000 Conversion Shares to Mr. Hung:

Shareholder	Shareholding immediately before the issue of Conversion Shares		Shareholding immediately after the issue of Conversion Shares ^{Note 2}	
	No. of Shares	Percentage of entire issued Shares (%)	No. of Shares	Percentage of entire issued Shares (%)
Hung Concert Group:				
- Hung Kin Sang, Raymond (executive Director) ^{Note 1}	419,140,584	41.4263	567,140,584	48.9010
- Hung Kai Mau, Marcus (executive Director)	2,960,000	0.2926	2,960,000	0.2552
Total:	422,100,584	41.7189	570,100,584	49.1562
Ng Kit Ling (executive Director)	10,000	0.0010	10,000	0.0009
Public Shareholders	589,663,242	58.2801	589,663,242	50.8429
Total:	1,011,773,826	100	1,159,773,826	100

Note 1. Mr. Hung's interests in the Shares include 44,362,883 Shares held by Malcolm Trading Inc. and 30,660,000 Shares held by Jaytime Overseas Ltd. Each of Malcolm Trading Inc. and Jaytime Overseas Ltd. is a company wholly-owned and controlled by Mr. Hung.

Note 2. This assumes no other changes to the issued share capital of the Company between the date of this announcement and the date of issuance of the Conversion Shares.

By Order of the board
Applied Development Holdings Limited
Ng Kit Ling
Company Secretary

Hong Kong, 20 December 2013

**for identification purpose only*

As at the date of this announcement, the Board comprises Mr. Hung Kin Sang, Raymond, Mr. Hung Kai Mau, Marcus and Ms. Ng Kit Ling as executive Directors; Mr. Lun Tsan Kau, Mr. Su Ru Jia, Mr. Lo Yun Tai and Mr. Chan Ming Fai, Terence as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Mr. Hung as offeror and the Hung Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The information relating to Mr. Hung as offeror and the Hung Concert Parties has been supplied by Mr. Hung. Mr. Hung accepts full responsibility for the accuracy of the information contained in this announcement (in relation to information relating to Mr. Hung as offeror and the Hung Concert Parties) and confirms, having made all reasonable enquiries, that to the best of his knowledge, the opinions expressed in this announcement by him have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.