



# APPLIED DEVELOPMENT HOLDINGS LIMITED

實力建業集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 25 APRIL 2017 (TUESDAY) (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
(the "Shares") of HK\$0.01 each in the capital of Applied Development Holdings Limited (the "Company"), HEREBY APPOINT

\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting <sup>(Note 3)</sup>, as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held at The Boardroom (Basement 2), The Wharney Guang Dong Hotel Hong Kong, 57 - 73 Lockhart Road, Wanchai, Hong Kong on Tuesday, 25 April 2017 at 10:00 a.m. (or at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

All capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 28 March 2017 (the "Circular") unless the context requires otherwise.

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	<p>(a) the capital injection agreement dated 23 January 2017 (the "Capital Injection Agreement") entered into amongst (i) the Company, (ii) Nantong Ronghui Property Development Limited* (南通融匯房地產開發有限公司) ("Nantong Ronghui") and Herong Holdings Group Limited* (和融控股集團有限公司) ("Herong Holdings") (both being the original shareholders of Yancheng Herong Property Development Limited* (鹽城和融房地產開發有限公司) ("Yancheng Herong") and currently holding 60% and 40% of the equity interests of Yancheng Herong, respectively), and (iii) Yancheng Herong, in relation to the the capital injection of RMB150,000,000 into Yancheng Herong by the Company (or indirectly through its wholly-owned subsidiary) by way of cash contribution, a copy of which is produced to the Meeting and initialed by the Chairman of the Meeting for the purpose of identification, and the terms and conditions of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more of the directors of the Company be and is/are hereby authorised to do all other acts and things, to sign and execute all such further documents or agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where execution under seal is required) and to do such acts and things and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the Capital Injection Agreement and the transactions contemplated thereunder.</p>		

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** Delivery of the proxy form will not preclude you from attending and voting in person at the Meeting or the adjourned meeting.
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/ her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the 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 principal place of business of the Company in Hong Kong at Unit 1801, 18/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- Where there are joint holders of any Shares, any one of such joint holder may vote either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
- The proxy need not be a member of the Company.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish.

\* For identification purpose only

In the event of inconsistency, the English text of this form shall prevail over the Chinese text thereof.