



## APPLIED DEVELOPMENT HOLDINGS LTD.

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 22 May 2013 (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders(s) of (Note 2) \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of Applied Development Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her, the Chairman of the meeting (Note 4), 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 9:30 a.m. on 22 May 2013 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong (or at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution as 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 the resolution as indicated below 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.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 6 May 2013.

RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
To approve, confirm and ratify the Subscription Agreement, to approve the creation and issue of the Convertible Bonds, to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bond and authorise the Directors to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder (Note 6)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013. Signature (Note 8) \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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 the Shares registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
4. Please insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. **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.**
5. **IMPORTANT:** If you wish to vote for the resolution, tick the box marked "FOR" beside the resolution. If you wish to vote against the resolution, tick the box marked "AGAINST" beside the resolution. Failure to give any direction will entitle your proxy to vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
6. The full text of the resolution is set out in the Notice of the Special General Meeting dated 6 May 2013.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorised.
8. 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 thereof, must be deposited at the principal place of business of the Company at Units 3402-3, 34/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.
9. Where there are joint holders of any share, any one of such joint holders may vote at any meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any 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 jointholders, 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 the joint holding.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting in person on any or all resolutions on which you are entitled to vote at the Meeting and any adjournment thereof and, in such event, any vote cast by your proxy on the same resolution will be null and void.

\* For identification only