



## APPLIED DEVELOPMENT HOLDINGS LTD.

實力建業集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code : 519)

### PROXY FORM

Form of proxy for use at the special general meeting (the "Meeting") to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Central, Hong Kong on 30 December 2008 (Tuesday) at 10:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the capital of Applied Development Holdings Limited, (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_

or, failing him/her, the Chairman of the Meeting as my/our proxy to attend for me/us behalf at the Meeting to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Central, Hong Kong on 30 December 2008 (Tuesday) at 10:00 a.m. and at any adjournment thereof on the undermentioned resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve the Agreement and all transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

Shareholder's signature <sup>(Note 5)</sup> \_\_\_\_\_

**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) 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 initialled by the person(s) who sign(s) it. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Meeting or the adjourned meeting on any or all resolutions on which you are entitled to vote. In the event that you attend the meeting or the adjourned meeting, this form of proxy will be deemed to be revoked.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK ("✓") IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK ("✓") IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (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 executed either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) Where there are joint holders of any share, any one of such joint holder may vote at the 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 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 the joint holding. Several executors or administrators of a deceased member of the Company in whose name any share stands shall for this purpose be deemed joint holders thereof.
- (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 certified copy of such power or authority shall be deposited at the head office and the principal place of business of the Company at Units 3402-03, 34/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting and in default the instrument of proxy shall not be treated as valid.
- (8) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a Member of the Company.

\* for identification purpose only