



**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 FRIDAY, 20 DECEMBER 2013  
(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 10:00 a.m. on Friday, 20 December 2013 at Caine 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 set out in the notice convening the Meeting and at the Meeting ("Notice") or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of such resolutions 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.

<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
To approve the Whitewash Waiver (as defined in the Notice) and all transactions contemplated thereunder.		

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

Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must 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 Shares 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 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.**
4. **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.
5. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the special general meeting. A proxy need not be a member of the Company.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. The instrument appointing a proxy and the 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 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 for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
8. No instrument appointing a proxy shall be valid after expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.
9. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person on any or all resolutions on which he is entitled to vote at the meeting or poll concerned, and in such event any vote cast by his proxy on the same resolution shall be null and void.
10. All resolutions will be voted on by way of poll.

\* For identification purposes only