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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Applied Development Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



APPLIED DEVELOPMENT HOLDINGS LTD.

實力建業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 519)

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the annual report of Applied Development Holdings Limited for the year ended 30 June 2014 which comprises the Directors' report, the auditor's report and the audited financial statements of Applied Development Holdings Limited and its subsidiaries for the year ended 30 June 2014.

A notice convening an annual general meeting of Applied Development Holdings Limited to be held at 1:45 p.m. on 4 November 2014 (Tuesday) at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 13 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Units 3402-3, 34/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

10 October 2014

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 1:45 p.m. on 4 November 2014 (Tuesday) at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular;
“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon;
“bye-laws”	the bye-laws of the Company;
“close associates”	the meaning ascribed to it under the Listing Rules;
“Company”	Applied Development Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	the meaning ascribed to it under the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	6 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution;
“Scheme Limit”	the meaning ascribed thereto in the section headed “Refreshment of Scheme Limit” in the Letter from the Board in this circular;
“Scheme Mandate Limit”	the meaning ascribed thereto in the section headed “Refreshment of Scheme Mandate Limit” in the Letter from the Board in this circular;
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 15 November 2012;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Act 1981 of Bermuda as modified from time to time) of the Company;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



APPLIED DEVELOPMENT HOLDINGS LTD.

實力建業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 519)

Executive Directors:

Mr. Hung Kin Sang, Raymond (*Managing Director*)

Mr. Hung Kai Mau, Marcus (*Chairman*)

Ms. Ng Kit Ling

Independent Non-Executive Directors:

Mr. Lun Tsan Kau

Mr. Su Ru Jia

Mr. Lo Yun Tai

Mr. Chan Ming Fai, Terence

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business:

Units 3402-3, 34/F

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

10 October 2014

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the resolutions to be proposed at the forthcoming AGM in relation to (a) the proposed Issue Mandate and the proposed Repurchase Mandate (b) the refreshment of the Scheme Mandate Limit and (c) re-election of Directors; (ii) set out an explanatory statement regarding the proposed Repurchase Mandate; and (iii) give you notice of the AGM.

** For identification purpose only*

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give to the Directors new general and unconditional mandates:

- (i) to allot, issue and otherwise deal with new Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,660,739 fully paid-up Shares. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be allotted, issued or otherwise dealt with pursuant to the Issue Mandate will be 347,932,147 Shares; and
- (ii) to repurchase Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,660,739 fully paid-up Shares. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be repurchased pursuant to the Repurchase Mandate will be 173,966,073 Shares.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the number of Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate, those Shares repurchased (if any) by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate and the Repurchase Mandate will expire on whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions at the AGM at which time such Issue Mandate and Repurchase Mandate shall lapse unless, by ordinary resolutions passed at that meeting, the mandates are renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolutions at the AGM by an ordinary resolution of the Shareholders in a general meeting.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM). The information in the explanatory statement is to provide you with the information reasonable necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. An explanatory statement containing information regarding the Repurchase Mandate and as required under Rule 10.06(1)(b) of the Listing Rules is set out in the Appendix I to this circular.

The listing of and permission to deal in any new Shares issued will be subject to the approval of the Stock Exchange.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT

In order to provide the Company with greater flexibility in granting share options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as an incentive or reward for their contribution to the Company, a resolution will be proposed at the forthcoming AGM in relation to the refreshment of the Scheme Mandate Limit of the Share Option Scheme.

The Share Option Scheme was adopted on 15 November 2012. Pursuant to the terms of the Share Option Scheme, among other things:

- (1) the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time (the “Scheme Limit”); and
- (2) the number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue on the day of adoption of the Share Option Scheme (“Scheme Mandate Limit”).

The Company may renew the Scheme Mandate Limit at any time, subject to prior Shareholders’ approval in general meeting and the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon exercise of options granted pursuant to the refreshment of the Scheme Mandate Limit. However, the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company under the Scheme Mandate Limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of the approval of the refreshment of the Scheme Mandate Limit. Share options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for purpose of calculating the Scheme Mandate Limit as “refreshed”.

The existing Scheme Mandate Limit of the Share Option Scheme is 83,777,382 Shares, being 10% of the Shares of the Company in issue on the day the Scheme Mandate Limit was approved on 15 November 2012. The Directors believe that the Share Option Scheme is a cost effective way to provide incentives to, and recognise the contributions of, the Group’s employees and other selected grantees. The refreshment of the Scheme Mandate Limit will give the Directors more flexibility in employing the Share Option Scheme in the future should they need to grant share options over the existing limit. Accordingly, the Directors would like to take the AGM as an opportunity to approve the refreshment of the Scheme Mandate Limit.

As at the Latest Practicable Date, there were no options carrying the right to subscribe for any Shares which had been granted under the existing Scheme Mandate Limit. On 15 August 2014, the Company issued 579,886,913 Shares in connection with a rights issue conducted by the Company, on the basis of one rights Share for every two Shares held. The number of issued Shares upon completion of the rights issue was 1,739,660,739 Shares. If the Scheme Mandate Limit is “refreshed” at the AGM, on the basis of 1,739,660,739 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted and issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Scheme Mandate Limit will be “refreshed” to

LETTER FROM THE BOARD

173,966,073 Shares which does not exceed the Scheme Limit of 521,898,221 Shares. The Company wishes to seek the Shareholders' approval of a refreshment of the Scheme Mandate Limit at the AGM subject to the requirements under the Listing Rules. Save for the Share Option Scheme, the Company has not adopted any other share option schemes.

The refreshment of the Scheme Mandate Limit is subject to (i) the Shareholders' approval at the AGM; and (ii) the Listing Committee granting approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any share options granted under the refreshed limit of the Share Option Scheme.

Application will be made to the Stock Exchange for listing of and permission to deal in the Shares to be issued upon exercise of share options granted pursuant to the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors including three executive Directors, namely, Mr. Hung Kin Sang, Raymond (Managing Director), Mr. Hung Kai Mau, Marcus (Chairman) and Ms. Ng Kit Ling, four independent non-executive Directors, namely, Mr. Lun Tsan Kau, Mr. Su Ru Jia, Mr. Lo Yun Tai and Mr. Chan Ming Fai, Terence.

Bye-law 87(1) of the bye-laws provides, inter alia, that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not greater than one-third, shall retire from office by rotation provided that the Chairman of the Board and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Notwithstanding the provisions of Bye-law 87(1), in practice, the Chairman of the Board, Mr. Hung Kai Mau, Marcus has voluntarily submitted himself for re-election by Shareholders at the annual general meeting of the Company before, and will continue to do so, and the Managing Director of the Company, Mr. Hung Kin Sang Raymond will also voluntarily submitted himself for re-election by Shareholders at the annual general meeting of the Company at least once every three years. Accordingly in practice, all Directors (including the Independent Non-executive Directors), are subject to retirement by rotation at least once every three years. Bye-law 86(2) of the bye laws provides, inter alia, that any Director appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election at that meeting. In addition, the Code on Corporate Governance Code and Corporate Governance Report (the "Code") contained in Appendix 14 to the Listing Rules provides, inter alia, that all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after their appointment and every Director should be subject to retirement by rotation at least once every three years. In accordance with the bye-laws and the Code, Mr. Hung Kai Mau, Marcus and Mr. Chan Ming Fai, Terence shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election. Details of the above Directors that are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 1:45 p.m. on 4 November 2014 (Tuesday) at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 13 to 17 of this circular.

ACTION TO BE TAKEN

You will find enclosed, a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Units 3402-3, 34/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll save that resolutions on purely procedural or administrative matters may be voted on by a show of hands if allowed to do so by the chairman of the meeting, acting in good faith. Therefore, pursuant to bye-law 66(a) of the bye-laws, the chairman of the AGM will demand that voting on all resolutions put forward at the AGM shall be taken by way of poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of all the relevant resolutions at the AGM.

By Order of the Board,
Applied Development Holdings Limited
Hung Kai Mau, Marcus
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. THE STOCK EXCHANGE RULES FOR PURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions, which include that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction, and that the shares to be purchased must be fully paid up.

2. FUNDING OF PURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and bye-laws of the Company and the Companies Act 1981 of Bermuda. It is presently proposed that any repurchase of Shares would be funded from the available cash flow and/or working capital facilities of the Company.

As compared with the financial position of the Company as at 30 June 2014 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were carried out in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position, which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,660,739 Shares. Subject to the passing of the relevant ordinary resolutions at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 173,966,073 Shares.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the memorandum of association and bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on the register of members of the Company and to the best of the knowledge and belief of the Directors, the substantial Shareholders having interests in 5% or more of the issued share capital of the Company were:

Name of Shareholder	Personal Interest	Number of Shares		Total	Approximate % shareholding	If the Repurchase Mandate is exercised in full
		Held by Corporates			As at the Latest Practicable Date	
Hung Kin Sang, Raymond ("Mr. Hung")	738,176,551	112,534,324		850,710,875 (Note 1)	48.90%	54.33%

Notes:

1. Mr. Hung is interested in 850,710,875 Shares in the manner set out as follows:
 - (a) 738,176,551 existing Shares are beneficially owned and held in Mr. Hung's own name.
 - (b) 66,544,324 Shares are held by Malcolm Trading Inc., the entire issued shares of which are beneficially owned by Mr. Hung.
 - (c) 45,990,000 Shares are held by Jaytime Overseas Limited, the entire issued shares of which are beneficially owned by Mr. Hung.
2. Mr. Hung has confirmed to the Company that 15,015,084 Shares held in the name of Ms. Wong Kar Gee, Mimi will be transferred to him pursuant to a court order in September 2013. After the aggregation of such 15,015,084 Shares, Mr. Hung will be interested in 865,725,959 Shares as at the Latest Practicable Date, representing approximately 49.76% of the issued share capital of the Company at the Latest Practicable Date and 55.29% if the Repurchase Mandate is exercised in full.

In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate which is proposed to be granted pursuant to the relevant resolution, the interests held by Mr. Hung in the Company would be increased from approximately 48.90% to approximately 54.33%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to such an extent which would render Mr. Hung or any Shareholder or group of Shareholders having an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Board does not intend to exercise the Repurchase Mandate such an extent which would result in less than 25% of the Shares being held by the public.

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is exercised, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices (adjusted for the right issue of the Company) at which the Shares were traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2013		
October	0.5000	0.3060
November	0.3800	0.3400
December	0.4330	0.3300
2014		
January	0.3860	0.2730
February	0.3860	0.3300
March	0.5800	0.3660
April	0.5200	0.4130
May	0.5600	0.4200
June	0.4660	0.2800
July	0.3400	0.2530
August	0.4150	0.2850
September	0.4400	0.3100
October 2014 up to and including the Latest Practicable Date	0.3650	0.3300

All of the following retiring Directors are eligible for re-election and have expressed their willingness to stand for re-election at the AGM. Brief biographical details for each of the retiring Directors are set out as follows:

(1) Mr. Hung Kai Mau, Marcus

Mr. Hung Kai Mau, Marcus (“Mr. Marcus Hung”), aged 32, Chairman, holds a Bachelor’s degree in Economics and a Master in Business Administration degree, both from University of Chicago, United States of America. He joined the Company in 2005. He is principally responsible for the overall management and business of the Group.

Mr. Marcus Hung is the son of Mr. Hung Kin Sang, Raymond. As at the Latest Practicable Date, Mr. Marcus Hung beneficially owns 4,440,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance, representing approximately 0.26% of the issued share capital of the Company. He is also a director of all members of the Group except Quorum Electronics (Shenzhen) Company Limited. He has not held any other directorships in any other listed public companies in the last three years.

There is no service contract between the Company and Mr. Marcus Hung. In addition, Mr. Marcus Hung is not appointed for a specific term and his length of service as a Director of the Company is subject to the relevant provisions in the bye-laws. Mr. Marcus Hung is currently entitled to receive a Director’s emoluments of HK\$3,011,939 per annum which is subject to annual review by the Board by reference to market benchmarks.

Save as disclosed above, there are no other matters concerning Mr. Marcus Hung that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Marcus Hung as a Director.

(2) Mr. Chan Ming Fai, Terence

Mr. Chan Ming Fai, Terence (“Mr. Chan”), aged 44, Independent Non-executive Director, holds a Master Business Administration degree in E-Commerce from University of Ballarat, Australia and a Bachelor of Business Administration degree in Economics from Hong Kong Baptist University. He is also a member of the Association of Chartered Certified Accountants. He has been working as a financial consultant since 2008, before which he was a director of Zap Financial Consultancy Ltd, providing financial consulting or advisory service. He has over 21 years of experience in financial consulting, corporate restructuring, mergers and acquisitions, raising capital and financing, strategic financial planning, especially assisting over 100 Chinese enterprises in the obtaining of leasing finance and trade finance through banks in Hong Kong and the PRC. He joined the Company as an Independent Non-executive Director in December 2011.

Mr. Chan does not have any relationship with any Directors, members, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chan does not beneficially own any Shares within the meaning of Part XV of the Securities and Futures Ordinance. He has not held any other directorships in any other listed public companies in the last three years.

There is no service contract between the Company and Mr. Chan. In addition, Mr. Chan is appointed for a specific term of 3 years and his length of service as a Director of the Company is subject to the relevant provisions in the bye-laws. Mr. Chan is currently entitled to receive a Director's emoluments of HK\$150,000 per annum which is subject to annual review by the Board by reference to market benchmarks.

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Chan as a Director.

NOTICE OF ANNUAL GENERAL MEETING



APPLIED DEVELOPMENT HOLDINGS LTD.

實力建業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 519)

NOTICE IS HEREBY GIVEN that an annual general meeting (“Annual General Meeting”) of Applied Development Holdings Limited (the “Company”) will be held at 1:45 p.m. on 4 November 2014 (Tuesday) at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

As ordinary business, to consider and if thought fit to pass the following ordinary resolutions:

1. to receive and consider the audited financial statements and reports of the directors and independent auditor of the Company for the year ended 30 June 2014.
2. (a) to re-elect Mr. Hung Kai Mau, Marcus as a director of the Company;
(b) to re-elect Mr. Chan Ming Fai, Terence as a director of the Company;
3. to authorise the board of directors of the Company (“Board”) to fix the remuneration of the directors of the Company (“Directors”) for the year ending 30 June 2015.
4. to re-appoint Mazars CPA Limited as the independent auditor of the Company and authorise the Board to fix the independent auditor’s remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

** For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital which may be allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) pursuant to the exercise of any options granted under the share option scheme adopted by the Company; or (iii) an issue of Shares upon the exercise of subscription or conversion rights attached to warrants which might be issued by the Company or any securities which are convertible into Shares; or (iv) an issue of Shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company (“bye-laws”); or (v) a specific authority granted by the Shareholders of the Company (the “Shareholders”) in general meeting, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the close of business on the day of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time the authority granted under this resolution shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting.

“Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in that place).”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, the exercise by the Directors of all powers of the Company to purchase such shares being subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company which may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the close of business on the day of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time the authority granted under this resolution shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 above, the aggregate nominal amount of the number of Shares which are repurchased by the Company pursuant to and in accordance with ordinary resolution numbered 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the directors of the Company pursuant to and in accordance with ordinary resolution numbered 5.”
8. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the Shares which may be allotted and issued upon the exercise of options to be granted under the share option scheme adopted by the Company on 15 November 2012 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby refreshed and renewed provided that the total number of Shares which may be allotted and issued upon the exercise of all the options to be grant under the Share Option Scheme (excluding options granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the close of business on the day of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby unconditionally authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 10 October 2014

Executive Directors:

Mr. Hung Kin Sang, Raymond
Mr. Hung Kai Mau, Marcus
Ms. Ng Kit Ling

Independent Non-Executive Directors:

Mr. Lun Tsan Kau
Mr. Su Ru Jia
Mr. Lo Yun Tai
Mr. Chan Ming Fai, Terence

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Units 3402-3, 34/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. *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, votes may be given either personally or by proxy. A proxy need not be a member of the Company. 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 Annual General Meeting.*
2. *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.*
3. *A form of proxy for use at the meeting is enclosed.*
4. *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.*
5. *The register of members of the Company will be closed from Friday, 31 October 2014 to Tuesday, 4 November 2014 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 30 October 2014.*
6. *No instrument appointing a proxy shall be valid after the expiration of twelve months from the date stated therein 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.*
7. *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.*
8. *All resolutions set out in the notice of the Annual General Meeting will be voted on by way of poll.*