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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 LIMITED

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, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

This circular is despatched together with a notice convening an annual general meeting of Applied Development Holdings Limited to be held at 10:00 a.m. on 30 December 2015 (Wednesday) at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, 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.

27 November 2015

** For identification purpose only*

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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 10:00 a.m. on 30 December 2015 (Wednesday) at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular;
“Board”	the Board of Directors;
“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 Main Board of the Stock Exchange;
“core connected person”	the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) 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 the 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”	23 November 2015, 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;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the 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;

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“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 LIMITED

實力建業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

Executive Directors:

Ms. Wang Jingyu (*Chairlady and Managing Director*)
Ms. Ng Kit Ling
Mr. Tsao Hoi Ho
Mr. Meng Song

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

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

Principal place of business:

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

27 November 2015

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
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 and (b) the re-election of Directors; (ii) set out an explanatory statement regarding the proposed Repurchase Mandate; and (iii) give you the 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 grant 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 reasonably 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

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors including four Executive Directors, namely, Ms. Wang Jingyu (Chairlady and Managing Director), Ms. Ng Kit Ling, Mr. Tsao Hoi Ho and Mr. Meng Song and three Independent Non-executive Directors, namely, 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 Chairlady and Managing Director of the Board, Ms. Wang Jingyu has voluntarily submitted herself for re-election by Shareholders at the annual general meeting of the Company before, and will continue to do so 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, 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, Ms. Wang Jingyu, Ms. Ng Kit Ling, Mr. Tsao Hoi Ho, Mr. Meng Song and Mr. Lo Yun Tai shall retire by rotation at the AGM. Mr. Meng Song will not offer himself for re-election and will retire at the AGM whereas Ms. Wang Jingyu, Ms. Ng Kit Ling, Mr. Tsao Hoi Ho and Mr. Lo Yun Tai, being eligible, have offered themselves for re-election at the AGM. Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 10:00 a.m. on 30 December 2015 (Wednesday) at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, 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.

LETTER FROM THE BOARD

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; and (ii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions at the AGM.

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.

By Order of the Board,
Applied Development Holdings Limited
Wang Jingyu
Chairlady and Managing Director

In the event of inconsistency, the English text of this letter from the Board shall prevail over the Chinese text thereof.

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 Bye-laws 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 2015 (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 or 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 its 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 Company 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 of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

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, to the best of the knowledge and belief of the Directors, Millennium Capital Asia Limited ("Millennium Capital") beneficially owned 465,725,959 Shares, representing approximately 26.77% of the total issued share capital of the Company. Millennium Capital is wholly owned by Peak Access International Limited which is in turn wholly owned by Ms. Wang Jingyu ("Ms. Wang").

In the event that the Directors exercise in full the power of the Company to repurchase Shares pursuant to the Repurchase Mandate which is proposed to be granted pursuant to the relevant resolution, the interests of Ms. Wang in the Company would be increased from approximately 26.77% to approximately 29.75%. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Board does not intend to exercise the Repurchase Mandate to such an extent which would result in less than 25% of the issued Shares being held by the public which is the minimum public float required under the Listing Rules.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

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 approved, to sell any 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 any 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 PRICES

The highest and lowest prices 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:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
November	0.375	0.320
December	0.370	0.245
2015		
January	0.345	0.300
February	0.335	0.285
March	0.395	0.300
April	0.610	0.350
May	0.850	0.500
June	0.920	0.570
July	0.610	0.280
August	0.390	0.232
September	0.400	0.240
October	0.410	0.320
November 2015 up to and including the Latest Practicable Date	0.530	0.330

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) Ms. Wang Jingyu

Ms. Wang Jingyu (“Ms. Wang”), aged 35, Chairlady, Managing Director and a director of various subsidiaries of the Company, Ms. Wang graduated from Southwestern University of Finance and Economics in the People’s Republic of China (the “PRC”) with a Bachelor’s degree in Economics and specialised in International Finance. She has joined the Group since 15 July 2015. She has over 10 years of experience in financial management and investments in the PRC. Ms. Wang was an executive director of Winshine Entertainment & Media Holding Company Limited (stock code: 209) from 25 November 2009 to 10 November 2014.

Save as disclosed above, Ms. Wang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Ms. Wang is deemed to be interested in 465,725,959 Shares, representing approximately 26.77% of the issued share capital of the Company under Part XV of the SFO. The 465,725,959 Shares are held by Millennium Capital Asia Limited, which is wholly owned by Peak Access International Limited, which is in turn wholly owned by Ms. Wang.

Save as disclosed above, Ms. Wang does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Wang. In addition, Ms. Wang is not appointed for any specific term and her length of service as a director of the Company is subject to the relevant provisions in the Bye-laws. Ms. Wang is currently not entitled to any remuneration but her remuneration will be determined by the Remuneration Committee with reference to her qualifications, experience, responsibilities and prevailing market practice.

Save as disclosed above, there are no other matters concerning Ms. Wang 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 Ms. Wang as a Director.

(2) Ms. Ng Kit Ling

Ms. Ng Kit Ling (“Ms. Ng”), aged 50, an Executive Director and a director of various subsidiaries of the Company, Ms. Ng is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and she holds a Master’s degree in Accountancy from the Hong Kong Polytechnic University. She joined the Group in 2005 and immediately prior to her appointment as an Executive Director, Ms. Ng was the Financial Controller and Company Secretary of the Company. She has over 29 years of experience in finance and accounting matters of companies listed in Hong Kong. Ms. Ng is also the Company Secretary of the Company.

Ms. Ng has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Ms. Ng is beneficially interested in 15,000 Shares within the meaning of Part XV of the SFO, representing approximately 0.001% of the issued share capital of the Company.

Ms. Ng does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Ng. In addition, Ms. Ng is not appointed for any specific term and her length of service as a director of the Company is subject to the relevant provisions in the Bye-laws. Ms. Ng is currently entitled to receive a director's remuneration of HK\$1,033,200 per annum which has been approved by the Remuneration Committee based on her qualifications, experience, responsibilities and prevailing market practice. The director's remuneration of Ms. Ng is subject to annual review by the Remuneration Committee.

Save as disclosed above, there are no other matters concerning Ms. Ng 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 Ms. Ng as a Director.

(3) Mr. Tsao Hoi Ho

Mr. Tsao Hoi Ho ("Mr. Tsao"), aged 50, an Executive Director and a director of various subsidiaries of the Company, Mr. Tsao is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants, an associate of The Institute of Chartered Secretaries and Administrators, an associate of the Australasian Institute of Banking & Finance and an associate of the Bankers' Institute of New Zealand. Mr. Tsao holds a Master of Business Administration degree from the University of Warwick. Mr. Tsao has joined the Group since 18 December 2014. He has over 20 years' extensive experience in auditing, corporate finance and company secretarial practice. Mr. Tsao is an independent non-executive director of Uni-Bio Science Group Limited (stock code: 690), whose shares are listed on the Main Board of the Stock Exchange. He had worked for international accounting firms for over 5 years and is currently the Financial Controller, Company Secretary and authorised representative of Ningbo WanHao Holdings Company Limited, a joint stock limited company incorporated in the PRC whose shares are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8249).

Save as disclosed above, Mr. Tsao has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Tsao does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tsao does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Tsao. In addition, Mr. Tsao is not appointed for any specific term and his length of service as a director of the Company is subject to the relevant provisions in the Bye-laws. Mr. Tsao is currently entitled to receive a director's remuneration of HK\$360,000 per annum which has been approved by the Remuneration Committee based on his qualifications, experience, responsibilities and prevailing market practice. The director's remuneration of Mr. Tsao is subject to annual review by the Remuneration Committee.

Save as disclosed above, there are no other matters concerning Mr. Tsao 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. Tsao as a Director.

(4) Mr. Lo Yun Tai

Mr. Lo Yun Tai, aged 70, an Independent Non-executive Director, holds a Bachelor of Science degree in Mechanical Engineering from National Taiwan University. He has over 45 years extensive experience in corporate management and operation of his chain of private companies of which he is the sole-proprietor. He is also familiar with the business, operations and development of the Company and its subsidiaries acquired during the time when he was an Independent Non-executive Director of the Company from 1998 to 2009. He rejoined the Company as an Independent Non-executive Director in December 2011.

Mr. Lo has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Lo does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lo does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Lo. In addition, Mr. Lo is not appointed for any specific term and his length of service as a director of the Company is subject to the relevant provisions in the Bye-laws. Mr. Lo is currently entitled to receive a director's fee of HK\$150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, responsibilities and prevailing market practice. The director's fee of Mr. Lo is subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there are no other matters concerning Mr. Lo 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. Lo as a Director.

NOTICE OF ANNUAL GENERAL MEETING



APPLIED DEVELOPMENT HOLDINGS LIMITED

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 10:00 a.m. on 30 December 2015 (Wednesday) at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong for the following purposes:

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

1. To receive, consider and adopt the audited financial statements and reports of the directors and auditor of the Company for the year ended 30 June 2015.
2.
 - (a) To re-elect Ms. Wang Jingyu as a director of the Company;
 - (b) To re-elect Ms. Ng Kit Ling as a director of the Company;
 - (c) To re-elect Mr. Tsao Hoi Ho as a director of the Company;
 - (d) To re-elect Mr. Lo Yun Tai 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”).
4. To re-appoint Mazars CPA Limited as auditor of the Company and authorise the Board to fix the 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 pursuant to and in accordance with ordinary resolution numbered 5.”

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

Hong Kong, 27 November 2015

Executive Directors:

Ms. Wang Jingyu (*Chairlady and Managing Director*)
Ms. Ng Kit Ling
Mr. Tsao Hoi Ho
Mr. Meng Song

Independent Non-Executive Directors:

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/her/its proxy to attend and vote instead of him/her/it. 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/her/it and vote on his/her/its 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/her 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. 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/she/it is entitled to vote at the meeting or poll concerned, and in such event any vote cast by his/her/its proxy on the same resolution shall be null and void.*
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 appointed 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. *In the case of joint holders of shares, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.*
6. *All resolutions set out in the notice of the Annual General Meeting will be voted on by way of poll.*
7. *If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.applieddev.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.*

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