APPLIED DEVELOPMENT HOLDINGS LIMITED
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 21 DECEMBER 2015 (MONDAY)
(or any adjournment thereof)**

I/We *(Note 1)* _____

of _____

being the registered holder(s) of *(Note 2)* _____ 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 *(Note 3)*, 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 Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong at 2:00 p.m. on 21 December 2015 (Monday) (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 (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution 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.

All capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 4 December 2015 unless the context requires otherwise.

ORDINARY RESOLUTION	FOR *(Note 4)*	AGAINST *(Note 4)*
To approve the Disposal Agreement and the transactions contemplated thereunder.		

Signature(s) *(Note 5)* _____   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 INITIALLED 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. 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 either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the principal place of business of the Company at Units 3402-3, 34/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).

7. Where there are joint holders of any Shares, any one of such joint holder may vote either in person or by proxy, in respect of such Shares as if he/she was 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 such joint holding.

8. The proxy need not be a member of the Company.

9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish.

* *For identification purpose only*