



合生創展集團有限公司*

HOPSON DEVELOPMENT HOLDINGS LIMITED

(Stock Code: 754)

(Incorporated in Bermuda with limited liability)

website: <http://www.irasia.com/listco/hk/hopson>

FORM OF PROXY FOR SPECIAL GENERAL MEETING (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of the
abovenamed company ("Company") HEREBY APPOINT ^(Note 3) the Chairman of the meeting, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Vinson Room, Pacific Place Conference
Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 22 February 2011 at 10:00 a.m. in respect of the resolutions set out in the notice
convening the said meeting ("Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To increase the authorised share capital of the Company from HK\$200,000,000 to HK\$300,000,000 by the creation of an additional 1,000,000,000 shares of HK\$0.1 each, which new shares shall rank <i>pari passu</i> in all respects with the existing shares of the Company.		
2.	<p>(a) To approve, confirm and ratify the share purchase agreement dated 3 November 2010 (as varied and amended by the supplemental agreement dated 13 December 2010) ("Share Purchase Agreement") made between the Company and Farrich Investments Limited ("Farrich"), in respect of the acquisition by the Company of the entire issued share capital of Sun Excel Investments Limited ("Acquisition") at a total consideration of RMB6,605,066,000 ("Consideration") which shall be partly satisfied by the issue by the Company of 523,246,625 shares of HK\$0.1 each in the share capital of the Company ("Consideration Shares") and partly by cash, and the transactions contemplated thereunder;</p> <p>(b) To approve, confirm and ratify the execution, delivery and performance by the Company of the Share Purchase Agreement;</p> <p>(c) To approve, confirm and ratify the Acquisition and all transactions contemplated under or incidental to the Share Purchase Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant thereto;</p> <p>(d) To approve the allotment and issue of 128,000,000 and 395,246,625 Consideration Shares credited as fully paid at an issue price of HK\$9.5 per share to Sounda Properties Limited ("Sounda") and Farrich and/or its nominee(s) (as Farrich may direct), respectively, in accordance with the terms of the Share Purchase Agreement for part payment of the Consideration and to authorise the share registrar of the Company to issue certificate(s) under seal for the said 128,000,000 and 395,246,625 Consideration Shares to Sounda and Farrich and/or its nominee(s) (as Farrich may direct), respectively, on such date (including a day on which the register of members of the Company is closed for transfer of the Shares) as the Company may instruct, and to authorise any one Director acting singly to take any and all action and execute any documents as he may see fit in connection with the aforesaid; and</p> <p>(e) To authorise any one Director of the Company, for and on behalf of the Company, to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Share Purchase Agreement and the Share Issue or any of the transactions contemplated under the Share Purchase Agreement and all other matters incidental thereto.</p>		

Dated this _____ day of 2011 Signature(s) _____ ^(Note 6)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
- Sounda Properties Limited, Hopson Education Charitable Funds Limited and their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall abstain from voting in respect of resolution no. 2.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
- 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 notarially certified copy of such power of attorney or other authority, must be deposited at the principal office of the Company at Suites 3305-3309, 33rd Floor, Jardine House, 1 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjourned meeting thereof.
- Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the said meeting or any adjourned meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

* for identification purposes only