



合生創展集團有限公司*

HOPSON DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 754)

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 Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Friday, 13 July 2012 at 3:00 p.m. or at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
<p>To approve, confirm and ratify the framework agreement (the "New Framework Agreement") dated 11 May 2012 entered into between the Company (together with its subsidiaries, collectively the "Group") and 廣東韓江建築安裝工程有限公司 (Guangdong Hanjiang Construction Installation Project Limited*) ("Hanjiang" together with its subsidiaries and associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), the "Hanjiang Group") and the transactions to be entered into between the Group and the Hanjiang Group contemplated thereunder (the "New Transactions") together with the provision of construction design services by the Hanjiang Group to the Group pursuant to contracts entered into between them prior to 31 December 2011 (the "Old Transaction", together with the New Transactions, collectively the "Continuing Connected Transactions") which is described and defined as "Old Transaction" in the circular of the Company dated 26 June 2012 (the "Circular"), a copy of which is tabled at the meeting for identification purpose; to approve the maximum aggregate annual value of each of the Continuing Connected Transactions for the three financial years ending 31 December 2014 proposed by the directors of the Company ("Directors") as set out in the Circular; and to authorize any one Director to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things on behalf of the Company as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the New Framework Agreement and the Continuing Connected Transactions.</p>		

Dated this _____ day of _____ 2012. Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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.
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 either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. 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, in person 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.
7. 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 3305-09, 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 adjournment thereof.

* for identification purposes only