



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 Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Friday, 12 June 2015 at 10:30 a.m. (or so soon after the annual general meeting of the Company to be held on the same day and at the same place at 10:00 a.m. shall have been concluded or adjourned) or at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting (the "Notice") 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 dated 22 April 2015 entered into between the Company (together with its subsidiaries, 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, its associated companies and close associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), the "Hanjiang Group") ("2015 Framework Agreement"), and the transactions to be entered into between the Group and the Hanjiang Group contemplated thereunder ("Transactions") as set out in the circular of the Company dated 12 May 2015 (the "Circular"), and the maximum aggregate annual transaction amount for the Transactions collectively under the 2015 Framework Agreement for each of the three financial years ending 31 December 2017 as set out in the Circular be approved and to authorise the directors of the Company to do all such acts, matters and things for the purposes of or in connection with the implementation of the 2015 Framework Agreement and the Transactions.</p>		

Dated this _____ day of _____ 2015. 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