



# 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 <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the  
abovenamed company ("Company") HEREBY APPOINT <sup>(Note 3)</sup> 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 Edinburgh  
Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong, on Thursday, 29 August 2019 at 10:00 a.m. or at  
any adjournment thereof in respect of the resolutions 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 RESOLUTIONS	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p>THAT the supplemental framework agreement dated 2 July 2019 entered into between the Company and Mr. Y.H. Chu and Mr. W.H. Chu (together with companies which are associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of either Mr. Y.H. Chu or Mr. W.H. Chu, the "Chu's Controlled Entities") ("Supplemental Framework Agreement"), and the transactions to be entered into between the Group and the Chu's Controlled Entities contemplated thereunder ("Transaction 12") as set out in the circular of the Company dated 12 August 2019 (the "Circular"), a copy of which is tabled at the meeting for identification purpose, be and are hereby approved, confirmed and ratified; and that the maximum aggregate annual transaction amount for Transaction 12 for each of the two financial years ending 31 December 2020 as set out in the Circular be approved; and any one director of the Company as authorised by its board of directors be and is hereby authorised 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 Supplemental Framework Agreement and Transaction 12.</p>		
<p>THAT the Revised Total Annual Caps (as defined in the Circular) under the 2018 Framework Agreement (as supplemented by the Supplemental Framework Agreement) for each of the two financial years ending 31 December 2020 as set out in the Circular be and are hereby approved; and any one director of the Company as authorised by its board of directors be and is hereby authorised 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 Existing Transactions (as defined in the Circular).</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019. Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

#### 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 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.
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