



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>

SECOND FORM OF PROXY FOR ANNUAL 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 (the "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 annual general meeting ("AGM") of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong on Friday, 11 June 2021 at 10:30 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice and supplemental notice convening the AGM (collectively the "Notices") 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 receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2020.		
2.	To declare a final dividend for the year ended 31 December 2020.		
3.	A. To re-elect Mr. Xie Bao Xin as an executive director of the Company (the "Director").		
	B. To re-elect Mr. Bao Wenge as an executive Director.		
	C. To re-elect Mr. Zhang Fan as an executive Director.		
	D. To re-elect Mr. Ching Yu Lung as an independent non-executive Director.		
	E. To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
	F. To re-elect Mr. Ip Wai Lun, William as an independent non-executive Director.		
4.	To re-appoint PricewaterhouseCoopers as auditor and to authorise the Board to fix its remuneration.		
5.	A. To grant a general mandate to the Directors to allot shares.		
	B. To grant a general mandate to the Directors to repurchase the Company's own shares.		
	C. To add the number of shares repurchased under resolution 5.B. to the mandate granted to the Directors under resolution 5.A.		

Dated this _____ day of _____ 2021. 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 (the “Second Proxy Form”) 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 THE SECOND PROXY FORM 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 Notices.
5. The Second Proxy Form 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, 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.
7. To be valid, the Second Proxy Form, 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 branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
8. If you have not yet lodged the form of proxy sent together with the circular of the Company dated 22 April 2021 (the “First Proxy Form”) with the Company’s branch share registrar, you are requested to lodge the Second Proxy Form if you wish to appoint proxy to attend the meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar.
9. If you have already lodged the First Proxy Form with the Company’s branch share registrar, please take note of the following:
 - (i) if no Second Proxy Form is lodged with the Company’s branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Ip Wai Lun, William as an independent non-executive Director as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
 - (ii) if the Second Proxy Form is lodged with the Company’s branch share registrar not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder;
 - (iii) if the Second Proxy Form is lodged with the Company’s branch share registrar less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof, or if lodged not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s branch share registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s branch share registrar by not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 9 June 2021 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
10. Completion and delivery of the Second Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish and in such event, the Second Proxy Form shall be deemed to be revoked.

* *For identification purposes only*