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APPLIED DEVELOPMENT HOLDINGS LIMITED

實力建業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “Meeting”) of Applied Development Holdings Limited (the “Company”) will be held at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong at 2:00 p.m. on 21 December 2015 (Monday) for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 9 November 2015 (the “Disposal Agreement”) entered into between Glory Paradise Group Limited as purchaser and Applied Development Holdings Limited (the “Company”) as vendor in relation to the disposal of (i) the entire issued share capital of Applied Enterprises Limited by AppliedLand Limited; (ii) the entire issued share capital of Beachside Investments Limited by Applied International Holdings Limited; (iii) all obligations, liabilities and debts owing or incurred by Applied Enterprises Limited to AppliedLand Limited as at the date of completion of the Disposal Agreement; and (iv) all obligations, liabilities and debts owing or incurred by Beachside Investments Limited to Applied International Holdings Limited as at the date of completion of the Disposal Agreement, a copy of which has been produced to this Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purpose only

- (b) the directors of the Company be and are hereby authorised to exercise all powers of the Company and to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder.”

By Order of the Board
Applied Development Holdings Limited
Wang Jingyu
Chairlady and Managing Director

Hong Kong, 4 December 2015

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish. In such event, the instrument appointing such a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited at the principal place of business of the Company at Units 3402-3, 34/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The ordinary resolution set out herein and is to be passed at the Meeting will be taken by way of poll.

7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.applieddev.com and on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Executive Directors are Ms. Wang Jingyu, Ms. Ng Kit Ling, Mr. Tsao Hoi Ho and Mr. Meng Song; the Independent Non-executive Directors are Mr. Su Ru Jia, Mr. Lo Yun Tai and Mr. Chan Ming Fai, Terence.

In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text thereof.