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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 The Boardroom (Basement 2), The Wharney Guang Dong Hotel Hong Kong, 57 – 73 Lockhart Road, Wanchai, Hong Kong on Tuesday, 18 April 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the share transfer agreement dated 24 February 2017 (the “**Share Transfer Agreement**”) entered into amongst (i) the Company (as the purchaser), (ii) National Trust\* (國民信託有限公司) (“**National Trust**”) and Mr. Wang (each as a vendor), and (iii) Wuxi Shengye Haigang Joint Stock Company Limited\* (無錫盛業海港股份有限公司) (“**Wuxi Shengye**”), pursuant to which the Company (or indirectly through its subsidiary) has conditionally agreed to purchase, and National Trust and Mr. Wang have conditionally agreed to sell 99% and 1% equity interest in Wuxi Shengye respectively, at a total consideration of RMB234,000,000, a copy of which is produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification, and the terms and conditions of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all other acts and things, to sign and execute all such further documents or agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where execution under seal is required) and to do such acts and things and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the Share Transfer Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Applied Development Holdings Limited**  
**Wang Bo**  
*Chairman and Non-executive Director*

Hong Kong, 24 March 2017

\* *for identification purpose only*

*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. A form of proxy for use at the Meeting is enclosed. 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 register of members of the Company will be closed from Tuesday, 11 April 2017 to Tuesday, 18 April 2017 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the Meeting, during which period no transfer of Share(s) will be registered. In order to be eligible to attend and vote at the Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 April 2017. Shareholders whose names appear on the register of members of the Company on Tuesday, 18 April 2017 shall be entitled to attend and vote at the Meeting.
5. 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 in Hong Kong at Unit 1801, 18/F, West 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.
6. 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.
7. The ordinary resolution set out herein and to be passed at the Meeting will be taken by way of poll.
8. 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](http://www.applieddev.com) and on the HKExnews website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Non-executive Director is Mr. Wang Bo (Chairman); the Executive Directors are Mr. Yuen Chi Ping (Chief Executive Officer) and Ms. Ng Kit Ling and the Independent Non-executive Directors are Mr. Lau Chi Keung, Mr. Yu Tat Chi, Michael and Mr. Chiu Kit Man, Calvin.*

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