



OPES ASIA DEVELOPMENT LIMITED

華保亞洲發展有限公司*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 31 JULY 2012

I/We¹ _____

of _____

being the registered holder(s) of² _____ shares (the "Shares") of HK\$0.01 each in the capital of Opes Asia Development Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF

THE MEETING³, or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Room 1, United Conference Centre Ltd., 10/F., United Centre, 95 Queensway, Hong Kong on Tuesday, 31 July 2012, at 10:00 a.m., (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 31 December 2011.		
2.	(a) To re-elect Ms. Fong Son Wa as an executive Director.		
	(b) To re-elect Mr. Wang Shiyang as non-executive Director.		
	(c) To re-elect Professor Chen Yamin as independent non-executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint FTW & Partners CPA Limited as the Auditors and to authorise the board of Directors to fix the remuneration of the Auditors.		
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted under resolution no. 5 by adding the shares purchased pursuant to the general mandate granted by resolution no. 6.		
8.	To consider, approve and adopt the rules of the New Share Option Scheme (as referred to in the notice of the Meeting) and authorise the board of Directors to, among other things, administer the New Share Option Scheme.		
Special Resolution			
9.	To consider, approve and adopt the new Bye-Laws (as referred to in the notice of the Meeting) in substitution for and to the exclusion of the existing bye-laws of the Company.		

Signature⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated.
- 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 of the company registered under your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the spaces opposite to each of the resolutions how you wish your proxy to vote on your behalf, in the absence of such indication the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- 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 thereof, if any, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or at any adjourned meeting thereof (as the case may be).
- In case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, this form must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or at any adjourned meeting thereof (as the case may be) if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* For identification purpose only