



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 ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of the abovenamed company (“**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 said meeting of the Company to be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou on Thursday, 6 January 2022 at 10:00 a.m. or at any adjournment thereof in respect of the resolution 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 RESOLUTION	FOR ^(Note 3)	AGAINST ^(Note 4)
<p>“THAT</p> <p>(a) the subscription agreement dated 8 December 2021 and the supplemental subscription agreement dated 16 December 2021 (together, the “Subscription Agreement”) and each entered into among the Company, the Subsidiary Guarantors and the Sole Bookrunner and Sole Lead Manager in respect of the issue of the US\$250,000,000 aggregate principal amount of 8.00% guaranteed convertible bonds due 2023 by the Company (the “Bonds”) upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the issue of the Bonds by the Company in accordance with the terms and conditions of the Bonds be and is hereby approved;</p> <p>(c) the allotment and issue of new ordinary shares of HK\$0.10 each in the share capital of the Company (the “Conversion Shares”) which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Bonds in accordance with the terms and conditions of the Bonds be and are hereby approved;</p> <p>(d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of the Bonds, and the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the directors of the Company (the “Directors”) to exercise the powers of the Company for the issue of the Bonds and the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Bonds be and is hereby approved. The aforementioned specific mandate is in addition to, and shall not prejudice or revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(e) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Bonds.”</p>		

Dated this _____ day of _____

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 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 THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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 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 said meeting or any adjournment thereof.

* *for identification purposes only*