



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 (“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 of the Company (the “AGM”) to be held at Unit 01, 16th Floor, South Tower, Zhujiang Investment Building, 421 Zhujiang East Road, Zhujiang New City, Guangzhou, the PRC on Friday, 10 June 2022 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 2021.		
2.	To declare a final dividend for the year ended 31 December 2021.		
3.	A. To re-elect Ms. Chu Kut Yung as an executive director of the Company (the “Director”).		
	B. To re-elect Mr. Au Wai Kin as an executive Director.		
	C. To re-elect Mr. Tan Leng Cheng, Aaron as an independent non-executive Director.		
	D. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young 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.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
6.	To approve the proposed amendments to the existing Bye-laws of the Company (the “Existing Bye-laws”) and the adoption of the new Bye-laws of the Company, in substitution for and to the exclusion of the Existing Bye-laws.		
ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the bonus issue as set out in the ordinary resolution no. 7 of the supplemental notice of the AGM.		

Dated this _____ day of _____, 2022.

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 OF PROXY MUST BE INITIALLED 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/her discretion. Your proxy will also be entitled to vote at his/her 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 in person or by proxy, in respect of such share(s) as if he/she 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, the Second Proxy Form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or other authority, must be deposited at the branch share registrar of the Company in Hong Kong, 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, 8 June 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
8. A shareholder who has not yet lodged the form of proxy despatched with the circular of the Company dated 21 April 2022 (the "**First Proxy Form**") with the Company's branch share registrar is required to lodge the Second Proxy Form if the shareholder wishes to appoint proxy(ies) to attend and vote at the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.
9. A shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:
 - (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 the shareholder 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 bonus issue 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 resolution.
 - (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, 8 June 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof, the Second Proxy Form, if correctly completed and signed will be treated as a valid form of proxy lodged by the shareholder and shall revoke and supersede the First Proxy Form previously 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, 8 June 2022 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, 8 June 2022 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 and signed, 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 not less than 48 hours before the time fixed for the AGM (i.e. not later than Wednesday, 8 June 2022 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
10. Completion and return 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