
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Applied Development Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with a notice convening an annual general meeting of Applied Development Holdings Limited to be held at 11:00 a.m. on 12 December 2023 (Tuesday) at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wanchai, 33 Hennessy Road, Wanchai, Hong Kong set out on pages 16 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. before 11:00 a.m. on 10 December 2023 (Sunday)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

* For identification purposes only

31 October 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on 12 December 2023 at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wanchai, 33 Hennessy Road, Wanchai, Hong Kong, or any adjournment thereof and notice of which is set out on pages 16 to 21 of this circular;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 21 of this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as amended and restated from time to time and “Bye-law” shall be construed accordingly;
“Chairman”	the Chairman of the Board;
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Company”	Applied Development Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	25 October 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



APPLIED DEVELOPMENT HOLDINGS LIMITED

實力建業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

Executive Directors:

Mr. Wu Zhanming (*Chairman and
Acting Chief Executive Officer*)

Mr. Wu Tao

Independent non-executive Directors:

Mr. Yu Tat Chi, Michael

Mr. Zhu Xinhui

Dr. Chan Kin Keung Eugene *SBS, BBS, JP*

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business

in Hong Kong:

Unit 2408A, 24th Floor

Tower 1, Lippo Centre

89 Queensway

Hong Kong

31 October 2023

To the Shareholders

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;**

(2) RE-ELECTION OF DIRECTORS; AND

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the resolutions to be proposed at the forthcoming AGM in relation to (a) the proposed Issue Mandate and the proposed Repurchase Mandate; and (b) the re-election of Directors; (ii) set out an explanatory statement regarding the proposed Repurchase Mandate; and (iii) give you the AGM Notice.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors general and unconditional mandates:

- (i) to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM. As at the Latest Practicable Date, 2,505,105,739 Shares have been fully paid-up. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be allotted, issued or otherwise dealt with pursuant to the Issue Mandate will be 501,021,147 Shares; and
- (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM. As at the Latest Practicable Date, 2,505,105,739 Shares have been fully paid-up. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and the date of AGM, the maximum number of Shares which can be repurchased pursuant to the Repurchase Mandate will be 250,510,573 Shares.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the number of Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate, those Shares repurchased (if any) by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate and the Repurchase Mandate will expire on whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions at the AGM at which time such Issue Mandate and Repurchase Mandate shall lapse unless, by ordinary resolutions passed at that meeting, the mandates are renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolutions at the AGM by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM). An explanatory statement containing information regarding the Repurchase Mandate as required under Rule 10.06(1)(b) of the Listing Rules is set out in the Appendix I to this circular. The explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

The listing of and permission to deal in any new Shares issued will be subject to the approval of the Stock Exchange.

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors including two executive Directors, namely, Mr. Wu Zhanming (Chairman and Acting Chief Executive Officer) and Mr. Wu Tao, and three independent non-executive Directors, namely, Mr. Yu Tat Chi, Michael, Mr. Zhu Xinhui and Dr. Chan Kin Keung Eugene *SBS, BBS, JP*.

Bye-law 86(2) of the Bye-laws provides, inter alia, that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company and shall then be eligible for re-election at that meeting. Bye-law 87(1) of the Bye-Laws provides, inter alia, that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. In addition, the CG Code provides, inter alia, that every director should be subject to retirement by rotation at least once every three years.

In accordance with the Bye-laws and the CG Code, Mr. Yu Tat Chi, Michael, Mr. Zhu Xinhui and Dr. Chan Kin Keung Eugene *SBS, BBS, JP* shall retire, and being eligible, offer themselves for re-election as the Directors at the AGM.

In considering and approving such re-elections, the Nomination Committee has taken into account diversity perspectives including but not limited to skills, regional and industrial experiences, background, race, gender and other qualities as set out in the board diversity policy of the Company.

The Nomination Committee has assessed and reviewed the written confirmations of the independence of Mr. Yu Tat Chi, Michael, Mr. Zhu Xinhui and Dr. Chan Kin Keung Eugene *SBS, BBS, JP* who offered themselves for re-election at the AGM, based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and is satisfied that they remain independent.

LETTER FROM THE BOARD

The Nomination Committee has also considered that the extensive experience of Mr. Yu Tat Chi, Michael, in accounting, corporate finance and asset management, Mr. Zhu Xinhui in banking and finance industry, and Dr. Chan Kin Keung Eugene *SBS, BBS, JP* in medicine and social affairs industry would continue to bring contribution to the diversity to the Board. In addition, Mr. Yu Tat Chi, Michael, Mr. Zhu Xinhui and Dr. Chan Kin Keung Eugene *SBS, BBS, JP* have provided in-depth insights to the Board and have demonstrated their ability to provide independent, balanced and impartial views to the businesses of the Company.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 11:00 a.m. on 12 December 2023 (Tuesday) at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wanchai, 33 Hennessy Road, Wanchai, Hong Kong is set out on pages 16 to 21 of this circular.

ACTION TO BE TAKEN

You will find enclosed, a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 11:00 a.m. on 10 December 2023 (Sunday)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the shareholders at a general meeting must be taken by poll save that resolutions on purely procedural or administrative matters may be voted on by a show of hands if allowed to do so by the chairman of the meeting, acting in good faith. Therefore, pursuant to Bye-law 66(a) of the Bye-laws, the chairman of the AGM will demand that voting on all resolutions put forward at the AGM shall be taken by way of poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate; and (ii) the re-election of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board

Applied Development Holdings Limited

Wu Zhanming

Chairman, Acting Chief Executive Officer and Executive Director

In the event of inconsistency, the English text of this letter from the Board shall prevail over the Chinese text thereof.

This appendix includes an explanatory statement required by the Listing Rules to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. THE LISTING RULES FOR PURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions, which include that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction, and that the shares to be purchased must be fully paid up.

2. FUNDING OF PURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Bye-laws and the Companies Act 1981 of Bermuda (as amended). It is presently proposed that any repurchase of Shares would be funded from the available cash flow and/or working capital facilities of the Company.

As compared with the financial position of the Company as at 30 June 2023 (being the date to which the latest published audited consolidated financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company in the event the proposed repurchases are carried out in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing position, which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 2,505,105,739 Shares. Subject to the passing of the relevant ordinary resolutions at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 250,510,573 Shares.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are directly or indirectly interested in 10% or more of the issued share capital of the Company:

Name of Shareholders	Number of issued Shares held	Approximate percentage of issued Shares	Approximate percentage of issued Shares assuming the Repurchase Mandate is exercised in full
Ms. Li Fuyi	279,930,959	11.17%	12.42%
Mr. Wu Zhanming	279,935,000	11.17%	12.42%

In the event that the Directors shall exercise the Repurchase Mandate in full and assuming that no further Shares are issued or repurchased prior to the AGM, the interest to be held by the above-mentioned Shareholders will be increased to the percentages as set out in the table above. Such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Board does not intend to exercise the Repurchase Mandate to such an extent which would result in less than 25% of the issued Shares being held by the public which is the minimum public float required under the Listing Rules.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
October	0.095	0.083
November	0.096	0.072
December	0.090	0.077
2023		
January	0.086	0.080
February	0.087	0.079
March	0.087	0.070
April	0.079	0.061
May	0.068	0.051
June	0.100	0.051
July	0.098	0.075
August	0.122	0.072
September	0.093	0.072
October (up to and including the Latest Practicable Date)	0.090	0.056

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

All of the following retiring Directors are eligible for re-election and have expressed their willingness to stand for re-election at the AGM. The biographical details for each of the retiring Directors are set out as follows:

Mr. Yu Tat Chi, Michael (“**Mr. Yu**”), aged 58, an Independent Non-executive Director. He joined the Group in September 2016. Mr. Yu holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in a number of listed companies in Hong Kong. Mr. Yu is currently an independent non-executive director of Golden Resources Development International Limited (金源發展國際實業有限公司, formerly known as 金源米業國際有限公司 in Chinese, a company listed on the Stock Exchange, stock code: 677), China Netcom Technology Holdings Limited (a company listed on the Stock Exchange, stock code: 8071), Lerado Financial Group Company Limited (a company listed on the Stock Exchange, stock code: 1225), Harbour Digital Asset Capital Limited (formerly known as Unity Investments Holdings Limited, a company listed on the Stock Exchange, stock code: 913) and WT Group Holdings Limited (a company listed on the Stock Exchange, stock code: 8422), respectively. Mr. Yu was an independent non-executive director of EVOC Intelligent Technology Company Limited (a company delisted on the Stock Exchange on 28 October 2022, stock code: 2308) from 30 May 2016 to 21 May 2021.

As at the Latest Practicable Date, Mr. Yu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yu (i) does not hold any other position with the Company and/or its subsidiaries; (ii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and (iii) has not held any directorship in any listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

There is a service contract entered into between the Company and Mr. Yu for a term of 3 years and his length of service as a Director is subject to the relevant provisions in the Bye-laws. Mr. Yu is entitled to receive a Director’s fee of HK\$240,000 per annum, which has been approved by the Remuneration Committee and was determined based on his qualifications, experience, responsibilities and prevailing market practice. The Director’s remuneration of Mr. Yu is subject to annual review by the Remuneration Committee.

There is no other information concerning Mr. Yu that needs to be brought to the attention of the Shareholders nor any other information in relation to Mr. Yu which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

Mr. Zhu Xinhui (“**Mr. Zhu**”), aged 54, an Independent Non-executive Director. He joined the Group in May 2022. Mr. Zhu received a Diploma of Economics, majoring in Finance from Nanjing Radio and Television University (南京廣播電視大學) in the PRC in July 1990 and a master’s degree of business administration from Hong Kong Baptist University (香港浸會大學) in November 2007. Mr. Zhu has over 30 years of experience in banking and finance industry. He worked at Agricultural Bank of China Limited, Bank of Nanjing Co., Ltd. and Ping An Bank Co., Ltd. as various positions including a senior management from 1990 to 2010. He served as the vice president at Zijin Trust Co., Ltd.* (紫金信託有限責任公司) from October 2010 to December 2012 and as the general manager at Nanjing Zijin Technology Small Loan Co., Ltd.* (南京市紫金科技小額貸款有限公司) from January 2013 to March 2021. Mr. Zhu was awarded the qualification of intermediate economist (finance) by the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) in November 2001. Mr. Zhu has served as the chairman of the board of Jiangsu Suhe Financial Technology Co., Ltd.* (江蘇蘇合金融科技有限公司) since March 2019. He has been a council member of Jiangsu Financial Planning Association* (江蘇省理財師協會) since March 2016.

As at the Latest Practicable Date, Mr. Zhu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhu (i) does not hold any other position with the Company and/or its subsidiaries; (ii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and (iii) has not held any directorship in any listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

There is a service contract entered into between the Company and Mr. Zhu for a term of 3 years and his length of service as a Director is subject to the relevant provisions in the Bye-laws. Mr. Zhu is entitled to receive a Director’s fee of HK\$240,000 per annum, which has been approved by the Remuneration Committee and was determined based on his qualifications, experience, responsibilities and prevailing market practice. The Director’s remuneration of Mr. Zhu is subject to annual review by the Remuneration Committee.

There is no other information concerning Mr. Zhu that needs to be brought to the attention of the Shareholders nor any other information in relation to Mr. Zhu which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Chan Kin Keung Eugene *SBS, BBS, JP* (“**Dr. Chan**”), aged 59, received a bachelor’s degree in dental surgery from The University of Adelaide in Australia in May 1988 and a Fellowship Ad Eundem in General Dental Practice from The Royal College of Surgeons of England in February 2006. He is a registered dentist with The Dental Council of Hong Kong since January 1988. Since July 2007, Dr. Chan has been an honorary clinical associate professor of the Faculty of Medicine of The Chinese University of Hong Kong. Since November 2011, Dr. Chan has also been a visiting professor of Jinan University (暨南大學) in the PRC. Dr. Chan has been a member of the Radio Television Hong Kong Board of Advisors from September 2010 to August 2020 and its chairman from September 2016 to August 2020. Dr. Chan has also been the chairman of the Association of Hong Kong Professionals from 2011 to 2015 and its president since 2015. In May 2013, he was appointed as a member of the Advisory Committee of the School of Chinese Medicine of Hong Kong Baptist University. From January 2013 to December 2018, he was a member to the Independent Commission Against Corruption Citizens Advisory Committee on Community Relations and a member to the Independent Police Complaints Council. From December 2013 to December 2019, he was a member of the Appeal Board on Public Meetings and Processions. Dr. Chan was also a member to the Quality Education Fund Steering Committee from January 2015 to January 2021. In January 2019, Dr. Chan was appointed as a member to the Council of City University of Hong Kong, HKSAR Environmental Campaign Committee and HKSAR Witness Protection Review Board Panel. In April 2020, he was appointed as a member to the Hong Kong Housing Authority Subsidised Housing Committee. In January 2021, he was appointed as a member of the Action Committee Against Narcotics. In January 2021, the Hong Kong Police Force has appointed Dr. Chan as a member of the Junior Police Call Central Advisory Board and a member of Animal Watchers Programme Central Advisory Board. In April 2022, he was appointed as a member to the Fight Crime Committee. In April 2022, he was appointed as a member of Tuen Mun Hospital Governing Committee. In September 2022, he was appointed as a member of the Management Board of the Institute of Human Communicative Research of The Chinese University of Hong Kong. In January 2023, he was appointed by Hong Kong Customs and Excise Department as the executive director of the Executive Committee of “Customs YES”. In April 2023, he was appointed as the chairman of the Advisory Committee on Gifted Education. In May 2023, he was appointed as a member of the Chief Executive’s Policy Unit Expert Group.

Dr. Chan was selected as an awardee of the Ten Outstanding Young Persons by the Junior Chamber International Hong Kong in 2004, appointed as a non-official Justice of the Peace in July 2011 and awarded the Bronze Bauhinia Star and Silver Bauhinia Star in 2016 and 2021, respectively.

Dr. Chan was an independent non-executive director of PuraPharm Corporation Limited (a company listed on the Stock Exchange, stock code: 1498) from June 2015 to May 2021 and has been an independent non-executive director of Classified Group (Holdings) Limited (a company listed on the Stock Exchange, stock code: 8232) since June 2016.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Dr. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Chan (i) does not hold any other position with the Company and/or its subsidiaries; (ii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and (iii) has not held any directorship in any listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

There is a service contract entered into between the Company and Dr. Chan for a term of 3 years and his length of service as a Director is subject to the relevant provisions in the Bye-laws. Dr. Chan is entitled to receive a Director's fee of HK\$240,000 per annum, which has been approved by the Remuneration Committee and was determined based on his qualifications, experience, responsibilities and prevailing market practice. The Director's remuneration of Dr. Chan is subject to annual review by the Remuneration Committee.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



APPLIED DEVELOPMENT HOLDINGS LIMITED

實力建業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 519)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Annual General Meeting”) of Applied Development Holdings Limited (the “Company”) will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on 12 December 2023 (Tuesday) at 11:00 a.m. for the following purposes:

As ordinary business, to consider and if thought fit to pass the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and reports of the directors of the Company (the “Director(s)”) and auditor of the Company for the year ended 30 June 2023.
2.
 - (a) To re-elect Mr. Yu Tat Chi, Michael as an independent non-executive Director;
 - (b) To re-elect Mr. Zhu Xinhui as an independent non-executive Director; and
 - (c) To re-elect Dr. Chan Kin Keung Eugene *SBS, BBS, JP* as an independent non-executive Director.
3. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint Mazars CPA Limited as auditor of the Company and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. **“THAT:**
- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the approval in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
 - (C) the aggregate number of Shares which may be allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) pursuant to the exercise of any options granted under the share option scheme adopted by the Company; or (iii) an issue of Shares upon the exercise of subscription or conversion rights attached to warrants which might be issued by the Company or any securities which are convertible into Shares; or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company (the “Bye-laws”); or (v) a specific authority granted by the shareholders of the Company (the “Shareholders”) in general meeting, shall not exceed 20% of the aggregate number of the Shares in issue as at the close of business on the day of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time the authority granted under this resolution shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting.

“Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in that place).”

6. **“THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, the exercise by the Directors of all powers of the Company to purchase such Shares being subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
- (C) the aggregate number of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares in issue as at the close of business on the day of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time the authority granted under this resolution shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 above, the aggregate number of shares which are repurchased by the Company pursuant to and in accordance with ordinary resolution numbered 6 shall be added to the aggregate number of Shares that may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to and in accordance with ordinary resolution numbered 5.”

By order of the Board

Applied Development Holdings Limited

Wu Zhanming

Chairman, Acting Chief Executive Officer and Executive Director

Hong Kong, 31 October 2023

Executive Directors:

Mr. Wu Zhanming (*Chairman and
Acting Chief Executive Officer*)

Mr. Wu Tao

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Yu Tat Chi, Michael

Mr. Zhu Xinhui

Dr. Chan Kin Keung Eugene *SBS, BBS, JP*

Principal place of business

in Hong Kong:
Unit 2408A, 24th Floor
Tower 1, Lippo Centre
89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any Shareholder 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 Shareholder of the Company. A Shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Annual General Meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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. Delivery of an instrument appointing a proxy shall not preclude a Shareholder of the Company from attending and voting in person on any or all resolutions on which he/she/it is entitled to vote at the meeting or poll concerned, and in such event any vote cast by his/her/its proxy on the same resolution shall be null and void.
4. The register of members of the Company will be closed from 7 December 2023 (Thursday) to 12 December 2023 (Tuesday) (both days inclusive) for the purpose of determining the entitlement to attend and vote at the Annual General Meeting, during which period no transfer of Share(s) will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 6 December 2023 (Wednesday). Shareholders whose names appear on the register of members of the Company on 12 December 2023 (Tuesday) shall be entitled to attend and vote at the Annual General 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 office of 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 meeting (i.e. before 11:00 a.m. on 10 December 2023 (Sunday)) or any 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 Annual General 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 Annual General 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. All resolutions set out in the notice of the Annual General Meeting will be voted on by way of poll.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions" resulting from super typhoons as announced by The Government of the Hong Kong Special Administrative Region is in effect any time after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Company at www.applieddev.com and the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

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