



EXCEL DEVELOPMENT (HOLDINGS) LIMITED

怡益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1372)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 4 FEBRUARY 2016 (OR ANY ADJOURNMENT THEREOF)

I/We^(note 1) _____ of _____ being the registered holder(s) of^(note 2) _____ shares of HK\$0.01 each in the share capital of Excel Development (Holdings) Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or^(note 3) _____ of _____ as my/our proxy to attend the extraordinary general meeting (the “EGM”) (or any adjournment thereof) of the Company to be held at 8th Floor, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Thursday, 4 February 2016 at 11:00 a.m. and vote for me/us and on my/our behalf in respect of the following resolution as indicated below.

Ordinary Resolution	For ^(note 4)	Against ^(note 4)	Abstain ^(note 4)
To approve, confirm and ratify the Agreement and the transactions contemplated thereunder, including but not limited to approving the issue of the Promissory Notes, issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds. (the full text of the resolution is set out in the notice of EGM)			

Dated _____

Signature^(note 7) _____

Notes:

- Please insert full names and addresses in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in 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.
- Please indicate with “√” in the spaces opposite to the resolution how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. Shares abstained (if any) will not be counted in the calculation of the required majority.
- You are requested to lodge this form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours in advance of the time fixed for the EGM or any adjournment thereof.
- In the 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 votes 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 proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised. A proxy need not be a shareholder of the Company.
- Any alterations made to this proxy form must be initialed by the person who signs it.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you wish to do so.