



HERITAGE INTERNATIONAL HOLDINGS LIMITED

漢基控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROXY FORM

Form of proxy for use at the special general meeting of the Company (the “Special General Meeting”) to be held at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Monday, 13 July 2015 at 9:00 a.m. and at any adjournment thereof.

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____ share(s) of HK\$0.00025 each in the capital of Heritage International Holdings Limited (the “Company”), HEREBY APPOINT ^{note 3} _____
of _____

or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the Special General Meeting to be held on 13 July 2015 at 9:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the ordinary resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^{note 9}	For ^{note 4}	Against ^{note 4}
1. To (i) confirm, ratify and approve the sale and purchase agreement (the “Disposal Agreement”) dated 21 May 2015 entered into by the Company and Trillion Cheer Toprich Limited in relation to the disposal by the Company of the entire issued share capital of Gold Mountain Limited and the entire shareholder loan and other indebtedness owed by Gold Mountain Limited or (where applicable) its subsidiaries to the Company or its associates as at completion of the disposal (“Loan”) to Trillion Cheer Toprich Limited and the transactions contemplated thereunder; and (ii) authorise the directors of the Company to do all things and execute all documents which they may consider desirable or expedient to give effect to any or all transactions contemplated under the Disposal Agreement.		

Dated this _____ day of _____ 2015 Signature ^{note 6}: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of share(s) registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
4. Please indicate with a “✓” in the appropriate space beside the resolution how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolution, or will abstain, at his discretion.
5. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 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 or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned, and in such case, the form of proxy shall be deemed to be revoked.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.
9. The description of the ordinary resolution is by way of summary only. The full text appears in notice of the Special General Meeting dated 24 June 2015.

* For identification purposes only