



# HERITAGE INTERNATIONAL HOLDINGS LIMITED

## 漢基控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

(Warrant Code: 1248)

### PROXY FORM

**Form of proxy for use at the Special General Meeting to be held at 30/F., China United Centre, No.28 Marble Road, North Point, Hong Kong on 28 March 2013 at 9:00 a.m. and at any adjournment thereof.**

I/We <sup>note 1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>note 2</sup> \_\_\_\_\_ share(s) in the ordinary capital of Heritage International Holdings Limited (the "Company"), HEREBY APPOINT <sup>note 3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the Special General Meeting of the Company to be held on 28 March 2013 at 9:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the 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 resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For <sup>note 4</sup>	Against <sup>note 4</sup>
To approve the Acquisition Agreement and the transactions contemplate thereunder.		

*Note: Please refer to the circular dated 12 March 2013 of the Company for details of the Acquisition Agreement (as defined therein).*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature <sup>note 6</sup>: \_\_\_\_\_

#### 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 resolutions, 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. 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 principal place of business of the Company in Hong Kong at 29/F., China United Centre, 28 Marble Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
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.

\* For identification purposes only