



# HENG TAI CONSUMABLES GROUP LIMITED

## 亨泰消費品集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00197)

### PROXY FORM

Proxy form for use by shareholders at the annual general meeting (the “Meeting”) to be convened at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Tuesday, 29 December 2015 at 10:30 a.m.

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_, being the holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.01 each of Heng Tai Consumables Group Limited (the “Company”) hereby appoint the Chairman of the Meeting (note c) or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy at the Meeting to be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Kowloon, Hong Kong on Tuesday, 29 December 2015 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

| ORDINARY RESOLUTIONS |  | FOR | AGAINST |
|----------------------|--|-----|---------|
| 1.                   | To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the financial year ended 30 June 2015  |     |         |
| 2.                   | (a) To re-elect Ms. Hung Sau Yung Rebecca as executive director  |     |         |
|                      | (b) To re-elect Ms. Gao Qin Jian as executive director   |     |         |
|                      | (c) To re-elect Mr. Poon Yiu Cheung Newman as independent non-executive director   |     |         |
|                      | (d) To authorise the board of directors to fix the directors’ remuneration   |     |         |
| 3.                   | To re-appoint the Company’s auditor and authorise the board of directors to fix their remuneration   |     |         |
| 4.                   | To grant a general mandate to the directors to allot, issue and deal with additional shares (including securities convertible into shares) not exceeding 20% of the number of issued shares of the Company |     |         |
| 5.                   | To grant a general mandate to the directors to repurchase the shares not exceeding 10% of number of issued shares of the Company   |     |         |
| 6.                   | To extend the general mandate granted to the directors under resolution no. 4 to allot, issue and deal with the shares of the Company by the number of shares repurchased under resolution no. 5           |     |         |
| 7.                   | To approve the refreshment of the scheme mandate limit   |     |         |
| 8.                   | To approve the share consolidation of every ten issued and unissued shares of HK\$0.01 each of the Company into one consolidated share of HK\$0.10 each in the capital of the Company                      |     |         |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015 Shareholder’s signature (notes e f, g, and h) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.
- If you wish to vote for any resolution set out above, please “/” the box marked “For”. If you wish to vote against any resolution, please “/” the box marked “Against”.** If this form returned is duly signed but without specific direction on any proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.**
- Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Chairman of the Meeting will demand that all resolutions be voted by way of poll at the Meeting.
- The complete version of the resolutions and further details in relation thereto are set out in the circular and the notice of the Meeting both dated 27 November 2015. Copies of which may be found on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.hengtai.com.hk.
- The translation into Chinese language of this proxy form is for reference only. In case of any inconsistency, the English version shall prevail.