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HERALD HOLDINGS LIMITED

興利集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code : 00114)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “Meeting”) of Herald Holdings Limited (興利集團有限公司*) (the “Company”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 25 May 2016 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“THAT:

- (i) the framework agreement (the “Framework Agreement”) dated 31 March 2016 (as supplemented by the supplemental letter dated 26 April 2016 (the “Supplemental Letter”)) entered into between 深圳興利五金塑膠有限公司 (Shenzhen Herald Metal and Plastic Company Limited), 華僑城集團公司 (Overseas Chinese Town Group Limited), 興利投資(中國)有限公司 (Herald Investments (China) Company Limited) and 上海新工聯(集團)有限公司 (Shanghai NIU (Group) Company Limited) and the transactions contemplated thereunder, including the Disposals and Termination (as defined in the Company’s circular dated 29 April 2016) (“the Circular”) be and are hereby approved, confirmed and ratified; and
- (ii) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute, deliver all such documents and take all such actions as he or she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Framework Agreement (as supplemented by the Supplemental Letter), the Transfer Agreements (as defined in the Circular) and the Termination Agreement (as defined in the Circular) and the transactions contemplated thereunder.”

By Order of the Board
Herald Holdings Limited
Robert Dorfman
Chairman

Hong Kong, 29 April 2016

* *For identification only*

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal office:
3110, 31/F
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. In the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 12:00 noon or any time after 12:00 noon on 25 May 2016, the Meeting will be adjourned to the same time on the first business day after 25 May 2016 at Unit A, 6th Floor, Tai Tak Industrial Building, 2-12 Kwai Fat Road, Kwai Chung, New Territories, Hong Kong.

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr. Robert Dorfman
Mr. Shum Kam Hung ACIS, CPA
Dr. Cheung Tsang Kay Stan PhD, Hon LLD, Hon DBA, JP

Independent Non-executive Directors:

Mr. David Tai Chong Lie-A-Cheong SBS, OM, JP
Mr. Yeh Man Chun Kent
Mr. Ng Tze Kin David CA(AUST.), FCPA