



# HERALD HOLDINGS LIMITED

興利集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code : 00114)

## Form of proxy for use at the Annual General Meeting to be held on Monday, 16 September, 2013

I/We<sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ Shares of US\$0.01  
each in the share capital of Herald Holdings Limited (the "Company"), hereby appoint the Chairman of the Annual General Meeting<sup>(3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at the Queensway and Victoria, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 16 September, 2013 at 3:15 p.m. and to vote for me/us in respect of the resolutions set out in the notice of the Annual General Meeting as hereunder indicated or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March, 2013.		
2.	(i) To re-elect Dr. Cheung Tsang-Kay, Stan as director and to authorise the board of directors to fix his remuneration.		
	(ii) To re-elect Mr. Ng Tze-Kin, David as director and to authorise the board of directors to fix his remuneration.		
3.	To re-appoint KPMG as auditors and to authorise the board of directors to fix their remuneration.		
4.	To declare a final dividend.		
5(1).	To grant a general mandate to the directors to repurchase the Company's Shares.		
5(2).	To grant a general mandate to the directors to allot, issue and otherwise deal with the Company's Shares.		

Shareholder's Signature(s)<sup>(5)</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
- If any proxy other than the Chairman is desired, please strike out the words "the Chairman of the Annual General Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
- IMPORTANT:** If you wish to vote for any resolution, please tick the appropriate box(es) marked "FOR". If you wish to vote against any resolution, please tick the appropriate box(es) marked "AGAINST". If no direction is given, your proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting in addition to those referred to in the notice convening the Meeting.
- This form of proxy 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 its attorney or officer or other person duly authorised.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the 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 Company's principal office at 3110, 31st Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- You are entitled to appoint a proxy of your own choice. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof, if you wish to do so and, in such event, this form of proxy will be deemed to have been revoked.
- In the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on 16 September, 2013, the Annual General Meeting will be adjourned to the same time on the first business day after 16 September, 2013 at Unit A, 6th Floor, Tai Tak Industrial Building, 2-12 Kwai Fat Road, Kwai Chung, New Territories, Hong Kong.

\* for identification purpose only