



# HERALD HOLDINGS LIMITED

興利集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 114)

## PROXY FORM

**Form of proxy for use by shareholders at the special general meeting to be held at Queensway & Victoria, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 16 September 2013 at 3:30 p.m. (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 3:15 p.m. shall have been concluded)**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
(note b) shares (the "Shares") of US\$0.01 each in the capital of Herald Holdings Limited (the "Company") hereby appoint the chairman of the special general meeting (the "Meeting") of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting (or 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.

ORDINARY RESOLUTION		FOR (note d)	AGAINST (note d)
1.	To adopt the New Share Option Scheme (as defined in the circular of the Company dated 23 July 2013).		

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

Signature(s) x \_\_\_\_\_ x (notes e to j)

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. 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 special general meeting of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "**For**". If you wish to vote against the resolution, please tick ("✓") the box marked "**Against**". If the form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution; or if in respect of the proposed resolution there is no specific direction, the proxy will, in relation to that proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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.
- To be valid, a form of proxy must be lodged with the Company's principal place of business in Hong Kong at 3110, 31st Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not later than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.
- 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 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