



# 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 by shareholders at the special general meeting (the “Meeting”) to 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.**

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 Meeting<sup>(3)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) of the Company to 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. and to vote for me/us in respect of the resolutions set out in the notice of the 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 approve, confirm and ratify 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”).		
2.	To authorise any one director of the Company 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.		

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 of the Company registered in your name(s).
3. 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 Meeting 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. Any alteration made to this form should be initialled by the person(s) who sign(s) the form.
10. 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.

\* for identification purpose only