



Hing Lee (HK) Holdings Limited

興利（香港）控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

PROXY FORM

Form of proxy for use at the special general meeting of Hing Lee (HK) Holdings Limited (the “SGM”) to be held at 10:30 a.m. on Wednesday, 15 October 2014 at Unit 1101, 11/F., Delta House, 3 On Yiu Street, Shatin, N.T. Hong Kong and at any adjournment thereof.

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____ share(s) of HK\$0.01 each in the capital of Hing Lee (HK) Holdings Limited (the “Company”), HEREBY APPOINT ^{note 3} _____
of _____

or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the SGM to be held on Wednesday, 15 October 2014 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the ordinary resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^{note 9}	For ^{note 4}	Against ^{note 4}
To approve the bonus issue of the shares on the basis of two (2) bonus shares for every existing share of HK\$0.01 each in the Company and authorize the directors of the Company to exercise all the powers of the Company and take all steps in their discretion as may be desirable/necessary or expedient to give effect to or in connection with the bonus issue of shares and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2014 Signature ^{note 6}: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- Please indicate with a “✓” in the appropriate space beside the resolution how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolution, or will abstain, at his/her discretion.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. A proxy needs not be a member of the Company. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an office or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney of other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.
- The description of the ordinary resolution in this form is by way of summary only. The full text of the ordinary resolution appears in notice of the SGM dated 12 September 2014.