



# 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)

### Form of Proxy for use at the Annual General Meeting to be held on 15 May 2015

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.01 each in the share capital of the Hing Lee (HK) Holdings Limited 興利(香港)控股有限公司 (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3) or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Ballroom I, Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, N.T. Hong Kong on Friday, 15 May 2015 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS (Note 4)		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the directors of the Company (the “Directors”) and the independent auditor’s reports of the Company for the year ended 31 December 2014.		
2.	To declare a final dividend for the year ended 31 December 2014.		
3.	(a) To re-elect Mr. Cheung Kong Cheung as an executive Director;	(a)	(a)
	(b) To re-elect Ms. Shao Hanqing as an independent non-executive Director;	(b)	(b)
	(c) To authorize the board of Directors to fix the Directors’ remuneration.	(c)	(c)
4.	To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
5.	(1) To grant a general mandate to the Directors to repurchase the Company’s own shares not exceeding 10% of the issued share capital of the Company as at the date of passing the resolution.	(1)	(1)
	(2) To grant a general mandate to the Directors to issue, allot and deal with additional shares up to 20% of its issued share capital as at the date of passing the resolution.	(2)	(2)
	(3) To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	(3)	(3)
6.	To approve the Refreshment of Scheme Mandate Limit (as defined in the circular dated 10 April 2015) on grant of share options under the share option scheme of the Company adopted on 29 May 2009.		
7.	To approval the Increase in Authorised Share Capital (as defined in the circular dated 10 April 2015).		

Dated this day \_\_\_\_\_ of \_\_\_\_\_ 2015 Signature: \_\_\_\_\_

**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 of the Company registered in our name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. You may appoint more than one proxy to attend and vote at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the Annual General Meeting dated 10 April 2015 for the full text of these resolutions. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his 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.
- 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 executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.