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HERALD HOLDINGS LIMITED

興利集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 114)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Herald Holdings Limited (the “**Company**”) will 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) or any adjournment thereof to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

“THAT:

the new share option scheme of the Company (“**New Share Option Scheme**”), the terms of which are contained in the document marked “A” and produced to this meeting and for the purposes of identification signed by the Chairman thereof, be and is hereby approved and adopted, and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the board of directors of the Company (or any committee thereof) be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (a) to administer the New Share Option Scheme;
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (c) to allot and issue from time to time such number of shares of US\$0.01 each in the share capital of the Company (the “**Shares**”) as may fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme, provided always that such acts are done in compliance with the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- (d) to apply at the appropriate time or times to the Stock Exchange for listing of and permission to deal in any Shares which may from time to time fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme; and

* For identification purpose only

- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

By Order of the Board
Herald Holdings Limited
Shum Kam Hung
Company Secretary

Hong Kong, 23 July 2013

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

3110, 31st Floor
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The special general meeting is scheduled on Monday, 16 September 2013. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 13 September 2013 to Monday, 16 September 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to be able to attend and vote at the SGM, shareholders of the Company should ensure that all transfers of Shares, accompanied by the relevant share certificates, are lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 12 September 2013.
3. Where there are joint holders of any Shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
4. 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.
5. Members are recommended to read the circular of the Company containing information concerning the resolution proposed in this notice.
6. 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 SGM 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.

As at the date of this notice, the board of directors of the Company comprises Messrs. Cheung Tsang-Kay, Stan, Robert Dorfman, Thong Yeung-Sum, Michael and Tang King-Hung as executive directors and Messrs. David Tai-Chong Lie-A-Cheong, Yeh Man-Chun, Kent and Ng Tze-Kin, David as independent non-executive directors.