

新澤控股有限公司 New Heritage Holdings Ltd.

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

Form of proxy for use at the Annual General Meeting to be held on Tuesday, 9 June 2009 at 10:30 a.m.

I/We ^(Note 1), _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of **New Heritage Holdings Ltd.** (the “Company”), hereby appoint ^(Note 3) the Chairman of the Meeting or failing him _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 9 June 2009 at 10:30 a.m. (or at any adjournment thereof) on the undermentioned resolutions as indicated ^(Note 4):

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2008.		
2.	(A) (i) To re-elect Mr. TAO Richard as a Director.		
	(ii) To re-elect Mr. KONG Mui Sum Lawrence as a Director.		
	(iii) To re-elect Mr. YIM Chun Leung as a Director.		
	(B) To authorise the Board of Directors to fix Directors’ remuneration.		
3.	To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	(A) To grant an unconditional mandate to the Directors to allot shares.		
	(B) To grant an unconditional mandate to the Directors to purchase the Company’s own shares.		
	(C) To extend the share issue mandate granted to the Directors.		
5.	To approve the refreshment of scheme mandate limit under the share option scheme of the Company.		
SPECIAL RESOLUTIONS			
6.	To approve the amendments to the articles of association of the Company.		
7.	To adopt an amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2009.

Signature ^(Note 5) _____

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. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
4. Please indicate with a “✓” in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote, for or against the resolution or may abstain at his discretion.
5. 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 under its seal or under the hand of an officer or attorney or other person authorised to sign the same.
6. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at Room 2301, 23rd Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. The proxy need not be a shareholder of the Company.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, and in such event, the proxy form shall be deemed to be revoked.