



# HUABAO INTERNATIONAL HOLDINGS LIMITED

## 華寶國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00336)

### Form of Proxy for use at the Special General Meeting (the "Meeting") to be held on Monday, 10 April 2017

I/We<sup>(Note 1)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address),  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of Huabao International Holdings Limited (the "Company"), HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at **Suite 3008, 30th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 10 April 2017 at 9:30 a.m.** (if there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 10 April 2017 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 10 April 2017 that either of the above mentioned warnings is to be issued within the next two hours, then the provisions contained in note 10 below shall be applicable) or at any adjournment of such meeting. I/We direct that my/our vote(s) be cast on the following resolutions as indicated by an "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

	ORDINARY RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	<p>a) To consider and approve the spin-off of Huabao Flavours &amp; Fragrances Co., Ltd. (the "Spin-off Company"), a 90.21% indirect non-wholly owned subsidiary of the Company, and a separate listing of the shares of the Spin-off Company on The Shenzhen Stock Exchange (the "Proposed Spin-off"); and</p> <p>b) To authorise any one director of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in order to ensure smooth implementation of and to give effect to the Proposed Spin-off.</p>		

Signature<sup>(Note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2017

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders, the names of all joint holders should be stated.
- Please insert the number of ordinary shares of HK\$0.10 each registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. 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).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "AGAINST".** Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his/her discretion. **Your proxy will also be entitled to vote or abstain at his/her 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, if the appointor is a corporation, it must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the senior who tenders a vote, whether in person or by proxy, 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 of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for these purpose be deemed joint holders.
- To be valid, this form of proxy must be completed in accordance with the instructions set out herein and deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting if you so wish, in which case the form of proxy shall be deemed to be revoked.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the Meeting.
- If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 10 April 2017 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 10 April 2017 that either of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:30 a.m. to 9:30 a.m. and in such case the Meeting shall be held at 9:30 a.m. on that Business Day at **Suite 3008, 30th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong**. "Business Day", in this context, shall mean a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.

\* for identification purposes only