



HENGXIN
恒 芯 中 國

HENG XIN CHINA HOLDINGS LIMITED

恒 芯 中 國 控 股 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

PROXY FORM

Form of proxy for the special general meeting (the "Meeting") to be convened at Unit 2, 24/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 4 January 2013 at 10:30 a.m.

I/We ^(note a) _____

of _____

being the holder(s) of ^(note b) _____

ordinary shares of HK\$0.01 each in the capital of Heng Xin China Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy ^(note c) at the Meeting and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) ^(note d).

ORDINARY RESOLUTION			FOR	AGAINST
1.	(a)	the sale and purchase agreement dated 20 October 2012 and entered into between America Assets Holding Group Limited (the "Purchaser") as purchaser and Star Hub Investments Limited (the "Vendor"), an indirect wholly owned subsidiary of the Company, as vendor (the "Sale and Purchase Agreement") (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification), pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to acquire the entire issued share capital of Magic Golden Limited at RMB328 million in cash, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;		
	(b)	the directors of the Company ("Directors") be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder; and		
	(c)	the Directors be and are hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and to agree to any amendment to the terms of the Sale and Purchase Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.		

Dated the _____ day of _____ 201__

Shareholder's signature x _____ x ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are 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 in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.

* For identification purpose only