



**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 annual general meeting (the "Meeting") to be convened at Unit 2, 24/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong Friday, on 15 May 2015 at 10:00 a.m.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_  
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 <sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the " <b>Directors</b> ") and the independent auditor of the Company for the year ended 31 December 2014.		
2.	(i) To re-elect Mr. Xiao Yan as a Director.	(i)	(i)
	(ii) To re-elect Mr. Qiu Bin as a Director.	(ii)	(ii)
	(iii) To re-elect Mr. Wang Kun as a Director.	(iii)	(iii)
	(iv) To re-elect Mr. Leung Wo Ping <i>JP</i> as a Director.	(iv)	(iv)
	(v) To re-elect Mr. Lei Yong as a Director.	(v)	(v)
	(vi) To authorise the board of Directors (the " <b>Board</b> ") to fix the Directors' remuneration	(vi)	(vi)
3.	To re-appoint Cheng & Cheng Limited as the Company's auditor and authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with the Company's shares.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares.		
6.	To extend the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder's signature x \_\_\_\_\_ x <sup>(notes e, f, g and h)</sup>

**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 proxy desired 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 and returned but without specific direction as to how your proxy should vote 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 duly authorised in writing.
- 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 of attorney or authority must be deposited at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, 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 at the Meeting or upon the poll concerned and in such event, the proxy form shall be deemed to be revoked.

\* For identification purpose only