



# 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 held at Unit 2, 24/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 January 2016 at 11:00 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 approve, confirm and ratify the First CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the First Convertible Bonds and the granting of the specific mandate to the directors of the Company for the allotment and issue of the Conversion Shares upon conversion of the First Convertible Bonds		
2.	To approve, confirm and ratify the Second CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Second Convertible Bonds and the granting of the specific mandate to the directors of the Company for the allotment and issue of the Conversion Shares upon conversion of the Second Convertible Bonds		
3.	To approve, confirm and ratify the First Share Subscription Agreement and the transactions contemplated thereunder, including but not limited to the granting of the specific mandate to the directors of the Company for the allotment and issue of the First Subscription Shares		
4.	To approve, confirm and ratify the Second Share Subscription Agreement and the transactions contemplated thereunder, including but not limited to the granting of the specific mandate to the directors of the Company for the allotment and issue of the Second Subscription Shares		
5.	To grant a general mandate and authorise the directors of the Company to allot, issue and deal with the shares of the Company		
6.	To re-elect Mr. Gao Yang as an executive director of the Company		
7.	To re-elect Mr. Wang Kun as a non-executive director of the Company		
8.	To re-elect Mr. Chiu Chi Kong as an independent non-executive director of the Company		

\* Full text of the above resolutions is set out in the notice of the Meeting dated 12 January 2016.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

**Notes:**

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b 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).
- c 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.
- d 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.
- e 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.
- f 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.
- g 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, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i 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