



HENG XIN CHINA HOLDINGS LIMITED

恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8046)

FORM OF PROXY

Form of proxy for use by shareholders of Heng Xin China Holdings Limited (“Company”) at the special general meeting (“Meeting”) to be held at 11:00 a.m. on Monday, 14 February 2011 at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong and any adjournment thereof.

I/We ^(note a) of _____
being the registered holder(s) of ^(note b) shares of HK\$0.01 each (“Shares”) in the share capital of the Company HEREBY APPOINT the Chairman of the Meeting, or _____ ^(notes c and h)
of _____

as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your vote in respect of the resolutions to be cast ^(note d).

Ordinary Resolution		For ^(note d)	Against ^(note d)
1.	To approve the agreement dated 29 December 2010 and entered into between the Company, GEM Global Yield Fund Limited, GEM Management Limited and Team Effort Investments Limited and the transactions contemplated thereunder.		
2.	To refresh a general and unconditional mandate to directors of the Company to allot and issue and deal with the unissued shares of HK\$0.01 each in the capital of the Company in the amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.		

Dated this _____ day of _____

Shareholder’s signature: _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person(s) 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 as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that 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 holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her 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 the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the office of the Company’s branch registrar in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.

* For identification purpose only