



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 the special general meeting (the “Meeting”) to be convened at Suite 3604, 36/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 April 2018 at 4:00 p.m.

I/We ^(note a) _____
of _____
being the registered 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 ^(note c) _____
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 ^(note d)	AGAINST ^(note d)
1.	To propose the election of directors of the Company (the “Directors”), as below:		
	(i) Nominate Mr. Gao Xixi to be elected as executive Director with immediate effect;		
	(ii) Nominate Mr. Jesus Shaozhu to be elected as executive Director with immediate effect;		
	(iii) Nominate Ms. Hui Shuk Wan to be elected as executive Director with immediate effect;		
	(iv) Nominate Ms. Lam Kong Ting Jielly to be elected as independent non-executive Director with immediate effect;		
	(v) Nominate Mr. Lu Qinming to be elected as independent non-executive Director with immediate effect;		
	(vi) Nominate Mr. Wu Di to be elected as executive Director with immediate effect.		
2.	To remove the existing Directors, as below:		
	(i) Remove Mr. Chen Rongbin as the vice chairman, chief executive officer, executive Director and member of remuneration committee of the Company with immediate effect;		
	(ii) Remove Mr. Yuan Gonglin as the executive Director and member of nomination committee of the Company with immediate effect.		

Dated the _____ day of _____ 2018 Shareholder’s signature x _____ x ^(notes e, f, g and h)

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 at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not later than 4:00 p.m. on Wednesday, 18 April 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be).
- 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.
- j References to the time and dates in this form are to Hong Kong times and dates.

* For identification purpose only