



**CHINA HENGSHI FOUNDATION COMPANY LIMITED**  
**中國恒石基業有限公司**

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1197)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING  
 TO BE HELD ON 11 MAY 2018**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of <sup>(Note 1)</sup> \_\_\_\_\_  
 being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.001 each in the issued capital of  
 China Hengshi Foundation Company Limited (the Company) hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
 of <sup>(Note 3)</sup> \_\_\_\_\_

or failing him/her, the chairman of the annual general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at Inspirock Hotel, 199 Zhenxing East Road, Tongxiang, Zhejiang Province, the People's Republic of China on 11 May 2018 at 3 p.m. (the "Annual General Meeting"), and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

	<b>Resolutions</b> <sup>(Note 4)</sup>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2017.		
2.	To declare a final dividend for the year ended 31 December 2017.		
3.	(a) To re-elect the following directors of the Company (the "Directors") who are standing for re-election at the Annual General Meeting:		
	i Mr. Xie Guoping as an independent non-executive Director;		
	ii Mr. Lou Hetong as an independent non-executive Director; and		
	iii Mr. Zhao Jun as an independent non-executive Director.		
	(b) To authorise the board of Directors of the Company (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company for 2018 and to authorise the Board to fix their remuneration for the year ending 31 December 2018.		
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued shares of the Company (the "Issue Mandate").		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of the issued shares of the Company.		
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.		
6.	(i) To approve, confirm and ratify the 2018 Continuing Connected Transactions (as defined in the circular of the Company dated 11 April 2018 (the "Circular")), including the aggregate of proposed annual caps for the year ending 31 December 2018 being RMB102,321,000, and the transactions contemplated thereunder and the implementation thereof.		
	(ii) To approve, confirm and ratify the 2019-2020 Continuing Connected Transactions (as defined in the Circular), including the aggregate of proposed annual caps for the two years ending 31 December 2019 and 2020 being RMB123,495,000 and RMB148,475,000, respectively, and the transactions contemplated thereunder and the implementation thereof.		
	(iii) To authorise any one Director (or any two Directors or one director and the secretary of the Company, in the case of execution of documents under seal) 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 him/her to be incidental to, necessary to, ancillary to or in connection with the matters contemplated in the 2018 Continuing Connected Transactions and the 2019-2020 Continuing Connected Transactions and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. 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 shares in the capital of the Company registered in your name(s).
3. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. If not completed, the chairman of Annual General Meeting will act as your proxy.
4. The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. In the case of joint holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
8. 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 notarially certified copy thereof), must be deposited at the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjourned meeting thereof). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
9. A proxy need not be a shareholder of the Company.