



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

(Incorporated under the laws of Cayman Islands with limited liability)
 (Stock Code: 1197)

IN THE GRAND COURT OF THE CAYMAN ISLANDS CAUSE NO. FSD77 OF 2019 (RMJ)
IN THE MATTER OF CHINA HENGSHI FOUNDATION COMPANY LIMITED
IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW (2018 REVISION) OF
THE CAYMAN ISLANDS
FORM OF PROXY
FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF
THE GRAND COURT
TO BE HELD AT WHAMPOA 03, 1/F, HARBOUR GRAND KOWLOON,
20 TAK FUNG STREET, WHAMPOA GARDEN, HUNGHOM, KOWLOON, HONG KONG ON
TUESDAY, 18 JUNE 2019
(OR AT ANY ADJOURNMENT THEREOF)

For use at the Court Meeting (as defined below) (or at any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme of Arrangement (defined below)) holding shares of US\$0.001 each in the issued share capital of China Hengshi Foundation Company Limited (the "Company").
 I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ shares of
 US\$0.001 each in the issued share capital of the Company, **HEREBY APPOINT** ^(Note 3) _____

of _____
 or failing him/her, the chairman of the Court Meeting, as my/our proxy to attend and act for me/us and on my/our behalf at the court meeting of the Scheme Shareholders convened at the direction of the Grand Court of the Cayman Islands (the "Court Meeting") (or at any adjournment thereof) to be held at Whampoa 03, 1/F, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hunghom, Kowloon, Hong Kong on Tuesday, 18 June 2019 at 9:30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification(s)) the scheme of arrangement dated 27 May 2019 (the "Scheme of Arrangement") between the Company and the holders of Scheme Shares (as defined in the Scheme of Arrangement) as referred to in the notice dated 27 May 2019 convening the Court Meeting (the "Notice"), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ^(Note 4)	AGAINST the Scheme ^(Note 4)

Dated this _____ day of _____ 2019 Signature(s) ^(Note 5): _____

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
 - Please insert the number of the Scheme Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
 - Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Extraordinary General Meeting will act as your proxy.
 - IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, TICK THE BOX MARKED "AGAINST the Scheme"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice or abstain.
 - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its seal or under the hand of an officer, attorney or other person duly authorised.
 - In order 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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Court Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote. However, if this form of proxy is not so deposited, it may be handed to the Chairman of the Court Meeting at the Court Meeting prior to the relevant vote, who shall have absolute discretion as to whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In that event, this form of proxy will be deemed to have been revoked.
 - In the case of joint holders of a Scheme Share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, shall alone be entitled to vote in respect of the relevant joint holding and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named member being the senior.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.