



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)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 18 JUNE 2019

For use at the extraordinary general meeting (or at any adjournment thereof) (the “**Extraordinary General Meeting**”) of the holders of shares of US\$0.001 each (the “**Shareholders**”) in the share capital of CHINA HENGSHI FOUNDATION COMPANY LIMITED (the “**Company**”).

I/We ^(Note 1), _____,
of ^(Note 1) _____,

being the registered holder(s) of ^(Note 2) _____ shares of US\$0.001 each in the issued capital of the Company, **HEREBY APPOINT** ^(Note 3) _____ of _____

or failing him/her, the chairman of the Extraordinary General Meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General 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 10:30 a.m. (Hong Kong time) (or as soon thereafter as the meeting of certain holders of the shares of US\$0.001 each in the share capital of the Company convened at the direction of the Grand Court of the Cayman Islands shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice dated 27 May 2019 convening the Extraordinary General Meeting (the “**Notice**”), and at such Extraordinary General Meeting (or at any adjournment thereof) to vote on my/our behalf and in my/our name(s) as hereunder indicated, and 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 Extraordinary General Meeting (or any adjournment thereof) in such manner as he/she thinks fit.

Special Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares (as defined in the Notice) as more particularly set out in the Notice		
Ordinary Resolutions ^(Note 4)			
2.	To approve the restoration of the share capital of the Company as more particularly set out in the Notice		
3.	To approve the Rollover Arrangement (as defined in the Notice) as more particularly set out in the Notice		

Dated this _____ day of _____ 2019

Signature(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- 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.
- The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
- 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 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 Extraordinary General 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 Extraordinary General Meeting at the Extraordinary General 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 Extraordinary General Meeting and voting in person at the Extraordinary General 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 any share, any one of such persons may vote at the Extraordinary 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 Extraordinary General 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.