



恒興黃金
HENGXING GOLD

Hengxing Gold Holding Company Limited

恒興黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2303)

WHITE FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this proxy form shall have the meanings given to them as defined in the composite scheme document dated 22 December 2020 jointly issued by Hengxing Gold Holding Company Limited (the “Company”) and SDGM unless otherwise defined herein.

I/We (Name) _____ (Block capitals please) of (Address) _____ being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of the Company hereby appoint (Name) _____ of (Address) _____ or failing him/her (Name) _____ of (Address) _____ or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 13 January 2021 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or the adjournment of the meeting of the shareholders of the Company convened at the direction of the Grand Court of the Cayman Islands for the same day and place), and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution:

Special Resolution (see Note 8)	For (see Note 3)	Against (see Note 3)
To approve and give effect to the Scheme and the Capital Reduction, including, among other things, the increase of the issued share capital of the Company to the amount prior to the Capital Reduction by issuance to SDGM or, as SDGM may direct, its wholly-owned subsidiary (as the case may be) of such number of new ordinary shares with par value of HK\$0.01 each in the share capital of the Company (“Shares”) as is equal to the number of Scheme Shares cancelled as a result of the Scheme, and the application of the credit arising in the Company’s books of accounts as a result of the Capital Reduction in paying up in full at par value the new Shares as aforesaid, credited as fully paid, to SDGM or, as SDGM may direct, its wholly-owned subsidiary (as the case may be); and to authorise each director of the Company to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, the Capital Reduction, the allotment and issue of the new Shares as aforesaid and the application to the Stock Exchange for the withdrawal of the listing of the Shares.		

Dated this _____ day of _____, 2020 Signature(s) _____ (see Notes 4 and 5)

Notes:

- 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).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “or failing him/her, the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote 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.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the meeting (i.e. 10:30 a.m. (Hong Kong time) on Monday, 11 January 2021) or any adjournment 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.
- A proxy need not be a shareholder of the Company.
- The full text of the resolution is set out in the notice of the meeting dated 22 December 2020. The description of the resolution in this form of proxy is by way of summary only.
- The special resolution set out above will be determined by way of poll at the meeting.
- If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on Wednesday, 13 January 2021 and/or the Hong Kong Observatory has announced on Wednesday, 13 January 2021 at or before 8:00 a.m. that any of the above mentioned warnings is to be issued within the next two hours, the meeting shall automatically be postponed to the next business day (being a day (other than a Saturday, Sunday or public holiday) on which the Stock Exchange is open for the transaction of business) (the “Business Day”) on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the meeting shall be held at 10:30 a.m. on that Business Day at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether to attend the meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.