



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)

PINK FORM OF PROXY FOR USE AT THE COURT MEETING

Pink form of proxy for use at the court meeting of the shareholders of Hengxing Gold Holding Company Limited (the "Company") holding the shares of HK\$0.01 each in the issued share capital of the Company convened at the direction of the Grand Court of the Cayman Islands (or any adjournment thereof) (the "Court Meeting"). Capitalised terms used in this proxy form shall have the meanings given to them as defined in the composite scheme document referred to in the notice of the Court Meeting dated 22 December 2020 unless otherwise defined herein.

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 296 OF 2020

IN THE MATTER of Section 15 and Section 86 of the Companies Law (2020 Revision)

AND IN THE MATTER of Order 102 of the Grand Court Rules 1995

AND IN THE MATTER of Hengxing Gold Holding Company Limited 恒興黃金控股有限公司

I/We (Name) _____ of (Address) _____

being _____

the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of

Hengxing Gold Holding Company Limited (the "Company") hereby appoint (Name) _____ of (Address) _____

_____ or failing him/her (Name) _____

_____ of (Address) _____

_____ or failing him/her, the

chairman of the Court Meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Court Meeting to be held at

35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 13 January 2021 at 10:00 a.m. (Hong Kong time), 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:

FOR the Scheme (see Note 3)	AGAINST the Scheme (see Note 3)

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 Court 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 the Scheme". IF YOU WISH TO VOTE AGAINST THIS RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST the Scheme".** 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 Court Meeting other than those referred to in the notice convening the Court 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 Court 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 Court 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 notorially certified copy thereof), not less than 48 hours before the time appointed for holding the Court Meeting (i.e. 10:00 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 Court Meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- The resolution set out above will be determined by way of poll at the Court 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 Court 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 Court Meeting shall be held at 10:00 a.m. on that Business Day at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Court 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 Court 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.
- The full text of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme appear in the composite scheme document dated 22 December 2020 jointly issued by the Company and SDGM.