



恒 | 生 | 控 | 股
HENG SHENG HOLDINGS

HENG SHENG HOLDINGS LIMITED

恒生控股有限公司

(formerly known as Kong Shum Union Property Management (Holding) Limited)
(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 31 JULY 2018 AT 11:00 A.M.

I/we ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
shares of HK\$0.01 each in the share capital of Heng Sheng Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting,
or ^(note 3) _____
of _____
as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) (the "Meeting") of the Company to be held at Unit L, 1/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 31 July 2018, at 11:00 a.m. to consider and, if thought fit, pass the resolutions as set out in the notice convening the Meeting and at the meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and adopt the audited financial statements and the reports of the directors of the Company (the "Director(s)") and the independent auditor of the Company for the year ended 31 March 2018.		
2.	(a) To re-elect Mr. Eric Todd as an executive Director;		
	(b) to re-elect Mr. Huang Liming as a non-executive Director;		
	(c) to re-elect Mr. Lam Kai Yeung as an independent non-executive Director;		
	(d) to re-elect Mr. Lo Chi Ho, Richard as an independent non-executive Director; and		
	(e) to authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with new shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue shares of the Company by adding the number of shares repurchased by the Company.		

Dated this _____

Signature ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The name(s) of all joint registered holders should be stated.
- Please insert the number of shares to which the proxy relates 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 Company registered in your name(s).
- If a proxy other than the Chairman of the Meeting is preferred, strike out words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provide. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, YOU SHOULD PUT A TICK ("✓") IN THE RELEVANT BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, YOU SHOULD PUT A TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to tick any box will entitle your proxy to cast your votes on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Union Registrars Limited, the Company's branch share registrar in Hong Kong, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for the Meeting (or at any adjournment thereof).
- Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), 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 proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.