



Heng Fai Enterprises Limited

恒輝企業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

Form of proxy for Extraordinary General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares in the capital
of Heng Fai Enterprises Limited (the "Company"), hereby appoint³ the chairman of the meeting
or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company
(the "EGM") to be held at Club Lusitano, 24th Floor, 16 Ice House Street, Central, Hong Kong on Thursday, 28
August 2014 at 10:00 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at 9:30
a.m. on the same day and at the same place shall have been concluded or adjourned) and at any adjournment
thereof to vote for me/us and in my/our name(s) as indicated below or, if no such indications given, as my/our
proxy thinks fit.

SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the Proposed Capital Reduction and authorise the Company to do all acts and things as may be necessary, desirable or expedient to implement or to give effect to the foregoing as set out in the notice of the EGM dated 29 July 2014.	<input type="checkbox"/>	<input type="checkbox"/>

Date this _____ day of _____ 2014

Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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 the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting in preferred, strike out the words "the chairman of the meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put, on a poll, to the meeting other than those referred to in the notice convening the Meeting.
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be deposited at the Company's registered office, 24/F, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
6. 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 or other person duly authorised.
7. In the case of joint registered holders of any share, 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 registered holders is present at the meeting, either personally or by proxy, then that one of the said persons so present whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.