



恒安國際集團有限公司*

HENGAN INTERNATIONAL GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1044)

websites: <http://www.hengan.com>

<http://www.irasia.com/listco/hk/hengan>

Form of proxy for 2009 annual general meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.10 each in the capital of abovenamed company (the "Company") HEREBY APPOINT³ the Chairman of the meeting, or _____
of _____
as my/our proxy to attend and vote for me/us and vote on my/our behalf at the said meeting of the Company to be held at Salon 1-3, Level 3, JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 20 May 2009 (Wednesday) at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
1. To receive and consider the audited consolidated accounts and the reports of the directors and auditors for the year ended 31 December 2008		
2. To declare a final dividend for the year ended 31 December 2008		
3. (i) To re-elect Mr. Xu Da Zuo as a director	(i)	(i)
(ii) To re-elect Mr. Xu Chun Man as a director	(ii)	(ii)
(iii) To re-elect Chu Cheng Chung as a director	(iii)	(iii)
(iv) To authorise the board of directors to fix the remuneration of the directors	(iv)	(iv)
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration		
5. To grant a general mandate to the board of directors to allot and issue shares		
6. To grant a general mandate to the board of directors to exercise all powers of the Company to purchase its own securities		
7. To extend the general mandate granted to the board of directors pursuant to Resolution No. 5 above by an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company pursuant to the general mandate granted pursuant to Resolution No. 6 above		

Signature(s)⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert 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).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting, or" 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a 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 to the meeting other than those 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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 share registrars, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting.
- Where there are 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 holders be present at the meeting, personally or by proxy, 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.
- A member entitled to attend and vote at the meeting may appoint one or more proxies (who must be an individual or individuals) to attend and vote in his stead. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting and any adjournment thereof if you wish.

* for identification purposes only