



Hengxing Gold Holding Company Limited

(A limited company incorporated in Cayman Islands)

Procedures for Shareholders to propose a person for election as a Director

Amended and adopted by the Board of Directors on May 5, 2014

Article 85 of the articles of association of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a director of the Company at the annual general meeting ("AGM"), the following documents must be validly lodged at the head office of the Company at No. 36, Yiji Road, Yining County, Xinjiang between the day no earlier than the day immediately after the dispatch of the notice of the AGM and at least seven (7) days before the AGM, namely:

- (i) his/her notice of intention to propose a resolution at the annual general meeting; and
- (ii) a notice signed by the nominated candidate of the candidate's willingness to be appointed together with:
 - (a) the candidate's information as required to be disclosed under rule 13.51(2) of the Listing Rules; and
 - (b) the candidate's written consent to the publication of his/her personal data.