

CHINA HGS REAL ESTATE INC.
Form DEF 14A
August 05, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-12

CHINA HGS REAL ESTATE INC.

(Name of Registrant as Specified In Its Charter)

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ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 10, 2013

August 5, 2013

Dear Shareholder:

You are cordially invited to attend the 2013 Annual Meeting of Shareholders (the “Annual Meeting”) of China HGS Real Estate Inc. (“China HGS,” “we” or “our”), to be held on September 10, 2013, at 10:00 a.m. China time, at our corporate offices located at 6 Xinghan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000.

We discuss the matters to be acted upon at the meeting in more detail in the attached Notice of Annual Meeting and Proxy Statement. At the Annual Meeting, we will ask you to consider the following proposals:

· to elect five directors;

· to ratify the appointment of Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013; and

· to transact such other business that may properly come before the meeting or at any adjournment thereof.

Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended September 30, 2012. We encourage you to read the Form 10-K. It includes our audited financial statements.

Shareholders of record as of August 1, 2013 may vote at the Annual Meeting.

Your vote is important. Whether or not you plan to attend the meeting in person, it is important that your shares be represented. Please vote as soon as possible.

Sincerely,

/s/ Xiaojun Zhu

Chairman of the Board

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 10, 2013

August 5, 2013

To the Shareholders of CHINA HGS REAL ESTATE INC.:

NOTICE IS HEREBY given that the 2013 Annual Meeting of Shareholders (the “Annual Meeting”) of China HGS Real Estate Inc. (the “China HGS”) will be held at our corporate offices located at 6 Xinghan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000, on September 10, 2013 at 10:00 a.m. (China time) for the following purposes:

1. to elect Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen as directors;
2. to ratify the appointment of Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013; and
3. to transact such other business that may properly come before the meeting or at any adjournment or postponement thereof.

More information about these business items is described in the proxy statement accompanying this notice. Any of the above matters may be considered at the Annual Meeting at the date and time specified above or at an adjournment or postponement of such meeting.

Your vote is important. Whether or not you plan to attend the meeting in person, it is important that your shares be represented. To ensure that your vote is counted at the meeting, please vote as soon as possible.

For the Board of Directors,

/s/ Xiaojun Zhu
Xiaojun Zhu

Chairman of the Board

Hanzhong, China

August 5, 2013

YOUR VOTE IS IMPORTANT.

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN,
DATE AND RETURN THE PROXY CARD OR VOTING INSTRUCTION CARD AS INSTRUCTED.**

CHINA HGS REAL ESTATE INC.

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS

To be held September 10, 2013

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CHINA HGS REAL ESTATE INC.

PROXY STATEMENT FOR 2013 ANNUAL MEETING OF SHAREHOLDERS

GENERAL

These proxy materials are furnished to you for use at the Annual Meeting of Shareholders of China HGS (the “Annual Meeting”) to be held on September 10, 2013 at 10:00 a.m. (China time), or at any postponement or adjournment of the Annual Meeting, for the purposes set forth herein and in the foregoing Notice of Annual Meeting of Shareholders. The Annual Meeting will be held at our offices located at 6 Xingnan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000. Shareholders of record as of August 1, 2013 (the “Record Date”) are invited to attend the Annual Meeting and are asked to vote on the proposals described in this proxy statement.

August 13, 2013 is the approximate date on which this Proxy Statement, Notice of Annual Meeting of Shareholders (“Notice”) and accompanying form of proxy are first being sent to shareholders. Our principal executive offices are located at 6 Xingnan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000, and our telephone number is + 86 91 6262 2612.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING

Q: What is the purpose of the Annual Meeting?

A: To vote on the following proposals:

- to elect Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen as directors;
- to ratify the appointment of Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013; and
- to transact such other business that may properly come before the meeting or at any adjournment or postponement thereof.

Q: What are the Board of Directors’ recommendations?

A: The Board recommends a vote:

- **FOR** the election of Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen as directors;

FOR the ratification of the appointment of Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013.

Q: Who is entitled to vote at the meeting?

A: *Shareholders Entitled to Vote.* Shareholders who our records show owned shares of China HGS as of the close of business on the Record Date may vote at the Annual Meeting. On the Record Date, we had a total of 45,050,000 shares of China HGS common stock (“Common Stock”) issued and outstanding, which were held of record by 287 shareholders and no shares of preferred stock were outstanding. Each share of Common Stock is entitled to one vote. The stock transfer books will not be closed between the Record Date and the date of the Annual Meeting.

Registered Shareholders. If your shares are registered directly in your name with China HGS’s transfer agent, you are considered the shareholder of record with respect to those shares, and the Notice was provided to you directly by China HGS. As the shareholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting.

Street Name Shareholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and the Notice was forwarded to you by your broker or nominee, who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy.

Q: Can I attend the meeting in person?

A: You are invited to attend the Annual Meeting if you are a registered shareholder or a street name shareholder as of the Record Date. In addition, you must also present a form of photo identification acceptable to us, such as a valid driver's license or passport.

Q: How can I vote my shares?

A: *Registered Shareholders:* Registered shareholders may vote in person at the Annual Meeting or by completing, signing and dating the proxy card and returning it in the prepaid envelope provided.

Street Name Shareholders: If your shares are held by a broker, bank or other nominee, you should have received instructions on how to vote or instruct the broker to vote your shares from your broker, bank or other nominee. Please follow their instructions carefully. Also, please note that if the holder of record of your shares is a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must request a legal proxy from the bank, broker or other nominee that holds your shares and present that proxy and proof of identification at the Annual Meeting to vote your shares.

Street name shareholders may generally vote by one of the following methods:

By Mail. If you requested printed copies of the proxy materials to be mailed to you, you may vote by signing, dating and returning your voting instruction card in the enclosed pre-addressed envelope;

By Methods Listed on Voting Instruction Card. Please refer to your voting instruction card or other information provided by your bank, broker or other holder of record to determine whether you may vote by telephone or electronically on the Internet, and follow the instructions on the voting instruction card or other information provided by the record holder; or

In Person With a Proxy from the Record Holder. A street name shareholder who wishes to vote at the Annual Meeting will need to obtain a legal proxy from his or her bank or brokerage firm. Please consult the voting instruction card provided to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the Annual Meeting.

Q: If I submit a proxy, how will it be voted?

A: When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the shareholder. If no specific instructions are given, however, the shares will be voted in accordance with the above recommendations of our Board of Directors. If any matters not described in the Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have revoked your proxy instructions, as described below under “Can I change my vote?”

Q: Can I change my vote?

A: You may change your vote at any time prior to the vote at the Annual Meeting. To revoke your proxy instructions and change your vote if you are a holder of record, you must (i) attend the Annual Meeting and vote your shares in person, (ii) advise our Corporate Secretary at our principal executive office (6 Xingnan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000) in writing before the proxy holders vote your shares, (iii) deliver later dated and signed proxy instructions (which must be received prior to the Annual Meeting) or (iv) vote again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted).

Q: What happens if I decide to attend the Annual Meeting but I have already voted or submitted a proxy covering my shares?

A: You may attend the meeting and vote in person even if you have already voted or submitted a proxy. Please be aware that attendance at the Annual Meeting will not, by itself, revoke a proxy. If a bank, broker or other nominee holds your shares and you wish to attend the Annual Meeting and vote in person, you must obtain a legal proxy from the record holder of the shares giving you the right to vote the shares.

Q: What quorum is required for the Annual Meeting?

A: At the Annual Meeting, the presence in person or by proxy of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting is required for the Annual Meeting to proceed. If you have returned valid proxy instructions or attend the Annual Meeting in person, your Common Stock will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the meeting.

Q: How are votes counted?

A: Each share of our common stock outstanding on the Record Date is entitled to one vote on each of the five director nominees and one vote on each other matter.

In the election of directors, the five nominees receiving the highest number of “FOR” votes at the annual meeting will be elected. The proposal for the ratification of the independent registered public accounting firm requires the affirmative “FOR” vote of a majority of those shares present in person or represented by proxy and entitled to vote on each proposal

at the annual meeting. If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute “broker non-votes.” Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner, such as the proposals related to the election of directors, and voting instructions are not given. In tabulating the voting results for the proposals related to the election of directors, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, broker non-votes will not affect the outcome of proposals related to the election of directors, assuming that a quorum is obtained. Abstentions have the same effect as votes against any matter being voted on at the annual meeting.

Q: Who will tabulate the votes?

A: China HGS has designated a representative of Boardridge as the Inspector of Election who will tabulate the votes.

Q: Who is making this solicitation?

A: This proxy is being solicited on behalf of China HGS’s Board of Directors.

Q: Who pays for the proxy solicitation process?

A: China HGS will pay the cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. We may, on request, reimburse brokerage firms and other nominees for their expenses in forwarding proxy materials to beneficial owners. In addition to soliciting proxies by mail, we expect that our directors, officers and employees may solicit proxies in person or by telephone or facsimile. None of these individuals will receive any additional or special compensation for doing this, although we will reimburse these individuals for their reasonable out-of-pocket expenses.

Q: May I propose actions for consideration at next year's annual meeting of shareholders or nominate individuals to serve as directors?

A: You may present proposals for action at a future meeting only if you comply with the requirements of the proxy rules established by the SEC. In order for a shareholder proposal to be included in our Proxy Statement and form of Proxy relating to the meeting for our 2014 Annual Meeting of Shareholders under rules set forth in the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), the proposal must be received by us no later than April 15, 2014.

Q: What should I do if I get more than one proxy or voting instruction card?

A: Shareholders may receive more than one set of voting materials, including multiple copies of the Notice, these proxy materials and multiple proxy cards or voting instruction cards. For example, shareholders who hold shares in more than one brokerage account may receive separate Notices for each brokerage account in which shares are held. Shareholders of record whose shares are registered in more than one name will receive more than one Notice. You should vote in accordance with all of the Notices you receive relating to our Annual Meeting to ensure that all of your shares are voted.

Q: How do I obtain a separate set of proxy materials or request a single set for my household?

A: We have adopted a procedure approved by the SEC called "householding." Under this procedure, shareholders who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our annual report and proxy statement unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. This procedure reduces our printing costs and postage fees. Each shareholder who participates in householding will continue to be able to access or receive a separate proxy card.

If you wish to receive a separate Notice, proxy statement or annual report at this time, please request the additional copy by contacting Corporate Secretary by telephone at +86 91 6262 2612, or by facsimile at +86 91 6225 1606. If any shareholders in your household wish to receive a separate annual report and a separate proxy statement in the future, they may call the Company's transfer agent, Island Stock Transfer, by telephone at (727) 289-0010, or by facsimile at (727) 289-0069 or write to Island Stock Transfer at 100 Second Avenue South, Suite 705S, Saint Petersburg, FL, 33701. Other shareholders who have multiple accounts in their names or who share an address with other shareholders can authorize us to discontinue mailings of multiple annual reports and proxy statements by calling or writing to our transfer agent as set forth above.

Q: What if I have questions about lost stock certificates or need to change my mailing address?

A: You may contact our transfer agent, Island Stock Transfer, by telephone at (727) 289-0010, or by facsimile at (727) 289-0069, if you have lost your stock certificate or need to change your mailing address.

BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors is presently composed of five (5) members: Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen. On August 22, 2012, the Board of Directors appointed Christy Young Shue and John Chen to fill the vacancies on the Board of Directors, Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee due to the resignations from the Board of Directors of Gordon H. Silver and H. David Sherman. Mr. Zhu serves as Chairman of the Board of Directors. The Board of Directors has determined that Christy Young Shue, John Chen, and Yuankai Wen are independent directors within the meaning set forth in the NASDAQ listing rules and as required by the rules and regulations of the SEC, as currently in effect. There are no family relationships between any director and an executive officer.

The Board of Directors held five meetings during fiscal year 2012, five of which were regularly scheduled meetings and none of which was a special meeting. The Board also acted four times by unanimous written consent. Each director attended at least 75% of the aggregate number of meetings of our Board of Directors and the committees on which such director served during fiscal year 2012 and was eligible to attend.

Information about the Directors and Nominees

Set forth below is information regarding our directors/nominees as of August 5, 2013:

Name	Age	Position	Director Since
Xiaojun Zhu	46	President, Chief Executive Officer and Chairman of the Board of Directors	2009
Shenghui Luo	44	Director	2010
Christy Young Shue	50	Director	2012
John Chen	41	Director	2012
Yuankai Wen	66	Director	2010

Xiaojun Zhu, the President, Chief Executive Officer, and Chairman of the Board of Directors of China HGS, began his entrepreneurial career in 1995 by creating a privately-run real estate company in Hanzhong, Shaanxi Province. With more than 20 years' experience, Mr. Zhu is considered to be one of China's most influential business leaders in the real estate industry. In October 2005, Mr. Zhu received the "Top 100 Management Elites in China's Building Industry 2005" award by the Chinese Academy of Management Science. Mr. Zhu also received the "Innovative Shaanxi - Person of the Year 2007" award and the "Outstanding Socialism Builder of Shaanxi Province in 2008" award. In August 2009, Mr. Zhu joined China Agro as Chairman and Chief Executive Officer. In 2007, before joining China Agro, Mr. Zhu served as the Chairman and General Manager of Shaanxi Guangsha Investment and Development Group Co., Ltd. From 1995 to 2007, Mr. Zhu was the Chairman and General Manager of Hanzhong Guangsha Real Estate Development Co, Ltd., a real estate development company. From 1992 to 1995, prior to starting his own

business, Mr. Zhu served as a Vice General Manager in the real estate-based subsidiary of Hanjiang Building Material Group Corporation. From 1985 to 1988, Mr. Zhu studied at Shaanxi Metallurgy College. As the founder of the Company, Mr. Zhu is acknowledged to be one of China's leading business executives in the real estate industry and is able to provide the Board with an understanding of the Company's business as well as provide expert perspective on industry trends and opportunities. Mr. Zhu's experience with the Company from its founding also offers the Board insight to the evolution of the Company, including from execution, cultural, operational, competitive and industry points of view.

Shenghui Luo has served as a director since January 2010. Ms. Luo joined Shaanxi Guangsha Investment and Development Group Co., Ltd., the Company's subsidiary, in 1997. From 2000 through March 2009, Ms. Luo served as Vice Director of the Finance Department of Shaanxi Guangsha Investment and Development Group Co., Ltd. In March 2009, Ms. Luo was appointed a Manager of the Finance Department of Shaanxi Guangsha Investment and Development Group Co., Ltd. Ms. Luo received her Bachelor's degree in Accounting from Shaanxi Finance College. As a result of Ms. Luo's service as a member of the Company's finance department, she developed an extensive understanding of the Company's business. In addition, her knowledge and experience in finance and accounting provides her with a broad understanding of the Company's financial reporting obligations both locally and in the U.S.

Christy Young Shue has served as a director since August 2012. Ms. Shue served as Executive Vice President, Finance and Investor Relations and Corporate Secretary of Harbin Electric, Inc. (NASDAQ: HRBN) from 2007 through April 2012, when Harbin went private as a result of a management buyout transaction. From 2006 through 2007, Ms. Shue was a Vice President, a Senior Investor Relations Consultant at Christensen, an Investor Relations advisory firm. From 2003 through 2006, Ms. Shue served as Investor Relations Manager at International Paper (NYSE: IP). Ms. Shue received her MBA degree in finance/international business from Stern School of Business, New York University, a Ph.D. in Chemistry from Purdue University, and a Bachelor of Science degree in Chemistry from Sichuan University. Ms. Shue's previous experience as an officer and Investor Relations manager for public companies has given her insights into various challenges that public companies experience, as well as extensive knowledge and understanding of capital market related issues such as corporate governance and financial reporting.

John Chen has served as a director since August 2012. Mr. Chen is a California Certified Public Accountant. Mr. Chen has been the Chief Financial Officer of General Steel Holdings Inc. (NYSE: GSI) since May 2004. From 1997 to 2003, Mr. Chen was a Senior Accountant at Moore Stephens Frazer and Torbet. Mr. Chen received his Bachelor of Science degree in Business Administration, Accounting from California State Polytechnic University. Mr. Chen's experience as a California Certified Public Accountant and his experience as a chief financial officer of a public company have provided him with broad experience in finance including accounting and financial reporting. This experience has led our Board of Directors to determine that he is an "audit committee financial expert" as that term is defined in Item 407(d)(5) of Regulation S-K under the 1934 Act.

Yuankai Wen has served as a director since January 2010. Since 1998, Mr. Wen has served as the Chairman of Beijing Neolinde Management Training Center. From 1997 to 1998, he was also the Chairman of Beijing Neolinde Management Consulting Co. From 1994 through 1997, Mr. Wen was a Vice President of Roosevelt China Investment Co., an investment firm. Mr. Wen received his Bachelor's degree in Chemistry from Nanjing University. He was also a visiting scholar of Physical and Chemical Biology Institute, University of Paris in France. Mr. Wen's experience as Chairman of the Beijing Neolinde Management Training Center and as Chairman of the Beijing Neolinde Management Consulting Co. has provided him with broad leadership and executive experience. Moreover, his management experience in China provides him with a perspective on Chinese business operations.

The business experience during at least the last five years of the Company's executive officers not included above is as follows:

Wei (Samuel) Shen has been the Chief Financial Officer of the Company since May 2012. From November 2011 to May 2012, Mr. Shen was the Vice President for Finance of the Company. Prior to joining the Company, Mr. Shen was a Director at Bluehill Investment Advisory Group, a Canada-PRC based consulting firm, where he helped several U.S. and Canadian listed Chinese companies with their financial reporting, internal control implementation, and SOX compliance training. From 2006 to 2011, Mr. Shen served as an Audit Assurance Manager at MSCM LLP, Toronto, where he managed audit engagements for U.S. and Canadian public companies in real estate, health care, manufacturing, and IT industries. Mr. Shen holds both Chartered Accountant and Certified Public Accountant designations and is experienced with financial reporting under IFRS, U.S. and Canadian GAAP. Mr. Shen holds a

Master of Management and Public Accounting from the Rotman School of Management, University of Toronto.

Committees of the Board of Directors

The Board of Directors has the following standing committees: Audit, Compensation, and Nominating and Corporate Governance. The Board of Directors has adopted written charters for each of these committees, copies of which are attached as Exhibits A-C, respectively. All members of the committees appointed by the Board of Directors are non-employee directors and the Board of Directors has determined that all such members are independent under the applicable rules and regulations of NASDAQ and the SEC, as currently in effect. In addition, all directors who served on a committee during any portion of fiscal year 2012 were independent under the applicable rules and regulations of NASDAQ and the SEC during such director's period of service.

The following chart details the membership of each standing committee as of August 5, 2013 and the number of meetings each committee held in fiscal year 2012.

Name of Director	Audit Compensation		Nominating & Corporate Governance
	M	C	
Gordon H. Silver*	M	M	C
H. David Sherman**	C	M	M
Yuankai Wen	M	C	M
Number of Meetings in Fiscal 2012	4	1	1

M = Member

C = Chair

*On August 22, 2012, the Board of Directors appointed Christy Young Shue to each of the Audit, Compensation and Nominating and Corporate Governance Committees.

**On August 22, 2012, the Board of Directors appointed John Chen to each of the Audit, Compensation and Nominating and Corporate Governance Committees.

Audit Committee

The Audit Committee oversees our accounting, financial reporting and audit processes; appoints, determines the compensation of, and oversees, the independent registered public accountants; pre-approves audit and non-audit services provided by the independent registered public accountants; reviews the results and scope of audit and other services provided by the independent registered public accountants; reviews the accounting principles and practices and procedures used in preparing our financial statements; oversees the Company's internal audit function; and reviews our internal controls.

The Audit Committee works closely with management and our independent registered public accountants. The Audit Committee also meets with our independent registered public accountants without members of management present, on a quarterly basis, following completion of our independent registered public accountants' quarterly reviews and annual audit and prior to our earnings announcements, to review the results of their work. The Audit Committee also meets with our independent registered public accountants to approve the annual scope and fees for the audit services

to be performed.

The Board of Directors has determined that John Chen is an “audit committee financial expert” as defined by SEC rules, as currently in effect.

The Audit Committee Report is included in this report on page 19. A copy of the Audit Committee’s written charter is attached as Exhibit A.

Compensation Committee

The Compensation Committee has overall responsibility for (i) overseeing the Company’s compensation and benefits policies generally; and (ii) overseeing, evaluating and approving executive officer and director compensation plans, policies and programs. A copy of the Compensation Committee’s written charter is attached as Exhibit B.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee (i) considers and periodically reports on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors and its committees; (ii) develops and recommends governance principles applicable to China HGS; (iii) oversees the evaluation of the Board of Directors and management from a corporate governance perspective; and (iv) reviews China HGS' reporting in documents filed with the SEC to the extent related to corporate governance.

Director Qualifications. The Nominating and Corporate Governance Committee has adopted a variety of criteria upon which candidates to become members of the Board will be assessed. These include the candidate's reputation, relevant experience and expertise, knowledge of the Company and issues affecting the Company, and the candidate's willingness and ability to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility. The Committee will also consider candidates recommended by shareholders. Shareholders must follow certain procedures to recommend candidates to the Nominating Committee as set forth in the committee charter.

Identification and Evaluation of Nominees for Directors. The Nominating and Corporate Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. The Nominating and Corporate Governance Committee regularly assesses the appropriate size of the Board of Directors, and whether any vacancies on the Board of Directors are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current members of the Board of Directors, professional search firms, shareholders or other persons. These candidates are evaluated at regular or special meetings of the Nominating and Corporate Governance Committee, and may be considered at any point during the year. The Nominating and Corporate Governance Committee considers properly submitted shareholder recommendations for candidates for the Board of Directors. In evaluating such recommendations, the Nominating and Corporate Governance Committee uses the qualifications standards discussed above and seeks to achieve a balance of knowledge, experience and capability on the Board of Directors.

A copy of the Nominating and Corporate Governance Committee's written charter is attached as Exhibit C.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2012, Mr. Wen served as the chair of the Compensation Committee. Messrs. Silver and Sherman served as members of the Compensation Committee until August 22, 2012 when they resigned from the Board of Directors and the Board of Directors appointed Ms. Shue and Mr. Chen to fill the vacancies on the Board of Directors and the Compensation Committee due to the resignations of Messrs. Silver and Sherman. No member of the

Compensation Committee during fiscal 2012 was an officer or employee of China HGS. In addition, no member of the Compensation Committee or executive officer of China HGS served as a member of the Board of Directors or Compensation Committee of any entity that has an executive officer serving as a member of our Board of Directors or Compensation Committee.

Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our directors or executive officers have been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement. Except as set forth in our discussion below in “Certain Relationships and Related Transactions,” none of our directors, director nominees or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

Annual Meeting Attendance

We do not have a formal policy regarding attendance by members of the Board of Directors at our annual meetings of shareholders although directors are encouraged to attend annual meetings of China HGS shareholders. Last year, all of our directors attended our annual meeting of shareholders.

Communications with the Board of Directors

Although we do not have a formal policy regarding communications with the Board of Directors, shareholders may communicate with the Board of Directors in writing at China HGS Real Estate Inc., 6 Xingnan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000; Attention Board of Directors. Shareholders who would like their submission directed to a member of the Board of Directors may so specify.

Code of Conduct

On January 22, 2010, the Board of Directors adopted a Code of Conduct which sets forth the standards by which the Company's employees, officers and directors should conduct themselves. A copy of the Code of Conduct is attached as Exhibit D. The Company will disclose any amendment to the Code of Conduct or waiver of a provision of the Code of Conduct that applies to the Company's Chief Executive Officer, Chief Financial Officer and any other principal financial officer, and any other person performing similar functions and relates to certain elements of the Code of Conduct, including the name of the officer to whom the waiver was granted.

Compensation of Directors

The following table provide information about the actual compensation earned by non-employee directors who served during fiscal 2012.

FISCAL 2012 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
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Gordon H. Silver*	18,000	-	9,018	-	-	-	27,018
H. David Sherman**	27,000	-	9,018	-	-	-	36,018
Yuankai Wen	15,296	-	7,515	-	-	-	22,811
John Chen**	3,000	-	350	-	-	-	3,350
Christy Young Shue*	2,000	-	350	-	-	-	2,350

*On August 22, 2012, Gordon H. Silver resigned from the Board. The Board of Directors appointed Christy Young Shue to each of the Audit, Compensation and Nominating and Corporate Governance Committees.

** On August 22, 2012, H. David Sherman resigned from the Board. The Board of Directors appointed John Chen to each of the Audit, Compensation and Nominating and Corporate Governance Committees.

These amounts reflect the value determined by the Company for accounting purposes for these awards and do not reflect whether the recipient has actually realized a financial benefit from the award (such as by exercising stock (1) options). This column represents the compensation expense for fiscal year 2012 for stock options. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. No stock option awards were forfeited by any of our non-employee directors in fiscal year 2012.

(2) Mr. Wen receives annual compensation in the amount of RMB 100,000. The amount set forth in this column is based on an exchange rate of RMB 6.5377 to the U.S. dollar, the average exchange rate during 2012.

Independent Director Agreements

The Company has entered into Independent Director Agreements with Ms. Shue, Messrs. Chen and Wen pursuant to which the Company has agreed to pay each of these directors annual cash compensation in the amount of \$24,000, \$36,000 and RMB 100,000, respectively. In addition, the Company has agreed to grant each of these directors, annually, nonstatutory stock options to purchase 60,000, 60,000 and 10,000 shares of the Company's common stock, respectively, which options shall vest in accordance with the schedule determined as of the date of grant. In addition, the Company has agreed to reimburse each director for all reasonable, out-of-pocket expenses, subject to the advance approval of the Company incurred in connection with the performance of Director's duties.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our Common Stock as of August 1, 2013 as to (i) each person who is known by us to own beneficially more than 5% of our outstanding Common Stock, (ii) each of the executive officers and other persons named in the Summary Compensation Table, (iii) each director and nominee for director, and (iv) all directors and executive officers as a group. Except as otherwise indicated in the footnotes, all information with respect to share ownership and voting and investment power has been furnished to us by the persons listed. Except as otherwise indicated in the footnotes, each person listed has sole voting power with respect to the shares shown as beneficially owned. Unless otherwise indicated, the address of each listed shareholder is c/o China HGS Real Estate Inc., 6 Xinghan Road, 19th Floor, Hanzhong City, Shaanxi Province, PRC 723000.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class (2)	
5% Holders			
Rising Pilot, Inc. (a British Virgin Islands company)(3)	14,000,000	31.1	%
Directors and Officers			
Mr. Xiaojun Zhu(4)	29,800,000	66.1	%

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Shenghui Luo	1,680,000	3.7	%
Gordon H. Silver (5)	22,800	*	
H. David Sherman (5)	22,800	*	
Christy Young Shue(6)	50,000	*	
John Chen(6)	50,000	*	
Yuankai Wen(7)	20,000	*	
Wei (Samuel) Shen	—	—	
All directors and executive officers as a group (5 persons)	31,645,600	70.3	%

* less than 1%

(1) Except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock owned by such person. The number of shares beneficially owned includes Common Stock that such individual has the right to acquire as of August 1, 2013 or within 60 days thereafter, including through the exercise of stock options.

(2) Percentage of beneficial ownership is based upon 45,050,000 shares of Common Stock outstanding as of August 1, 2013. For each named person, this percentage includes Common Stock that the person has the right to acquire either currently or within 60 days of August 1, 2013, including through the exercise of an option; however, such Common Stock is not deemed outstanding for the purpose of computing the percentage owned by any other person.

(3) Mr. Xiaojin Zhu has voting and dispositive control over securities held by Rising Pilot, Inc.

(4) Includes 15,800,000 shares of Common Stock owned by Mr. Zhu directly and 14,000,000 shares owned through Rising Pilot, Inc.

(5) Includes stock options to purchase 22,800 shares of Common Stock exercisable as of August 1, 2013 or within 60 days thereafter.

(6) Includes stock options to purchase 50,000 shares of Common Stock exercisable as of August 1, 2013 or within 60 days thereafter.

(7) Includes stock options to purchase 20,000 shares of Common Stock exercisable as of August 1, 2013 or within 60 days thereafter.

PROPOSAL ONE:
ELECTION OF DIRECTORS

The Board of Directors currently consists of five directors. At each annual meeting of shareholders, directors are elected for a term of one year and until their respective successors are duly qualified and elected to succeed those directors whose terms expire on the annual meeting dates or such earlier date of resignation or removal.

Board Independence

The Board of Directors has determined that Christy Young Shue, John Chen, and Yuankai Wen are independent directors within the meaning set forth in the NASDAQ listing rules, as currently in effect.

Nominees

The Nominating and Corporate Governance Committee of the Board of Directors recommended, and the Board of Directors approved, Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen as nominees for election at the Annual Meeting to the Board of Directors. If elected, Xiaojun Zhu, Shenghui Luo, Christy Young Shue,

John Chen, and Yuankai Wen will serve as directors until our annual meeting in 2014, and until a successor is qualified and elected or until his or her earlier resignation or removal. Each of the nominees is currently a director of the Company.

Unless otherwise instructed, the proxy holders will vote the proxies received by them **FOR** each of Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen. If the nominees are unable or decline to serve as a director at the time of the Annual Meeting, the proxies will be voted for another nominee designated by the Board of Directors. We are not aware of any reason that a nominee would be unable or unwilling to serve as a director.

Vote Required

Provided a quorum is present, the five nominees receiving the highest number of “FOR” votes at the annual meeting will be elected. Abstentions and broker non-votes will have no effect on the election of directors.

The Board of Directors unanimously recommends that shareholders vote “FOR” the election of each of Xiaojun Zhu, Shenghui Luo, Christy Young Shue, John Chen, and Yuankai Wen.

PROPOSAL TWO:**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee has selected Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013 and recommends that shareholders vote for ratification of such selection. Although ratification by shareholders is not required by law, the Company has determined that it is desirable to request ratification of this selection by the shareholders. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint new independent registered public accountants at any time during the year if the Audit Committee believes that such a change would be in the best interests of China HGS and its shareholders. If the shareholders do not ratify the selection of Friedman LLP, the Audit Committee may reconsider its selection.

Fees Billed by Friedman LLP during Fiscal Years 2012 and 2011

Type of Fees	Friedman LLP Fiscal Year	
	2012	2011
Audit Fees	\$ 190,000	190,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	\$ 190,000	\$ 190,000

“Audit Fees” consisted of fees for the audit of our annual financial statements, review of the financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements, statutory audits required by non-U.S. jurisdiction, the preparation of an annual “management letter” on internal control matters and assurance services provided in connection with the assessment and testing of internal controls with respect to Section 404 of the Sarbanes-Oxley Act of 2002.

“Audit-Related Fees” consisted of assurance and related services by Friedman LLP that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.”

“Tax Fees” consisted of professional services rendered by Friedman LLP for tax compliance and tax planning. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

The above amounts relate to services provided in the indicated fiscal years, irrespective of when they were billed. The Audit Committee considered the compatibility of non-audit services by Friedman LLP with the maintenance of that firm's independence and determined, in each case, that at all times, Friedman LLP remained independent.

Pre-approval Policy. The Audit Committee Charter establishes a policy governing our use of Friedman LLP for audit and non-audit services. Under the Charter, the Audit Committee is required to pre-approve all audit and non-audit services performed by the Company's independent registered public accountants in order to ensure that the provision of such services does not impair the public accountants' independence. The Audit Committee pre-approves certain audit and audit-related services, subject to certain fee levels. Any proposed services that are not a type of service that has been pre-approved or that exceed pre-approval cost levels require specific approval by the Audit Committee in advance. The Audit Committee has approved all audit and audit-related services to be performed by Friedman LLP in 2012.

The Audit Committee has determined that the rendering of other professional services for tax compliance and tax advice by Friedman LLP is compatible with maintaining their independence.

Representatives of Friedman LLP are not expected to be present at the Annual Meeting.

Vote Required

The affirmative vote of the holders of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote on the matter is necessary to ratify the selection of Friedman LLP as our independent registered public accountants for the fiscal year ending September 30, 2013. Abstentions will have the effect of a vote “against” the ratification of Friedman LLP as our independent registered public accountants. Broker non-votes will have no effect on the outcome of the vote.

The Board of Directors, on behalf of the Audit Committee, recommends that shareholders vote “FOR” the ratification of the selection of Friedman LLP as China HGS’ independent registered public accountants for the fiscal year ending September 30, 2013.

EXECUTIVE OFFICERS

Our executive officer and his age as of August 5, 2013 is as follows:

Name	Ages	Position
Xiaojun Zhu	46	President, Chief Executive Officer and Chairman of the Board of Directors
Wei (Samuel) Shen	35	Chief Financial Officer

See page 9 for Mr. Zhu’s and page 10 for Mr. Shen’s professional background and business experience.

EXECUTIVE COMPENSATION

The following executive of the Company received compensation in the amounts set forth in the chart below for the fiscal years ended September 30, 2012 and 2011. All compensation listed is in U.S. dollars. No other item of compensation was paid to any officer or director of the Company other than reimbursement of expenses.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)	All Other Compensation (\$)	Totals (\$)
Xiaojun Zhu, Chief Executive Officer, Chief Financial Officer and Chairman of the Board	2012	31,647	—	(3) 31,647
	2011	16,772	300,000(2)	(3) 316,772
Wei (Samuel) Shen, Chief Financial Officer(4)	2012	37,976	—	31,647	69,623
	2011	—	—	—	—

Mr. Zhu is paid in Renminbi. His annual salary was RMB92,987 for fiscal 2011 and RMB45,120 for fiscal 2010.

(1) The amounts reflected in this column have been converted to U.S. dollars at the exchange rate of RMB6.5377 to the U.S. dollar for 2011 and RMB6.82135 to the U.S. dollar for 2010.

(2) Earned in fiscal 2011, although payment has been deferred and not paid as of September 30, 2012.

(3) The Company owns a motor vehicle which is available for Mr. Zhu's use for business purposes. The value of this perquisite is less than \$10,000.

(4) Wei (Samuel) Shen became Chief Financial Officer of the Company in May 2012. For the year ended September 30, 2012, he received \$37,976 for compensation as CFO pursuant to an employment contract (as described below) with the Company. Additional compensation in the amount of \$31,647 was paid to Mr. Shen in connection with his role as a VP Finance of the Company prior to May 2012.

Option Grants Table. There were no individual grants of stock options to purchase our common stock made to the executive officer named in the Summary Compensation Table in fiscal 2012 and 2011.

Aggregated Option Exercises and Fiscal Year-End Option Value Table. There were no stock options exercised during fiscal 2012 and 2011 by the executive officer named in the Summary Compensation Table.

Long-Term Incentive Plan (“LTIP”) Awards Table. There were no awards made to a named executive officer in fiscal 2012 and 2011 under any LTIP.

On May 28, 2012, the Company entered into a contract with Mr. Wei (Samuel) Shen to serve as Chief Financial Officer of the Company. The term of the contract was for one year and expired on May 27, 2013. Upon expiration of the contract, the parties agreed on the renewal and expect to enter into a new contract. Pursuant to the contract, Mr. Shen receives a monthly salary of RMB60,000 (approximately US\$9,500) and an annual discretionary bonus up to RMB180,000 (approximately US\$28,000). Mr. Shen is also entitled to 100,000 shares of restricted common stock of the Company at the end of the term, subject to his continuing employment with the Company. According to the contract, the Company may terminate the contract with Mr. Shen for causes defined in the contract with thirty days' advance written notice. Under certain circumstances provided in the contract, the Company may elect to pay an additional month's salary to replace its written notice advancement obligation. Mr. Shen may terminate the contract with the Company by giving a ninety-day advance written notice to the Company. The contract also contains covenants regarding non-competition and confidentiality.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors and persons who own more than 10% of the Company's common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission, and the NASDAQ. SEC rules require reporting persons to supply the Company with copies of these reports. Based solely on its review of the copies of such reports received and written representations from reporting persons, the Company believes that with respect to fiscal 2012 all reporting persons timely filed the required reports.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Except for the compensation agreements and indemnification agreements with each of its directors and certain executive officers which require the Company to indemnify such individuals, to the fullest extent permitted by Florida law, for certain liabilities to which they may become subject as a result of their affiliation with the Company, there was not during fiscal year 2012 nor is there currently proposed, any transaction or series of similar transactions to which China HGS was or is to be a party in which the amount involved exceeds \$120,000 and in which any director, executive officer, five percent shareholder or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

The Audit Committee is responsible for reviewing and approving in advance any proposed related person transactions. The Audit Committee reviews any such proposed related person transactions on a quarterly basis, or more frequently as appropriate. In cases in which a transaction has been identified as a potential related person transaction, management must present information regarding the proposed transaction to the Audit Committee for consideration and approval or ratification. During fiscal 2012, the Audit Committee was also responsible for reviewing the Company's policies with respect to related person transactions and overseeing compliance with such policies.

AUDIT COMMITTEE REPORT

The following is the report of the Audit Committee of the Board of Directors. The Audit Committee has reviewed and discussed our audited financial statements for the fiscal year ended September 30, 2012 with our management. In addition, the Audit Committee has discussed with Friedman LLP, our independent accountants, the matters required to be discussed by Statement on Auditing Standards No. 61 as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T (as superseded by Statement on Auditing Standards No. 114). The Audit Committee also has received the written disclosures and the letter from Friedman LLP as required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Friedman LLP the independence of Friedman LLP.

Based on the Audit Committee's review of the matters noted above and its discussions with our independent accountants and our management, the Audit Committee recommended to the Board of Directors that the financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

Respectfully submitted by:

John Chen (Chair)
Christy Young Chue
Yuankai Wen

OTHER BUSINESS

The Board of Directors does not presently intend to bring any other business before the meeting, and, so far as is known to the Board of Directors, no matters are to be brought before the meeting except as specified in the Notice of Annual Meeting. As to any business that may properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

HOUSEHOLDING

Please see the discussion of "householding" on page 8 above.

INCORPORATION BY REFERENCE

The information contained above under the caption “Audit Committee Report” shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor will such information be incorporated by reference into any future SEC filing except to the extent that China HGS specifically incorporates it by reference into such filing.

For the Board of
Directors

/s/ Xiaojun Zhu

Chairman of the
Board

August 5, 2013

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

PROXY
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF
CHINA HGS REAL ESTATE INC.
TO BE HELD ON SEPTEMBER 10, 2013

Xiaojun Zhu and Shenghui Luo, and each of them, each with full power of substitution, hereby are authorized to vote as specified below or, with respect to any matter not set forth below, as a majority of those or their substitutes present and acting at the meeting shall determine, all of the shares of capital stock of China HGS Real Estate Inc. that the undersigned would be entitled to vote, if personally present, at the 2013 annual meeting of shareholders and any adjournment thereof.

Unless otherwise specified, this proxy will be voted FOR Proposals 1 and 2. The Board of Directors recommends a vote FOR Proposals 1 and 2.

1. ELECTION OF DIRECTORS

FOR all nominees listed below (except as marked to the contrary below)

WITHHOLD AUTHORITY to vote for all nominees listed below

Xiajun Zhu
Shenghui Luo
Yuankai Wen
Christy Young Shue
John Chen

INSTRUCTION: To withhold authority to vote for any nominee, write the nominee's name in the space provided below.

2. RATIFICATION OF INDEPENDENT ACCOUNTANTS

FOR **AGAINST** **ABSTAIN**

Please sign exactly as your name appears below. When shares are held by joint tenants, each should sign. When signing as attorney, executor, administrator, trustee, guardian, corporate officer, or partner, please give full title as such.

Date: _____, 2013

Signature

Signature if held jointly

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

EXHIBIT A

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF

CHINA HGS REAL ESTATE INC.

ADOPTED AS OF JANUARY 22, 2010

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The audit Committee's responsibilities and powers as delegated by the board of directors are set forth in this Charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the company and its shareholders.

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I. PURPOSE AND AUTHORITY OF THE COMMITTEE

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The Audit Committee (the "Committee") of China HGS Real Estate Inc. (the "Company") is appointed by the Board of Directors ("Board") to assist the Board in (1) monitoring the quality, reliability and integrity of the accounting policies and financial statements of the Company; (2) overseeing the Company's compliance with legal and regulatory requirements; (3) reviewing the independence, qualifications and performance of the Company's internal and external auditors, (4) overseeing the performance of the Company's internal audit function and independent auditors and (5) preparing a Committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

(“ ”) ; (

II. COMPOSITION OF THE COMMITTEE ;

The Committee shall be comprised of three or more members of the Board. The members of the Committee shall satisfy all applicable requirements then in effect of the NASDAQ Stock Market LLC, or any stock exchange or national securities association on which the Company’s securities are listed or quoted and any other applicable regulatory requirements, including without limitation requirements relating to director independence, financial literacy, nomination and size of the Committee, as well as the independence and experience requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the SEC. No member of the Committee may serve on the Committee of more than three public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination in the annual proxy statement.

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All members of the Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment) and at least one member must be an “audit committee financial expert” under the requirements of the Sarbanes-Oxley Act. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by a third party.

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The members of the Committee shall appointed annually to one-year terms by majority vote of the Board, upon recommendation of the Nominating Committee, at the first meeting of the Board following the annual meeting of the Company’s shareholders and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter.

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Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will chair all meetings of the Committee and set the agendas for Committee meetings. The Chair shall establish an annual calendar with a proposed agenda of the audit, financial and other related matters to be addressed at each of the committee’s scheduled meetings during the year. Committee members are expected to make suggestions for agenda items. A vacancy in the position of Committee Chair shall be filled by majority vote of the committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter.

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III. MEETINGS AND PROCEDURES OF THE COMMITTEE

议和工作 序

The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities, but not less frequently than quarterly. A majority of the Committee members shall constitute a quorum for the transaction of the Committee's business. The Committee shall act upon the vote of a majority of its members at a duly called meeting at which a quorum is present. Any action of the Committee may be taken by a written instrument signed by all of the members of the Committee. The Committee shall have the authority to establish other rules and procedures for notice and conduct of its meetings consistent with the Company's bylaws and this Charter. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

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The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

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All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, when necessary, the Committee may meet in executive session without such other persons present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

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Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee at the meeting and an identification of any matters that

require action by the Board. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.

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IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

的权利和职责

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

完全的权利任命或更换任何

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, including the fees and terms thereof (subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by Committee prior to the completion of the audit). The Committee may form and delegate authority to subcommittees of the Committee consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

预先批准由独立 师向 提供

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to (i) the independent auditor for the purpose or rendering or issuing an audit report and (ii) any advisors employed by the Committee.

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The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The committee annually shall review the Committee's own performance.

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The Committee shall: 应:

A. Financial Statement and Disclosure Matters

财务报告及披露 项

1. Meet with the independent auditor prior to the audit to review the scope, planning and staffing of the audit.

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2. Review and discuss with management and the independent auditor the annual audited financial statements, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

和管理层及独立 师一起 查 度

3. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q including the results of the independent auditor's review of the quarterly financial statements.

在 填写10-Q表格之前和管理层Ö

4. Discuss with management and the independent auditor, as appropriate, significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including:

在必要的情况下和管理层及

(a) any significant changes in the Company's selection or application of accounting principles;

准则的选择和运用上的任何

(b) the Company's critical accounting policies and practices;

的重要财务制度和实践;

(c) all alternative treatments of financial information within US generally accepted accounting principles ("GAAP") that have been discussed with management and the ramifications of the use of such alternative accounting principles;

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(d) any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies; and

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(e) any material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

任何在独立 师和管理层之间&

5. Discuss with management the Company’s earnings press releases generally, including the use of “pro forma” or “adjusted” non-GAAP information, and any financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general and include the types of information to be disclosed and the types of presentations to be made.

与管理层讨论 关于赢利的新&

6. Discuss with management and the independent auditor the effect on the Company’s financial statements of (i) regulatory and accounting initiatives and (ii) off-balance sheet structures.

与 管理层和独立 师讨论 财Ó

7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

与管理层讨论 主要暴露出来

8. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

与独立 师讨论 标准第114条关

9. Review disclosures made to the Committee by the Company's President and CFO (or individuals performing similar functions) during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

在10-K表和10-Q表的认证过 , 由 的ট

B. Oversight of the Company's Relationship with the independent Auditor

监管 和独立 师的关系

1. At least annually, obtain and review a report from the independent auditor, consistent Independence Standards Board Standard 1, regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and the internal auditor. The Committee shall present its conclusions with respect to the independent auditor to the Board.

每 至少获取和 阅一 来自独立

2. Verify the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a

regular basis.

确保轮换 (或合作) 对 负责主要

27

3. Oversee the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

监督 雇用任何参与过 工作

4. Be available to the independent auditor during the year for consultation purposes.

度 , 独立 师如 问题 , 可与 联系&

C. Compliance Oversight Responsibilities 合规监管职责

1. Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.

使独立 师确保不涉及交易法

2. Review and approve all related-party transactions, including analyzing the shareholder base of each target business so as to ensure that the Company does not consummate a business combination with an entity that is affiliated with the Company's management.

查和通过所 与关联企业的业&

3. Inquire and discuss with management the Company's compliance with applicable laws and regulations and with the Company's Code of Ethics in effect at such time, if any, and, where applicable, recommend policies and procedures for future compliance.

与管理层调查和讨论 适用法&

4. Establish procedures (which may be incorporated in the Company's Code of Ethics, in effect at such time, if any) for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or reports which raise material issues regarding the Company's financial statements or accounting policies.

为 订立关于接收、保留和处&

5. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

与管理层和独立 师讨论任何&

6. Discuss with the Company's legal counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

与 的法律顾问讨论可能 对 ௚

7. Review proxy disclosure to ensure that it is in compliance with SEC rules and regulations.

阅投票 托书的内容, 确保其符&

V. COMMITTEE RESOURCES

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. The Committee shall have the authority to retain special legal, accounting or other advisers to advise the Committee, including without limitation the sole authority to determine the fees payable and other terms of retention of the independent auditor for the purpose of rendering or issuing the annual audit reports and any independent legal, accounting or other advisers retained to advise the Committee. The Company shall provide for appropriate funding for (i) compensation to the Company's independent auditors for the purpose of preparing or issuing audit reports or performing other work, (ii) compensation to any independent legal, accounting or other advisers employed by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. UNDERSTANDING AS TO THE COMMITTEE'S ROLE

Management of the Company is responsible for the day-to-day operation of the Company's business. In addition, the independent auditors and management have the fundamental responsibility for the Company's financial statements and disclosures. As a result, the Company's officers and employees and other persons who may be engaged by the Committee may have more time, knowledge and detailed information about the Company than do the Committee members. The Committee will review information, opinions, reports or statements presented to the Committee by the Company's officers or employees or other persons as to matters the Committee members reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. While the Committee has the responsibilities and powers set forth in this charter, each member of the committee, in the performance of his or her duties, will be entitled to rely in good faith upon reports presented to the Committee by these experts. The Committee is not responsible for certifying the Company's financial statements or the auditor's report. Accordingly, the Committee's role does not provide any special assurances with regard to matters that are outside the Committee's area of expertise or that are the traditional responsibility of management and the auditors.

EXHIBIT B

CHARTER OF THE COMPENSATION COMMITTEE OF

THE BOARD OF DIRECTORS OF

CHINA HGS REAL ESTATE INC.

ADOPTED AS OF JANUARY 22, 2010

薪酬

2010 1 22

The Compensation Committee's responsibilities and powers as delegated by the board of directors are set forth in this Charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

本 对 授予薪酬 的职责和权&#

I. PURPOSE AND AUTHORITY OF THE COMMITTEE
的目的和职权

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of China HGS Real Estate Inc. (the "Company") shall evaluate and recommend to the Board, as appropriate, the compensation philosophy and practices of the Company with respect to its Executive Officers (as such term is defined in the rules and regulations of the Securities and Exchange Commission "SEC") to be the Company's President, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy

making function or any other person who performs similar policy making functions for the Company) and administer the Company's stock option plans, and it shall perform any other responsibilities vested in it pursuant to this charter.

(“ ”))

II. COMPOSITION OF THE COMMITTEE)

The Committee shall be comprised of three or more members of the Board. The members of the Committee shall satisfy all applicable requirements then in effect of the NASDAQ Stock Market LLC (“NASDAQ”), or any stock exchange or national securities association on which the Company's securities are listed or quoted and any other applicable regulatory requirements, including without limitation requirements relating to director independence, nomination and size of the Committee. In addition, at least two of the Committee members shall qualify as (1) “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 (the “Exchange Act”) and (2) “outside directors” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) Collectively, the requirements set forth in the immediately preceding two sentences are referred to as the “Independence Requirements”.

应由三名或以上的 成 组成

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board, upon recommendation of the Nominating Committee, at the first meeting of the Board following the annual meeting of the Company's shareholders and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter.

的成 任期一 , 经提名 推荐, 由

Unless a Chair is elected by the full board, the members of the Committee shall designate a Chair by majority vote of the full Committee meetings. The Chair shall establish an annual calendar with a proposed agenda of the compensation-related matters to be addressed at each of the Committee's scheduled meetings during the year. Committee members are expected to make suggestions for agenda items. A vacancy in the position of Committee Chair shall be filled by majority vote of the Committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter.

除非全体 选举出一个主席, 全

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

的 议与 议 序

The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities. A majority of the Committee members shall constitute a quorum for the transaction of the Committee's business. The Committee shall act upon the vote of a majority of its members at a duly called meeting at which a quorum is present. Any action of the committee may be taken by a written instrument signed by all of the members of the Committee. The Committee shall have the authority to establish other rules and procedures for notice and conduct of its meetings consistent with the company's bylaws and this Charter. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

应该视其履行 职责的需要Ň

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

可以再其认为 必要的情况下

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, when necessary, the Committee may meet in executive session without such other persons present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

所 非管理 亦非 的成 可以参

Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the committee at the meeting and an identification of any matters that require action by the Board. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.

在每次 的 议结束后,, 都要把

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

的权利和职责

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional or substitute functions and adopt additional policies and procedures as may be appropriate in light

of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

在 履行本 第一节概括规定௚

The Committee shall have the following specific powers and duties:

应该具 下列具体的权利和职

1. To review and approve the Company's overall compensation philosophy and policies for executive officers of the Company and its subsidiaries generally; to review and approve the compensation, including salary, bonuses and benefits of the executive officers of the Company other than the President; and to review and recommend the compensation of the President (including salary, bonuses and benefits) for approval by all of the directors serving on the Board who satisfy the Independence Requirements;

阅与批准 关于 、通常包括ࠥ

2. To review and approve the corporate goals and objectives relevant to the compensation of executive officers of the Company and its subsidiaries, including the President, with the primary overall objectives of the Company's executive compensation program focused on attracting, retaining and motivating the Company's management, providing a strong link between executive compensation and performance and such other objectives as may from time to time be determined by the Committee to be in the best interests of the Company. The committee shall oversee and evaluate the performance of the executive officers in light of such goals and objectives, request and obtain detailed information about executive compensation packages and, based on such review and supplemental executive retirement plans, severance payments, change-in-control agreements and all other compensation and benefits of the executive officers;

阅和批准与 和其子 执行官 Ô

3. To request that management obtain information in order for the Committee to assess executive compensation, including compensation surveys and studies of the compensation practices of comparable companies;

为了使 评估执行官的薪酬 要

4. To oversee, review, monitor and make recommendations to the board with respect to compensation plans, equity-based plans and plans pertaining to incentive compensation, pensions, benefits and retirement savings and to exercise all the authority of the Board with respect to the administration and interpretation of such plans;

检查、 阅、监督薪酬 划、 权

5. To review and approve all awards of shares or share options pursuant to the Company's plans;
根据 的 划, 阅和批准所 票奖

6. To review and approve any employment contract or related agreement, such as a severance arrangement or a supplementary pension, for any executive officer;

阅与批准所 执行官的所 雇佣&

7. To review director compensation, if any, and recommend from time to time to the Board any proposed changes in such compensation;

阅 的薪酬 (如), 并不定期向 提&

8. To review periodically the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Code;

定期 阅 制度的必要性, 该制度

9. To review executive officer and director indemnification and insurance matters;

阅执行官和 的赔偿金和保险

10. To serve as a counseling committee to the President of the Company regarding matters of key personnel selection, compensation matters and such other matters as the Board may from time to time direct;

在重要人士任选 宜、薪酬 宜

11. To review the procedures and policies of the Company designed to ensure compliance with applicable laws and regulations relating to compensation of executive officers and to monitor the results of these compliance efforts;

阅 制定的关于执行官薪酬的

12. To maintain minutes or other records of meetings and activities of the Committee and to report to the Board following meetings of or actions taken by the Committee;

保存 议纪要或其他 议记录以&

13. To have prepared and to review and discuss with management the Company's compensation discussion and analysis disclosure required by the SEC and, based on this review and discussion, recommend to the Board the inclusion of such disclosure in the Company's proxy statement or annual report, in accordance with applicable rules and regulations promulgated by the SEC, NASDAQ and other regulatory bodies;

依照SEC、 斯达克和其他管理机

14. To conduct or authorize investigations into any matters within the Committee's purpose and powers;

主持或授权对任何在 的目的&

15. To review and reassess the powers of the Committee and the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval;

查和再评估 的权力,同时定੏

16. To conduct an annual performance review and evaluation of the Committee; and

指导 的 度工作 查和评估工߯

17. To consider such other matters in relation to the compensation policies of the Company as the Committee or the Board may, in its discretion, determine to be advisable.

考虑与 薪酬制度相关的其他 &

V. DELEGATION OF DUITES 职权的任命

In fulfilling its responsibilities, the Committee is entitled to form and delegate any or all of its responsibilities to a subcommittee consisting of one or more members of the Committee, when appropriate and permitted by applicable legal and regulatory requirements; provided, however, that the Committee shall not delegate its responsibilities for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3, unless the members of such subcommittee qualify as “outside directors” under Section 162(m) and “non-employee directors” under Rule 16b-3. Where so permitted, a subcommittee of the Committee may exercise the powers and authority of the Committee and the Board while acting within the scope of the powers and responsibilities delegated to it.

在适用的法律法规允许的情

If any Committee member does not qualify as a “non-employee director” for purposes of Rule 16b-3 under the 1934 Act and as an “outside director” under Section 162(m) of the Code, the Committee shall establish a subcommittee (the “Section 162(m) Subcommittee”) whose members shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the 1934 Act and “outside directors” under Section 162(m) of the Code, and whose duties shall include (1) the approval of grants of stock options to the Company’s executive officers, including the President, in accordance with Rule 16b-3 under the 1934 Act, (2) the adoption of performance goals with respect to performance based compensation for executive officers including the president in accordance with Section 162(m) of the Code, (3) the determination of whether performance goals have been met before performance-based compensation is paid to executive officers in accordance with Section 162(m) of the Code, (4) the administration of the Company’s 2007 performance Incentive Equity Plan and (5) any other action required to be performed by a committee or subcommittee

of “non-employee directors” (pursuant to Rule 16b-3) and “outside directors” (pursuant to Section 162(m))

依据《1934 交易法》的16b-3规则之&#

VI. EVALUATION OF THE CHARTER 本 的评价

The Committee shall periodically, and at least annually, evaluate this charter. The committee shall report to the Board the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Company's or the Board's policies or procedures.

将定期至少每 一次评估本 z

VII. COMMITTEE RESOURCES 资源

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. The Committee shall have the authority to retain special legal, accounting or other advisers to advise the Committee, including without limitation the sole authority to retain and terminate any compensation consulting firm used to assist in the evaluation of Director, President, or senior executive compensation and the sole authority to approve such firm's fees and other retention terms. The Company shall provide for appropriate funding for such counsel or experts retained by the Committee.

为履行其监督职责., 将 权了解

VIII. UNDERSTANDING AS TO THE COMMITTEE'S ROLE

对 工作的理解

Management of the Company is responsible for the day-to-day operation of the Company's business. As a result, the Company's officers and employees and other persons who may be engaged by the Committee may have more time, knowledge and detailed information about the Company than do the Committee members. The Committee will review information, opinions, reports or statements presented to the Committee by the Company's officers or employees or other persons as to matters the Committee members reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. While the Committee has the responsibilities and powers set forth in this Charter, each member of the Committee, in the performance of his or her duties, will be entitled to rely in good faith upon reports presented to the Committee by

these experts. Accordingly, the Committee's role does not provide any special assurances with regard to matters that are outside the Committee's area of expertise or that are the traditional responsibility of management.

的管理层负责 的 常运作。ಮ

EXHIBIT C

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF

CHINA HGS REAL ESTATE INC.

ADOPTED AS OF JANUARY 22, 2010

提名及 治理

于2010 1 22

The Nominating and corporate Governance Committee’s responsibilities and powers as delegated by the board of directors are set forth in this Charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

本 里的提名及 治理 的责任

IX. PURPOSE AND AUTHORITY OF THE COMMITTEE
的目的和权力

The Nominating and Corporate Governance Committee (the “Committee”) of China HGS Real Estate Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to (1) assist the Board in identifying individuals qualified to become members of the Board and executive officers of the Company, (2) select, or recommend that the Board select, director nominees for election as directors by the shareholders of the Company; (3) develop and

recommend to the Board a set of effective governance policies and procedures applicable to the Company; (4) lead the Board in its annual review of the Board's performance; (5) recommend to the Board director nominees for each committee, (6) make recommendations regarding committee purpose, structure and operations and (7) oversee and approve a management continuity planning process.

(“ ”) 30340;25552;21517;21450; 27835;#

X. COMPOSITION OF THE COMMITTEE 30340;26500;25104;

The Committee shall be comprised of three or more members of the Board. The members of the Committee shall satisfy all applicable requirements then in effect of the NASDAQ Stock Market LLC (“NASDAQ”), or any stock exchange or national securities association on which the Company's securities are listed or quoted and any other applicable regulatory requirements, including without limitation requirements relating to director independence, nomination and size of the Committee.

各 应由 的三名以上成 组成

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of the Company's shareholders and each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter.

的成 的任命, 应于每 的 度 东

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all meetings of the Committee and set the agendas for Committee meetings. The Chairman will chair all meetings of the calendar with a proposed agenda of corporate governance matters and nominations to be addressed at each of the Committee's scheduled meetings during the year. Committee members are expected to make suggestions for agenda items. A vacancy in the position of Committee Chair shall be filled by majority vote of the Committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter.

除非主席由全体 选出, 的成 

XI. MEETINGS AND PROCEDURES OF THE COMMITTEE 的 议和 序

The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities. A majority of the Committee members shall constitute a quorum for the transaction of the Committee's business. The Committee shall act upon the vote of a majority of its members at a duly called meeting at which a quorum is present. Any action of the Committee may be taken by a written instrument signed by all of the members of the Committee. The Committee shall have the authority to establish other rules and procedures for notice and conduct of its meetings consistent with the Company's bylaws and this Charter. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Section 2.4.2, 2.19, 2.0854, 2.5104, 3.5748, 2.0026, 2.3653, 3.4892, 3.2844, 3.6131, 2.5152, 2.4

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

2.1487, 2.19, 2.5104, 3.1435, 2.0998, 2.5903, 2.1482, 3.5201, 3.5748, 2.0026, 3.8656, 2.4

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, when necessary, the Committee may meet in executive session without such other persons present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

2.219, 2.0309, 1.9981, 2.6159, 2.5104, 3.0340, 3.8750, 3.1649, 2.9702, 2.3618, 2.1487, 2.14

Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee at the meeting and an identification of any matters that require action by the Board. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.

2.7599, 2.7425, 2.1518, 2.4212, 2.2312, 1.9979, 2.7425, 1.9978, 2.5253, 2.1578, 2.1830, 2.4

XII. COMMITTEE AUTHORITY AND RESPONSIBILITIES

3.0340, 2.6435, 2.1033, 2.1644, 3.2844, 3.6131;

¹ Developing the criteria and qualifications for membership on the Board.
2.0026; 3.0340, 2.5104; 2.5351, 2.3450, 2.1407, 2.1017, 2.1644, 3.6164, 3.6136, 2.6631, 2.09

2. Recruiting, reviewing and nominating candidates for election to the board or to fill vacancies on the Board; including retaining and evaluating the performance of the Board; and reviewing and evaluating the performance of the Board.
3. Reviewing candidates proposed by shareholders, and conducting appropriate inquiries into the background and qualifications of such candidates.

4. Establishing subcommittees for the purpose of evaluating special or unique matters.
为评估特定 项建立分支 。
5. Monitoring and making recommendations regarding committee functions, contributions and composition.
监督并对 功能、贡献和构成
6. Evaluating, on an annual basis, the current composition, organization and governance of the Board and its Committees, determining the need for changes.
评估每 的 和 的治理、组成估
7. Developing, annually reviewing and updating and recommending to the Board a set of corporate governance principles for the Company.
为 提供 治理的一套原则、构
8. In the event it is necessary to select a new chief executive officer of the Company, leading the process and initiating evaluation of candidates.
在 需要选举一个首席执行官估
9. Reviewing and recommending to the full Board matters and agenda items relating to the Company's Annual Meeting of Shareholders.
查并向全体 推荐与 度 东大估
10. Evaluating and recommending termination of membership of individual directors in accordance with the Board of Directors' reasons.
依照 管理规定 评估并建议估
11. Coordinating and approving Board and Committee meeting schedules.
协调并通过 及 的 议时间 划
12. Reviewing and assessing the Committee's performance on an annual basis.
每 查和评估 的业绩。
13. Reviewing this Charter at least annually and making recommendations to the Board for approval and adoption of the Charter.
至少每 应 核本 并建议 批准估

EXHIBIT D

CHINA HGS REAL ESTATE INC.

CODE OF CONDUCT

行为规范

This Code of Conduct of China HGS Real Estate Inc. (“China HGS” or the “Company”) provides the standards by which the Company’s employees, officers and directors should conduct themselves. It is the Company’s goal to foster the highest possible ethical standards in its employees’, officers’ and directors’ interactions with each other, customers, suppliers, regulators and the community at large. The Company has provided this code as a guide expects that each employee, officer and director of China HGS will use its principles of ethical conduct as foundation for behavior.

本行为规范是

(以下简称”

Company Assets 资

Electronic Communication Resources 电子通信资源

By using any China HGS electronic equipment or systems or by accessing the Internet or any company intranet using a China HGS sign-on ID or any computer equipment or systems an employee, officer or director of China HGS acknowledges that he or she represents China HGS and agrees to comply with China HGS’ policies governing their use. China HGS provides electronic equipment and systems, including Internet and intranet services, for business-related activities. Consequently, China HGS employees, officers and directors generally should use such equipment and systems to further the business interests of China HGS and only in a manner that maintains the reputation and image of China HGS. Limited personal use of these resources is authorized so long as such use is:

使用 的电子设备或系统、û

Occasional; 偶然的;

·Of reasonable duration; 在合理的持续时间内;

Does not adversely affect performance;

不应反而影响业绩;

Does not violate any applicable laws or compromise intellectual property rights; and 不违

反任何使用法律或知识 权; 并

Is not otherwise prohibited by company policy.

未被 的其他规定所禁止。

The following are examples of activities are prohibited and may result in disciplinary action, up to and including termination. They include, but are not limited to:

以下为一些被禁止的例子, 这

Breaking into or attempting to break into any computer system, inside or outside of China HGS ;

闯入或企图闯入任何 内部

Accessing the fillies or communications of others without appropriate authorization;

未获得相应授权即进入他人

Sending or posting sensitive materials without an appropriate level of encryption or other security measures;

未 取相应的加密或其他保密&#

Sending chain letters; 发送连锁信;

Sending copies of documents, software or graphics that violate copyright laws;

侵犯版权 发送文件、软件或&#

General advertising or listings for personal benefit;

为私人利益登 告或名单;

Placing or posting work-related information on any personal web pages or in any Internet communication;

•

Downloading, saving, or transmitting China HGS data to any non-company-owned device or media;

•

Engaging in any illegal activity; or

•

Sending messages that adversely affect the reputation of China HGS or its customer, vendors or competitors.

•

Protection of Company Assets

China HGS assets, such as information, materials, supplies, time, intellectual property, software, hardware and facilities, among other property, are valuable resources owned, licensed, or otherwise belonging to the Company. Safeguarding company assets is the responsibility of all employees, officers and directors. All company assets should be used for legitimate business purposes only and the personal use of company assets without permission is prohibited.

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Employee Innovations

China HGS owns any and all the intellectual property created by employees and officers of the Company during their term of employment and relating in any way to the employee's or officer's work or the businesses of China HGS. Employees and officers are expected to execute all documents necessary to assist China HGS in securing rights to any and all intellectual property.

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Embezzlement, Theft and Misapplication of Funds

挪用、偷窃、误用资金

China HGS holds each employee, officer and director responsible for maintaining accurate records. Anyone who embezzles steals, or willfully misappropriates any funds, credits or real property of China HGS will be subject to disciplinary action by the Company and legal action.

提醒每位 工、管理人 及 责

Corporate Behavior 行为

The basic principles of China HGS' corporate conduct can be simply stated:

的 行为的基本原则可简述&#

China HGS does not cause or tolerate any violation of law or regulation in the conduct of its business or related activities.

在其业务或相关活动 不从 &#

China HGS provides pertinent information to authorized auditors or regulatory agencies, and discloses, on a timely basis, information

为授权的 师或管理机构提&#

China HGS maintains and upholds standards and procedures that are designed to safeguard the legitimate confidentiality of information

维持必要的标准和 序,以保&#

China HGS endeavors to deal fairly and in good faith with its customers, suppliers, competitors, employees and regulators.

致力于 平和真诚对待其客

Employee, Officer and Director Behavior

工、管理人 及 的行为

Confidential Information 保密信息

Employees, officers and directors of China HGS must maintain the confidentiality of information to which they are entrusted by the Company, its business partners, suppliers, customers or others related to the Company's business. This obligation survives the termination of an employee's, officer's or director's relationship with the Company. Such information must be disclosed to others, except when disclosure is authorized by China HGS or legally mandated.

的 工、管理人 及 必须对从

Examples of confidential information include, but are not limited to:

保密信息包括, 但不 于以下例&

Current or prospective customer's or employees' business relationships;

现在或潜在的客户或 工的业&

Company policies, objectives, goals, or strategies;

的方针、目标或策略;

Lists of clients, customers or vendors;

客户、供货商的清单;

Employee records; 工档案;

Training materials, bulletins, and similar documents;

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Contracts to which the Company is a part; and

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Any other non-public information that might be of use to competitors or harmful to the Company, its business partners, suppliers,

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Any work assignment completed for China HGS at any location is also confidential information and is the property of China HGS unless other contractual arrangement has been made.

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Employee Privacy •

The Company restricts access to employee records. This includes personnel records, payroll records, benefit plans and medical records. Access to these records is limited to those who have a legal or business need to know. Care should be taken by all persons who have access to the personnel, payroll or medical information of other employees to keep that information confidential.

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Conflict of Interest •

As an employee, officer or director of China HGS, you have a duty of loyalty to the Company and must, therefore, avoid any actual or apparent conflict of interest with the Company. Employees, officers and directors must not use their position for private gain, to advance personal interests, or to obtain favors or benefits for themselves, members of their families, or any other individuals, corporations or business entities. A conflict situation can arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively.

2016; 20026; 30340; 24037; 12289; 31649; 29702; 20154; 25110; , 24212; 24544

Conflicts of interest also arise when an employee, officer or director or a member of his or her family receives improper personal benefits as a result of such employee's officer's or director's position with the Company. If such a situation arises, an employee or officer should immediately report the circumstances to their supervisor. Executive officers and directors should report any such circumstances to the Board of Directors of the Company.

22914; 24037; 12289; 31649; 29702; 20154; 25110; , 25110; 22905; / 20182; 30340; 234

In addition, all related-party transactions need to be reviewed and approved by the Audit Committee of the board of directors in accordance with its charter.

and, respectively, the Company's

Corporate Opportunities

Employees, officers and directors of China HGS may not:

1. Engage in any business that competes with the Company;

2. Take for himself or herself personally opportunities that are discovered through the use of company property, information or position;

3. Use company property, information or position for personal gain; or

4. Compete with the Company.

Employees, officers and directors owe a duty to China HGS to advance its legitimate interests when the opportunity to do so arises.

and, respectively, the Company's

Regulatory Compliance

Being factual and truthful is important in all communications with others. If an employee, officer or director interacts with any government agency or auditor, he or she should deal strictly with factual information. US Federal law provides for severe penalties for anyone who endeavors to influence, obstruct, or impede federal auditors or

investigators in the performance of their official duties with the intent to deceive or defraud.

真诚对与人沟通而言非常重#

Fraud 欺诈

Employees, officers and directors of China HGS must not engage in fraudulent conduct. Fraud includes deliberately practiced deception, whether by words, conduct, false or misleading allegations, or by concealment, to secure unfair or unlawful gain. Fraud covers both express and implied representations of fact, and may be written or oral.

的 工、管理人 和 不得参与

Security Practices 安全实务

To help ensure a safe and secure environment, the Company reserves the right to take certain actions to protect employees, customers, suppliers and the Company, including property and premises. These actions, in accordance with applicable law, include routinely recording, monitoring, conducting surveillance, inspecting and/or reviewing Internet, e-mail and intranet usage. These actions are recognized as essential elements of good security practices for customers and employees. Authorized company personnel, including Security, Human Resources, Compliance, Legal and Internal Audit, may use these practices to uncover any activity that may jeopardize the security or integrity of the Company's information or information systems, and any activity that is illegal, impermissible or inappropriate. These policies apply whether employees are accessing tools available while in the workplace, or when working from home or other remote locations.

为保证安全的环境, 保留 取某

Screening and Background Checks 检查和背景调查

In addition to pre-employment background checks that include past employment, criminal, drug, credit, and driving records, the Company reserves the right to use its discretion to periodically run background and screening checks during the course of employment. These actions are considered reasonable efforts necessary to ensure the safety and security of employees and customers, by ensuring that China HGS does not permit employment of individuals who have engaged in illegal activities or other conduct inconsistent with an effective compliance and ethics program.

除了雇用前的背景调查, 包括

Drug Free Workplace and Alcohol Use

无毒品工作场所和使用酒精

China HGS strives to provide a safe productive environment for its employees. This includes a workplace free of the problems associated with the use of illegal drugs and unauthorized alcohol. Substance abuse subjects the Company to unacceptable risks for workplace accidents, errors or other failures that would undermine the Company's ability to operate effectively and efficiently. Therefore, to maintain a drug-free workplace, the presence or use of illegal drugs or use of unauthorized alcohol on company premises is not tolerated.

致力于为 工提供安全高效

Employment of Relatives or Persons Having Close Personal Relationships

雇用亲属或 亲近私人关系的&#

China HGS restricts the employment of relatives or other persons with whom a current employee, officer or director has a close personal relationship. To minimize security risks and avoid conflicts, family members or others with close personal relationships should not work in the same China HGS business unit or physical location, or in positions where one may supervise another, have influence over performance and/or compensation of another, that involve a chain of custody or approval authority with respect to another and/or that involve a workplace relationship that would create a conflict of interest or the appearance of a conflict of interest with another Managers should not have personal relationships with subordinates or anyone in their reporting chain. In addition, generally the Company will not employ the relatives of Human Resources staff, senior officers, or members of the corporate board of directors, in any capacity. Management has the discretion to determine whether a personal relationship may interfere with the performance of a current employee, the operation of China HGS, and/or would result in a conflict of interest.

严格 制雇用现任 工、管理&#

Gifts And Gratuities 礼品和赠物

Generally, employees, officers and directors should not accept things of value from third parties in connection with company business. Employees, officers and directors may accept from a third party meals, refreshments, travel arrangements or accommodations or entertainment, all of reasonable value, in the course of a meeting or similar function the purpose of which is to hold bona fide business discussions or to foster better business relations. Employees, officers and directors of the Company may also accept from a third party advertising or promotional material or nominal value, such as office supplies, discounts or rebates on merchandise or services that do not exceed those available to other customers of the third party, and gifts of modest value that are related to commonly recognized events or occasions. Gifts of cash in any amount are expressly prohibited. Employees, officers and directors may not, on behalf of China HGS, directly or indirectly give, offer, or promise anything of value to any individual, business entity, organization or any other person for the purpose of influencing the actions of the recipient. This standard of conduct is not intended to prohibit normal business practices such as providing meals, entertainment, tickets for cultural or sporting events, promotional gifts, discounts, price concessions, gifts given as tokens of friendship or special occasions so long as they are of nominal and reasonable value under the circumstances and promote China HGS' legitimate business interests.

通常, 工、管理人 和 不得从ߎ

Harassment and Discrimination

China HGS is committed to maintaining a workplace free of unlawful harassment and discrimination. The company considers such behavior unacceptable and will not tolerate any violation of this policy.

Inside Information

It is the Company's goal and policy to protect shareholder investments through strict enforcement of the prohibition against insider trading set forth in federal securities laws and regulations. No director, officer or employee may buy or sell, or tip others to buy or sell, company securities or the publicly-traded securities of a competitor, customer or supplier when in possession of a competitor, such customer or such supplier, as the case may be. Insider trading is both unethical and illegal and will be dealt with firmly as the case may be. Insider trading is both unethical and illegal and will be dealt with firmly.

“Material non-public information” includes, but is not limited to, information about China HGS or its business that is not available to the public at large which would be important to an investor in making a decision to buy, sell or retain a stock. Common examples of this type of information includes, but is not limited to: projections of future earnings or losses, news of a pending or proposed merger or acquisition, news of a significant sale of assets or the disposition of a subsidiary, news regarding an significant current or prospective customer, the declaration of a stock split or the offering of additional stock, significant changes in management, significant new products and impending financial liquidity problems. It should be noted that either positive or negative information might be material.

This statement is just an overview of our policy on Inside Information. Officers, directors and employees should refer to the “China HGS Real Estate Inc. Statement of Policy on Insider Trading” for the complete policy surrounding this issue.

这里的陈述仅仅是我们内部

Internal Controls 内部控制

Periodic assessments of China HGS' internal controls will be made by management, the internal auditors, external auditors and other internal review functions and/or regulatory agencies. All China HGS employees are expected to provide timely and accurate information during any such assessments of the control environment.

管理层、内部 师、外部 师及

Outside Activities 外部活动

Activities outside of the employment activities of an employee or officer should not compete or conflict with the activities of China HGS. These activities should not involve any use of company equipment, supplies or facilities, imply China HGS' sponsorship or support or adversely affect the Company's reputation. Employees and officers are encouraged to participate in worthwhile civic, educational and charitable organizations and activities; however, every effort should be made to perform those activities during non-work hours. When schedule conflicts occur, advance arrangements must be made and approval obtained from one's immediate supervisor. As private citizens, employees, officers and directors of China HGS are free to petition or otherwise contact the government on any issue. However, unless authorized, employees, officers and directors may not purport to represent the Company when contacting any branch of government at any level.

工或 在工作以外的活动,, 不得.

Non Work-Related Activities in the Workplace

在工作场所内进行与工作无

Staying focused on providing the best service to our customers is our top priority. The following guidelines help preserve the nature of our workforce:

致力于为客户提供最佳服务

Distribution of literature by employees is not allowed on company premises during work time or in the work area.

工不得在 的工作时间或工作

Solicitation the practice of petitioning or pleading for a cause by employees is not allowed during business hours.

工不得在工作时间内进行募

Solicitation and distribution by third parties is not allowed on company premises at any time.

第三方不得在任何时间在 区&

Literature, notices or other material of any kind may not be posted on bulletin boards, other than materials submitted to and approved by the Board of Directors.

These guidelines do not apply to company sponsored charitable events and efforts.

These guidelines do not apply to company sponsored charitable events and efforts.

Relationship With The Media

Employees should refer all questions or requests for information from reporters or other media representatives to China HGS' President to ensure consistency and accuracy of information.

Use of Corporate Name and Letterhead

China HGS' or any of its affiliates' names, logos, trademarks, copyrights or corporate letterheads may not be used for any purpose other than in the normal course of official company business, unless Solicitation approved by the President of China HGS employee, officer or director may use the Company name in the Internet address (URL) of a personal web page.

Workplace Violence / Statement of Respect

China HGS' strives to provide a safe work environment that is conducive to quality customer service, good morale and a high level of productivity. Employees, officers and directors are expected to treat fellow employees, officers, directors, customers and vendors with courtesy and to resolve any difference in a professional, non-abusive and non-threatening manner. Employee, officers and directors are responsible for their behavior and for understanding how others may perceive their conduct in the workplace. Disruptive, unruly or abusive behavior by employees, officers and directors in the workplace or at company sponsored events will not be tolerated. Inappropriate conduct includes verbal or physical threats, fights, obscene or intimidating language and behavior, as well as any other abusive conduct. The possession of firearms or other weapons on or in all premises or property owned, operated managed or controlled by China HGS is prohibited. Employees are to report any threats or incidence of violence to their managers or to Human Resources. Employees are to report any directors who witness or are involved in a situation where danger is imminent should call the appropriate authorities and then contact internal resources as appropriate.

致力于提供安全的工作环â

Compliance with Laws, Rules and Regulations 合法、合规

The company's employees, officers and directors are subject to numerous laws, rules and regulations, only some of which are specifically address in this code. China HGS employees, officers and directors are encouraged to become reasonably informed and to comply with the laws, rules and regulations applicable to you, whether or not they are addressed in this code.

的 工、管理人 和 应遵守众ä

Disclosure in Documents Filed with the Securities and Exchange Commission and Other Public Communications of the Company

报送证券交易 的信息披露, Ð

As officers and directors of a publicly traded company, China HGS officers and directors are responsible for establishing, maintaining and periodically evaluating disclosure controls and procedures designed to reasonably ensure full, fair, accurate, timely and understandable disclosure in reports and documents filed with or submitted to the Securities and Exchange Commission or otherwise disclosed to the public. Officers and directors of the Company must promptly bring to the attention of the Audit Committee and the Company's Counsel, Mark E. Crone of The Crone Law Group, any information they may have concerning significant deficiencies in, or violations of, such disclosure controls and procedures.

作为 开上市 的管理人 和 , į

Discipline 罚则

Discipline will be promptly and consistently applied to serve as notice that there are serious consequences for intentional wrongdoing and to demonstrate that China HGS is committed to integrity as an integral part of our culture. China HGS believes that application of discipline for a violation of our ethics standards should be prompt and must be appropriate. Therefore, the Company will weigh all mitigating and aggravating circumstances, including whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its shareholders resulting from the violation and whether the offending person has committed previous violations of this code or other company policy concerning ethical behavior.

迅速一贯 运用罚则, 可以警告

Application and Waiver 适用和免除

Executive officers may waive this code for non-officer employees of the Company. Any waiver of this code for officers or directors of the Company may be made only by the board of directors or a committee of the board of directors of China HGS to which such authority has been delegated. Any waiver of this code for officers of the Company must promptly report to the Audit Committee and the Company's Counsel any waiver of this code for any other officer, whether explicitly or implicitly granted by the Company, and any violation of this code by any officer.

高层管理人 可以批准对 非管&

Communication with Audit Committee 与 的沟通

The company encourages its officers to engage in an active and open dialogue with Audit Committee and to discuss with the Audit Committee any concerns or suggestions that officers may have regarding the Company's disclosure controls and reporting procedures.

鼓励其管理人 积极参与与 &#

Adopted _____, 2010

2010 ____ ____

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ACKNOWLEDGEMENT OF RECEIPT OF CHINA HGS REAL ESTATE INC.

CODE OF CONDUCT

收到 行为规范的确认

I have received and read the China HGS Code of Conduct. I understand the standards and policies contained in this China HGS Code of Conduct and understand that there may be additional policies or laws specified to my job. I agree to comply with the China HGS Code of Conduct and any such additional specific policies or laws.

我收到并阅读了 的行为

If I have questions concerning the meaning or application of the China HGS Code of Conduct, any policies of China HGS, or the legal and regulatory requirements applicable to China HGS or my position within the Company, I will consult my supervisor and /or an appropriate representative of the Company, knowing that my questions or reports to these sources will be maintained in confidence. I understand and acknowledge that I may report violations of the Code of Conduct to the President and the Company's Counsel.

如果我对 的行为规范、 的

Signature

签名

Printed Name of Director, Officer or Employee

、管理人 或 工的印刷名

Date

期

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