



XINYU HENGDELI HOLDINGS LIMITED
新宇亨得利控股有限公司

(Incorporated in Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 3389)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING to be held on
6 February, 2007

I/We ^(note 1) _____ of _____ being
the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the capital of XINYU
HENGDELI HOLDINGS LIMITED (the “Company”), HEREBY APPOINT ^(note 3) _____
of _____

or failing him, the Chairman of the meeting as my/our proxy to attend the Extraordinary General Meeting
of the Company to be held at Conference Room, 5th Floor, Jardine House, 1 Connaught Place, Central,
Hong Kong, on Tuesday, 6 February, 2007 at 11:00 a.m. and any adjournment thereof at the same place,
to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve the subdivision of every issued and unissued share of HK\$0.01 in the capital of the Company into two shares of HK\$0.005 each		

Dated this day of _____ 2007

Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT:** If you wish to vote for any resolution, tick in the appropriate box marked “For”. If you wish to vote against any resolution, tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialed by the person who signs it.