



XINYU HENGDELI HOLDINGS LIMITED

新宇亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(the "Company")

(Stock Code: 3389)

Proxy Form for use at the Extraordinary General Meeting to be held on 11 September 2009

I/We¹, _____
of² _____
being the registered holder(s) of³ _____ share(s) of HK\$0.005 each in the capital of Xinyu Hengdeli Holdings Limited (the "Company") hereby appoint⁴ _____
of _____
or failing him/her, the chairman of the Extraordinary General Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Conference room, 5th Floor, Jardine House, 1 Connaught Place Central, Hong Kong, on Friday, 11 September 2009 at 11:00 a.m., and at any adjournment thereof. Failure to attend the meeting by the said person, then the chairman of the Extraordinary General Meeting will attend the meeting and vote on behalf of me/us at the meeting.

	Resolutions	For ⁵	Against ⁵
1.	To pass the Ordinary Resolution No. 1 set out in the notice of Extraordinary General Meeting		
2.	To pass the Ordinary Resolution No. 2 set out in the notice of Extraordinary General Meeting		
3.	To pass the Special Resolution No. 3 set out in the notice of Extraordinary General Meeting		

Dated this _____ day of _____ 2009.

Signature(s)⁶ _____

Notes:

1. Please insert your name(s) in full in **BLOCK CAPITALS**.
2. Please insert your address in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) and related to this proxy, 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).
4. Please insert full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
7. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, must be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th 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 adjournment thereof (as the case may be).
8. In case of joint holders of a share, the vote of the person whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Any alternations made in this form should be initialed by the person who signs it.