



## HENGDELI HOLDINGS LIMITED

### 亨得利控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3389)

### Proxy form for use by shareholders at the annual general meeting to be held on 12 May 2011

I/We (note 1) \_\_\_\_\_  
of (note 2) \_\_\_\_\_  
being the registered holder(s) of (note 3) \_\_\_\_\_ shares of HK\$0.005 each in the capital of Hengdeli Holdings Limited (the "Company") hereby appoint (note 4) \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Conference Room, 5th Floor, Jardine House, 1 Connaught Place Central, Hong Kong on Thursday, 12 May 2011 at 11:00 a.m., and at any adjournment thereof.

	Resolutions	FOR (note 5)	AGAINST (note 5)
1.	To receive and consider the audited financial statements and the report of directors and auditors for the year ended 31 December 2010		
2.	To declare the final dividend		
3.	(a) To re-elect Zhang Yuping as director and authorise the Board of Directors to fix his remuneration		
	(b) To re-elect Liu Xueling as director and authorise the Board of Directors to fix his remuneration		
	(c) To appoint Zheng Yu as director and authorise the Board of Directors to fix her remuneration		
4.	To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration		
5.	To pass the Ordinary Resolution No.5A set out in the notice of Annual General Meeting		
	To pass the Ordinary Resolution No.5B set out in the notice of Annual General Meeting		
6.	To pass the Ordinary Resolution No.6 set out in the notice of Annual General Meeting		

Shareholder's signature \_\_\_\_\_ (note 6)

Dated \_\_\_\_\_ 2011

**Notes:**

- Please insert your name(s) in full in BLOCK CAPITALS.
- Please insert your address in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the 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.
- 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.
- 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.
- To be valid, this 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 or authority, must be deposited at the Company's share registrar Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- 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).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alternations made in this form should be initialed by the person who signs it.