



## 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)

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

I/We<sup>1</sup>, \_\_\_\_\_  
of<sup>2</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>3</sup> \_\_\_\_\_ share(s) of HK\$0.005 each in the capital of Xinyu Hengdeli Holdings Limited (the "Company") hereby appoint<sup>4</sup> \_\_\_\_\_  
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 <sup>5</sup>	Against <sup>5</sup>
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)<sup>6</sup> \_\_\_\_\_

*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 revised form of proxy, if no number is inserted, this revised 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 revised form of 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, this revised 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 1806-1807, 18th 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 revised form should be initialed by the person who signs it.
11. Completion and return of this revised form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.
12. **The original proxy form which was despatched to you together with the circular of the Company dated 20 August 2009 has been replaced by this revised proxy form and will be treated INVALID even duly completed and returned.**