



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 Annual General Meeting
to be held on 3 June 2008**

I/We¹, _____
of² _____
being the registered holder(s) of³ _____ shares 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 Annual General 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 Tuesday, 3 June 2008 at 11:00 a.m., and at any adjournment thereof.

		For⁵	Against⁵
1.	To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31 December 2007		
2.	To declare a final dividend		
3.	(a) To re-elect Zhang Yuping as director and authorize the Board of Directors to fix his remuneration		
	(b) To re-elect Shi Zhongyang as director and authorize the Board of Directors to fix his remuneration		
	(c) To re-elect Liu Xueling as director and authorize the Board of Directors to fix his remuneration		
4.	To re-appoint KPMG as auditors and authorize 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		

Signature(s)⁶ _____

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 Rooms 1806-1807, 18th 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.