



# HEMBLY INTERNATIONAL HOLDINGS LIMITED

## 恒寶利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

### PROXY FORM FOR 2009 ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.1 each in the share capital of Hembly International Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (the "Meeting"), \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 36/F., No.1 Hung To Road, Kwun Tong, Kowloon on Wednesday, 3 June 2009 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

RESOLUTIONS		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2008.		
2.	(i) To re-elect Mr. Ngok Yan Yu as Chairman and Executive director		
	(ii) To re-elect Ms. Tang Chui Yi, Janny as Executive Director		
	(iii) To re-elect Mr. Antonio Piva as Non-executive Director		
	(iv) To re-elect Mr. Lo Ming Chi, Charles as Independent non-executive Director		
3.	To authorize the board of directors to fix directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorize the board of directors to fix their remuneration.		
5	(A) To grant an unconditional mandate to the directors to allot, issue and deal with additional shares or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreement and options which would or might require shares to be allotted or issued as set out in the ordinary resolution in item 5A of the Notice of Annual General Meeting.		
	(B) To grant an unconditional mandate to the directors to repurchase the Company's own shares as set out in the ordinary resolution in item 5B of the Notice of Annual General Meeting.		
	(C) To extend the general mandate to the directors to allot and issue additional shares of the Company by an amount equal to the nominal amount of shares repurchased by the Company.		

Dated the day of \_\_\_\_\_, 2009

Shareholder's Signature<sup>7</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.1 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your 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.
5. The description of this resolution is by way of summary only. The full text appears in the Notice of Annual General Meeting.
6. To be valid, the form of proxy together with a 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 Hong Kong branch registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty eight hours before the time appointed for holding the meeting or any adjournment thereof.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. Where there are joint holders of a share of the Company, any one of such joint holders may vote at the meeting either in person 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 in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof if you so desire and, in such event, the appointed proxy shall be deemed to have been revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**