



TUNGDA INNOVATIVE LIGHTING HOLDINGS LIMITED

東大新材料照明控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 4th August, 2009 at 10:00 a.m..

I/We, _____ (Note 1)

of _____

being the registered holder(s) of _____ (Note 2)

shares of HK\$0.01 each in capital of Tungda Innovative Lighting Holdings Limited (the "Company"), hereby appoint _____ (Note 3)

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 4th August, 2009 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the reports of the Directors and Auditors for the year ended 31st March, 2009.		
2.	To re-elect Mr. Zhu Lei Bo as an independent non-executive director of the Company;		
3.	To authorize the board of directors (the "Board") to fix the remuneration of the directors;		
4.	To re-appoint Messrs. TING HO KWAN & CHAN, CERTIFIED PUBLIC ACCOUNTANTS as auditors of the Company and authorize the Board to fix the remuneration of the auditors;		
5.	To grant a general mandate to the Directors to issue shares.		
6.	To grant a general mandate to the Directors to repurchase shares.		
7.	To extend the general mandate to issue shares by adding the number of shares repurchased.		

Dated this _____ day of _____ 2009.

Shareholder's signature (Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) 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 Company registered in your name(s).
- (3) Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting.
- (4) Please indicate with an (X) in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) 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 shall be deposited with the principal place of business of the Company in Hong Kong, at Room 1903A, 19th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* For identification purposes only