



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 2023

I/We (note 1) _____
of (note 2) _____
being the registered holder(s) of (note 3) _____ ordinary shares of par value 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 annual general meeting of the Company (the "Annual General Meeting"), as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at the conference room on Lotus Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 12 May 2023 at 11:00 a.m., and at any adjournment thereof.

	Ordinary Resolutions	FOR (note 5)	AGAINST (note 5)
1.	To receive and consider the audited financial statements of the Company and its subsidiaries and the report of directors and auditors of the Company for the financial year ended 31 December 2022		
2.	(a) To re-elect Mr. Lee Shu Chung Stan as director of the Company and authorise the board of directors of the Company to fix his remuneration		
	(b) To re-elect Mr. Shi Zhongyang as director of the Company and authorise the board of directors of the Company to fix his remuneration		
	(c) To re-elect Mr. Liu Xueling as director of the Company and authorise the board of directors of the Company to fix his remuneration		
	(d) To re-elect Ms. Qian Weiqing as director of the Company and authorise the board of directors of the Company to fix her remuneration		
3.	To re-appoint Zhonghui Anda CPA Limited as auditors and authorise the board of directors of the Company to fix their remuneration		
4.	(a) To pass the Ordinary Resolution No.4A set out in the notice of the Annual General Meeting		
	(b) To pass the Ordinary Resolution No.4B set out in the notice of the Annual General Meeting		
5.	To pass the Ordinary Resolution No.5 set out in the notice of the Annual General Meeting		
	Special Resolution	FOR (note 5)	AGAINST (note 5)
6.	To approve and adopt the amended and restated memorandum and articles of association of the Company		

Shareholder's signature _____ (note 6)

Dated _____ 2023

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(ies) 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. before Wednesday, 10 May 2023 at 11:00 a.m. (Hong Kong time)).
- In case of joint holders of a share, the vote of the person whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- The proxy does not need to be a member of the Company but must attend the meeting in person to represent you.
- Any alternations made to this form should be initialed by the person who signs it.
- The full text of each of the resolutions is set out in the notice of the Annual General Meeting.