HEMBLY

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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 13 MAY 2009 at 10:00 A.M. OR ANY ADJOURNMENT THEREOF

I/We[1] ————————————————————————————————

of ——————————————————————————————————————

being holder(s) of ——————————————————————— [2] shares of HK$0.10 each in the capital of Hembly International Holdings Limited (the "Company"), **HEREBY APPOINT** the Chairman of the meeting[3] or

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of ——————————————————————————————————————

as my/our proxy to act for me/us at the extraordinary general meeting of the Company, to be held at 36th Floor, No. 1 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 13 May 2009 at 10:00 a.m. (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For[4]	Against[4]
To approve the agreement dated 3 December 2008 relating to the Disposal.		

Signature[5] ————————————————

Dated ————————————————

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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).

3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.

4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick either 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 that referred to in the notice convening the meeting.

5. The full text of the resolution is set out in the notice of meeting dated 24 April 2009.

6. 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 your common seal or under the hand of an officer, attorney or other person duly authorised.

7. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

8. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders 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 deposit of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having deposited a form or forms of proxy, your form or forms of proxy shall be deemed to be revoked.