



Hidili Industry International Development Limited

恒鼎實業國際發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01393)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 31 December 2013 at 11:00 a.m. (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the registered holder(s) of _____ ^(note b) shares of HK\$0.10 each in the capital of Hidili Industry International Development Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting (the "Meeting") of the Company or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 31 December 2013 at 11:00 a.m. and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Extraordinary General Meeting (the "Notice") (with or without modifications) as indicated ^(note d):

RESOLUTION	FOR	AGAINST
ORDINARY RESOLUTION		
To approve, confirm and ratify the entering into of the Agreement, the Equity Pledge and the Guarantees (as respectively defined in the Notice and the circular of the Company dated 12 December 2013) and to approve the performance of all the respective transactions contemplated thereunder as more particularly specified in the Notice		

Dated _____

Shareholder's signature _____ ^(notes e, f, g, h and i)

Notes:

- Full name(s) and address are to be inserted 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A member who is the holder of two or more shares may appoint more than one proxy.
- If you wish to vote for the resolution sets out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorised.
- 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 certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.