



# HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 969)

## Form of Proxy for use at the Extraordinary General Meeting to be held on 20 September 2007 (and at any adjournment thereof)

I/We (Note 1), \_\_\_\_\_,  
of, \_\_\_\_\_,  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.10 each in the  
share capital of Hua Lien International (Holding) Company Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF  
THE MEETING or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us and on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the  
Company to be held at Raphael, 2nd Floor, Longham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on 20 September 2007  
at 12:00 noon (and at any adjournment thereof) in respect of 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 (Note 4):-

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve, ratify and confirm the subscription agreement (the "Subscription Agreement") dated 13 August 2007 entered into between the Company and Lau Ying Ying Angela (the "Subscriber"), pursuant to which, inter alia, the Company has agreed to issue, and the Subscriber has agreed to subscribe for 164,736,000 warrants (the "Warrants") of the Company at the issue price of HK\$0.03 per Warrant; and to authorize the directors of the Company to issue the Warrants in accordance with the warrant instrument constituting the Warrants; and to authorize any one director of the Company to allot and issue shares of the Company upon exercise of the subscription rights attaching to the Warrants; and to take such actions and/or execute such documents to effect the allotment and issue of the shares of the Company upon exercise of the subscription rights attaching to the Warrants and to do such other things (including affixing the Company's common seal) and to take all such actions as he or she deems necessary or desirable for the purpose of giving effect to the Subscription Agreement, the issue of Warrants and the allotment and issue of the shares of the Company upon exercise of the subscription rights attaching to the Warrants.		
2.	To terminate the existing share option scheme of the Company adopted on 4 January 2000; and to adopt the new share option scheme (the "New Share Option Scheme") of the Company; and to authorize the directors of the Company to grant options to the eligible participants to subscribe for shares thereunder and to allot and issue shares of the Company pursuant to the exercise by the eligible participants of any options to be granted under the New Share Option Scheme; and to do all such acts and/or execute such documents and enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Share Option Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signed (Note 5) \_\_\_\_\_

### Notes:

1. Full name(s) and address 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 capital of 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion.
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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy together with the power of attorney (if any) 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 principal place of business in Hong Kong at Unit 2513A, 25/F., 113 Argyle Street, Mongkok, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.