



# HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

## 華聯國際(控股)有限公司\*

(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 Friday, 17 January 2014 at 11:00 a.m. (and at any adjournment thereof)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of, \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares <sup>(Note 2)</sup> 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 <sup>(Note 3)</sup> \_\_\_\_\_  
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 Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 17 January 2014  
at 11:00 a.m. (and at any adjournment thereof) in respect of the resolution set out in the notice dated 20 December 2013 ("Notice")  
convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>:—

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve, ratify and confirm the Deed of Amendment dated 29 November 2013 entered into between the Company and COMPLANT International Sugar Industry Co., Ltd. in relation to, among others, the proposed amendments of certain terms and conditions of the Outstanding Convertible Note and the transactions contemplated thereunder and authorise any one or more of the directors of the Company to do all such acts and things and execute all such documents which he/they in his/their absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Deed of Amendment and the transactions contemplated thereunder.  (as more particularly described in the resolution in the Notice).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signed <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
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 THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX 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 of the Company.
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.

\* For identification purpose only