



# 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 20 September 2019 (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 The Bauhinia Room, 27/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 20 September 2019 at 11:00 a.m. (and at any adjournment thereof) in respect of the resolution set out in the 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>
1	(a) the second amendment deed (the “ <b>Second Amendment Deed</b> ”) dated 27 February 2019 and entered into between the Company and COMPLANT International Sugar Industry Co., Ltd. (中成國際糖業股份有限公司) in relation to the proposed extension of the maturity date for five years from 27 February 2019 to 27 February 2024 of the zero coupon convertible note with outstanding principal amount of HK\$533,700,000 issued by the Company on 27 February 2009 (the “ <b>Outstanding Convertible Note</b> ”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;  (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares; and  (c) any one or more of the directors of the Company be and is/are hereby authorized 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 Second Amendment Deed and the transactions contemplated thereunder.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature <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. 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.
- (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 Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, share registrar, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.

\* For identification purpose only