



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 Wednesday, 8 December 2010 at 12:00 noon (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 Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 8 December 2010 at 12:00 noon (and at any adjournment thereof) in respect of the resolutions set out in the notice dated 22 November 2010 ("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 ^(Note 4)	AGAINST ^(Note 4)
1.	To confirm, approve, and ratify the following agreements the Company entered into on 22 October 2010: i. the agreement with China-Africa Development Fund ("CADFund"), COMPLANT International Sugar Industry Co., Ltd. ("COMPLANT"), River Right Limited ("River Right") and Zheng Da Investments Limited pursuant to which CADFund, COMPLANT and River Right have conditionally agreed to form a joint venture; ii. the agreement with CADFund pursuant to which the Company has conditionally agreed to issue to CADFund 90,000,000 new ordinary shares in the Company of par value HK\$0.10 each credited as fully paid ("Shares"); and iii. the agreement with CADFund pursuant to which the Company has conditionally agreed to issue to CADFund the redeemable convertible notes ("Convertible Notes") in the principal amount of HK\$24,000,000 (collectively the "Agreements"), the terms and conditions of the Convertible Notes and all the transactions contemplated under the Agreements including but not limited to: (a) the allotment and issue of 90,000,000 Shares ("Subscription Shares") by the Company to CADFund; (b) the issue of the Convertible Notes by the Company to CADFund; and (c) the entering into the share charge by the Company or its wholly owned subsidiary to secure its obligations under the Convertible Notes (as more particularly described in the resolution No. 1 in the Notice).		
2.	To grant to the directors of the Company a specific mandate to allot, issue and deal with the Subscription Shares and the conversion shares contemplated under the Convertible Notes (as more particularly described in the resolution No. 2 in the Notice).		
3.	To confirm, approve, and ratify the proposed increased annual caps for the supply and services agreements dated 15 December 2008 for the year ending 31 December 2010 and the year ending 31 December 2011 respectively (as more particularly described in the resolution No. 3 in the Notice).		

Dated this _____ day of _____ 2010 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 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 only