



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 of the Company to be held on Friday, 20 February 2009 (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 The Banyan, Level 3, Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 February 2009 at 12:00 noon (and at any adjournment thereof) in respect of the resolutions set out in the notice (the "Notice") convening the Meeting, and, if no such indication is given, as my/our proxy thinks fit (Note 4):-

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve, ratify and confirm the Sale and Purchase Agreement dated 12 November 2008, the supplemental agreement dated 31 December 2008 and the transactions contemplated thereunder, which include but not limited to (i) the allotment and issue of 300,000,000 ordinary shares of par value HK\$0.10 each credited as fully paid by the Company to the vendor; (ii) the issue of the redeemable tranche 1 convertible note in the principal amount of HK\$366,600,000 and the redeemable tranche 2 convertible note in the principal amount of HK\$306,600,000 by the Company to the vendor; and (iii) the entering into the share charge, the deed of indemnity and the escrow agreement in such form and substance as attached in the schedules to the Sale and Purchase Agreement (as more particularly described in the resolution no. 1 in the Notice).		
2.	To approve, ratify and confirm the Continuing Connected Transaction Agreements all dated 15 December 2008 and the relevant proposed annual caps (as more particularly described in the resolution no. 2 in the Notice).		
3.	To approve the increase of the authorized share capital of the Company from HK\$150,000,000 divided into 1,500,000,000 shares of par value HK\$0.10 each to HK\$600,000,000 divided into 6,000,000,000 shares by the creation of 4,500,000,000 new shares in the capital of the Company (as more particularly described in the resolution no. 3 in the Notice).		
4.	To grant the directors of the Company a specific mandate to allot, issue and deal with the Consideration Shares and the conversion shares (as more particularly described in the resolution no. 4 in the Notice).		

Dated _____

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.