

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING TO APPOINT AND REMOVE DIRECTORS**

This announcement is made by Hua Lien International (Holding) Company Limited (the “**Company**”) in accordance with Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) concerning disclosure of inside information and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 1 June 2017, 5 July 2017 and 31 August 2017 (the “**Announcements**”). As set out in the Announcements, the Company shall endeavour to identify suitable candidate(s) to fill the vacancy(ies) of the Board and the relevant Board committees as soon as practicable, with the relevant appointment(s) to be made within three months from the date of the AGM to meet the requirements under the Listing Rules. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Announcements.

While the Board has been looking for suitable candidates from time to time, the Board announced that it has received a written requisition on 24 August 2017 from China National Complete Plant Import & Export Corporation (Group) and Complant International Sugar Industry Co., Ltd (the “**Requisitionists**”), duly registered in the register of the Company as holders of an aggregate of 10.04% of the issued shares of the Company which carry the right of voting at the general meetings, requiring the Company to convene an extraordinary general meeting (“**EGM**”) for shareholders to consider and approve the following five resolutions (the “**First Requisition**”):

*\* For identification purposes only*

1. To consider, and if thought fit, to pass an ordinary resolution to appoint Liu Yan (“**Ms. Liu**”) as a non-executive director;
2. To consider, and if thought fit, to pass an ordinary resolution to appoint Mr. Zhang Jian (“**Mr. Zhang**”) as a non-executive director;
3. To consider, and if thought fit, to pass an ordinary resolution to appoint Mr. Cheng Tai Kwan Sunny (“**Mr. Cheng**”) as an independent non-executive director;
4. To consider, and if thought fit, to pass an ordinary resolution to appoint Mr. Shi Zhu (“**Mr. Shi**”) as an independent non-executive director; and
5. To consider, and if thought fit, to pass an ordinary resolution to appoint Dr. Lu Heng Henry (“**Dr. Lu**”) as an independent non-executive director.

The Board also announced it has received on 4 September 2017 another written requisition from the Requisitionists requiring the Company to convene an EGM for the shareholders to consider and approve the following two resolutions:

1. To consider, and if thought fit, to pass an ordinary resolution to remove Mr. Yu Chi Jui as an independent non-executive director; and
2. To consider, and if thought fit, to pass an ordinary resolution to remove Ms. Li Xiao Wei as an independent non-executive director;

According to article 72 of the articles of association of the Company, two or more shareholders of the Company holding, at the date of deposit of the requisition, no less than one tenth of the paid-up capital of the Company and having the right of voting at general meetings may make a requisition to convene an EGM and the Board shall within 21 days from the date of deposit of the requisition proceed duly to convene the EGM.

In compliance with Rule 13.51(2) of the Listing Rules, the biography of each candidate proposed to be appointed at the EGM is as follows: —

**Ms. Liu — Non-Executive Director**

Ms. Liu, aged 51, is a senior economist granted by the Appraisal and Approval Committee for Professional & Technical Qualification of the PRC in December 2009. Since July 2016, Ms. Liu has held the positions of party secretary and chairman of the board at the China National Complete Plant Import & Export Corporation (Group) (“**China Complant**”), which principally engages in general contracting for engineering construction, exporting and importing of plants and technologies and industrial investment. China Complant is the controlling shareholder of the Company. Ms. Liu also has served as the director and chairman of the board of China National Complete Plant Import & Export Corporation Limited, a company listed on the Shenzhen Stock Exchange (Stock Code: 000151), since September 2015 and August 2016 respectively.

Ms. Liu has been working at China Complant since August 1987 and her previous roles include party secretary, director and deputy general manager from March 2013 to July 2016, deputy secretary of the party committee and secretary of the Commission for Discipline Inspection from March 2002 to March 2013, general manager of human resources department from August 1998 to March 2002, deputy general manager of human resources department from May 1995 to August 1998 and cadre of human resources department from August 1987 to May 1995.

Ms. Liu obtained a bachelor of laws degree in July 1987 at Jilin University in the PRC and obtained a master of International Economics degree at Nankai University School of Economics in the PRC in June 2006.

Save as disclosed herein, as at the date of the First Requisition, (a) Ms. Liu does not hold any position with the Company and its subsidiaries; (b) Ms. Liu did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Ms. Liu does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Ms. Liu does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Ms. Liu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Zhang — Non-Executive Director**

Mr. Zhang, aged 37, has over 10 years' experience in investment management in the PRC. Mr. Zhang joined China-Africa Development Fund and was a manager of the investment department from September 2007 to October 2011, a senior manager assistant in investment department III from October 2011 to February 2012, a senior manager assistant in investment department IV from February 2012 to September 2015. His current position at China-Africa Development Fund is vice general manager of investment department III since September 2015.

Mr. Zhang studied at the University of Hunan in the PRC where he obtained his bachelor degree in finance in June 2002. He then completed further post-graduate studies at the University of Stirling in the United Kingdom where he obtained his master degree in investment analysis in November 2006.

Save as disclosed herein, as at the date of the First Requisition, (a) Mr. Zhang does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Zhang did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. Zhang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. Zhang does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Cheng — Independent Non-Executive Director**

Mr. Cheng, aged 45, has years of experience in management, financial reporting and management accounting. Mr. Cheng is currently an independent non-executive director at China Sinostar Group Company Limited (formerly known as Shihua Development Company Limited and Starlight International Holdings Limited) (Stock Code: 485, a company listed on the Stock Exchange) since July 2014 and an independent non-executive director at Mengke Holdings Limited (Stock Code: 1629, a company listed on the Stock Exchange) since November 2016. He worked for subsidiaries of a private corporation from January 2005 to June 2012, which has become subsidiary of Li & Fung Limited (stock code: 0494) since 2010, a company listed on the Stock Exchange.

Mr. Cheng obtained a degree of Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1996 and a degree of Master of Science from The Chinese University of Hong Kong in December 2006. He completed the Kellogg-HKUST Executive MBA Program and was awarded a degree of Master of Business Administration from Northwestern University and The Hong Kong University of Science and Technology in December 2009. Mr. Cheng was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1999 and July 2004, respectively. He was also admitted as a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) in September 2001. Mr. Cheng has been a member of the Chinese People's Political Consultative Conference of Enping City, Guangdong Province from November 2011 to November 2016.

Save as disclosed herein, as at the date of the First Requisition, (a) Mr. Cheng does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Cheng did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. Cheng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. Cheng does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **Mr. Shi — Independent Non-Executive Director**

Mr. Shi, aged 49, is currently the director of BOCHK Wealth Achieve Fund Series SPC, a serial investment fund company wholly owned by BOCHK Asset Management Limited since May 2017. Mr. Shi is concurrently the director and general manager of Shenzhen Sanhong Asset Management Limited, a private equity company incorporated in the PRC which principally engaged in equity investment and supply chain finance in the PRC and South East Asia, since September 2015. Mr. Shi is also a director of Joyful Capital Limited, a company incorporated in Hong Kong which principally engaged in investment and investment consultancy in Hong Kong and the PRC, since May 2008.

Mr. Shi worked at the Ministry of Commerce of the PRC for over 14 years. From November 1993 to May 2000, Mr. Shi served various positions including front-page editor as well as deputy-chief editor and chief editor of the English version of International Business Monthly under International Business Daily, a publishing entity under the Ministry of Commerce of the PRC. Mr. Shi was appointed by the Ministry of Commerce of the PRC to work at the Embassy of the PRC in New Zealand where he acted as the Commercial Consul and was in charge of economic and commercial affairs from June 2000 to December 2000 and Mr. Shi subsequently returned to International Business Daily and served various positions including chief editor of Important News, director of general office, chief editor of China-ASEAN Business Week, chief editor of Features from January 2001 to February 2008. After that, Mr. Shi migrated to Hong Kong under the Quality Migrant Admission Scheme in February 2008.

Mr. Shi obtained his first degree in Bachelor of Arts, majoring in English, from the Anhui Fuyang Teacher's University in the PRC in July 1989 and his second degree in Bachelor of law, majoring in Journalism, from the Communication University of China in July 1993.

Save as disclosed herein, as at the date of the First Requisition, (a) Mr. Shi does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Shi did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. Shi does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. Shi does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Mr. Shi that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **Dr. Lu — Independent Non-Executive Director**

Dr. Lu, aged 51, is currently the chief representative of Nimbus Capital Limited, a company incorporated in Hong Kong which principally engaged in e-commerce of health care products, education and training, since January 2015. Dr. Lu was an independent director of China Nepstar Chain Drugstore Ltd. from June 2014 to August 2016. The American depository shares (ADS) of China Nepstar Chain Drugstore Ltd. was listed on the New York Stock Exchange under symbol (NYSE: NPD) from November 2007 to August 2016. Prior to joining Nimbus Capital Limited, Dr. Lu worked for William Blair & Company, L.L.C. (Shanghai representative office).

Dr. Lu obtained the degree of Doctor of Philosophy from Columbia University in February 1998 and the degree of Master of Business Administration from the University of Chicago in June 2000.

Save as disclosed herein, as at the date of the First Requisition, (a) Dr. Lu does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Dr. Lu did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Dr. Lu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Dr. Lu does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Dr. Lu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

A circular containing, among other things, (i) further details of the Requisition on reasons for the appointment and removal of directors; (ii) other details of the proposed directors; and (iii) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable.

This announcement has been approved by all of the Directors (other than Mr. Yu Chi Jui and Ms. Li Xiao Wei).

By order of the Board  
**Hua Lien International (Holding) Company Limited**  
**Mr. Han Hong**  
*Executive Director*

Hong Kong, 6 September 2017

*As at the date of this announcement, the Board comprises five directors, of which three are executive directors, namely Mr. Liu Xueyi, Mr. Han Hong, and Mr. Wang Zhaohui, and two are independent non-executive directors, namely Mr. Yu Chi Jui and Ms. Li Xiao Wei.*