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## **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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Hua Lien International (Holding) Company Limited (the “Company”) will be held at Room 901-905, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, on Thursday, 29 June 2023 at 11:00 a.m. to consider, and if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Han Hong as an executive director of the Company.
  - (b) To re-elect Mr. Cheng Tai Kwan Sunny as an independent non-executive director of the Company.
  - (c) To re-elect Mr. Shi Zhu as an independent non-executive director of the Company.
  - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the shareholders of the Company, and to authorise the directors of the Company to fix its remuneration.

*\* For identification purpose only*

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible notes or other securities issued by the Company which are convertible into shares of the Company or (iii) any share option scheme or similar arrangement for the time being adopted for grant or issue to the eligible participants of the shares or rights to acquire shares in the capital of the Company or (iv) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT**

conditional upon resolution nos. 4 and 5 above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5 above shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above.”

## SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as a special resolutions:

7. **“THAT,**

- (a) the proposed amendments (the **“Memorandum Amendments”**) to the existing amended and restated memorandum of association of the Company (the **“Existing Memorandum of Association”**), the details of which are set out in Appendix III to the circular of the Company dated 6 June 2023, be and are hereby approved;
- (b) the new amended and restated memorandum of association of the Company (the **“New Memorandum of Association”**), which incorporates all the Memorandum Amendments and a copy of which has been produced to this meeting and marked “A” for identification purposes, be and is hereby approved and adopted as the memorandum of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum of Association; and
- (c) the director(s) or the company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts, and things and execute all such documents and make all such arrangements that he/she/it shall in his/her/its absolute discretion, deem necessary to or expedient to give effect to the Memorandum Amendments and the proposed adoption of the New Memorandum of Association including attending necessary filings in Hong Kong and Cayman Islands.”

8. **“THAT,**

- (a) the proposed amendments (the **“Articles Amendments”**) to the existing amended and restated articles of association of the Company (the **“Existing Articles of Association”**), the details of which are set out in Appendix III to the circular of the Company dated 6 June 2023, be and are hereby approved;
- (b) the new amended and restated articles of association of the Company (the **“New Articles of Association”**), which incorporates all the Articles Amendments and a copy of which has been produced to this meeting and marked “B” for identification purposes, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association; and

- (c) the directors or the company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts, and things and execute all such documents and make all such arrangements that he/she/it shall in his/her/its absolute discretion, deem necessary to or expedient to give effect to the Articles Amendments and the proposed adoption of the New Articles of Association including attending necessary filings in Hong Kong and Cayman Islands.”

For and on behalf of the Board of  
**Hua Lien International (Holding) Company Limited**  
**Zhang Zhaogang**  
*Chairman*

Hong Kong, 6 June 2023

*Principal Place of Business in Hong Kong:*  
Room 1701, 17/F., World-wide House,  
19 Des Voeux Road Central,  
Central,  
Hong Kong

*Registered Office:*  
PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Notes:–*

- (1) A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person if he is subsequently able to present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Friday, 23 June 2023.

- (2) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. But if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (3) As at the date of this notice, the board of directors comprises eight directors, of which three are executive directors, namely, Mr. Han Hong, Mr. Wang Zhaohui and Mr. Zhang Qi, two are non-executive directors, namely Mr. Zhang Zhaogang and Ms. Chen Si, and three are independent non-executive directors, namely Mr. Cheng Tai Kwan Sunny, Mr. Shi Zhu and Dr. Lu Heng Henry.
- (4) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.irasia.com/listco/hk/hualien/index.htm> and the Stock Exchange at <http://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.