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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at Dragon II, 2/F, The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 15 August 2012 at 12:00 noon for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the conditional agreement dated 12 April 2012 entered into between the Company as issuer and China National Complete Plant Import & Export Corporation (Group) (中國成套設備進出口(集團)總公司) (the “**Subscriber**”) as subscriber (the “**Subscription Agreement**”) in relation to the subscription of 800,000,000 new shares of HK\$0.10 each (the “**Share(s)**”) in the share capital of the Company (the “**Subscription Share(s)**”) at the subscription price of HK\$0.60 per Subscription Share, a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions set out in the Subscription Agreement, the allotment and issue of the Subscription Shares to the Subscriber pursuant to the Subscription Agreement be and is hereby approved; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the Subscription Agreement and any other transactions contemplated thereunder.”

\* For identification purpose only

2. “**THAT** the waiver (the “**Whitewash Waiver**”), granted or to be granted by the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of China National Complete Plant Import & Export Corporation (Group) (中國成套設備進出口(集團)總公司) (the “**Subscriber**”) and parties acting in concert with it, to make a general offer for all the issued Shares not already owned or agreed to be acquired by them as a result of the subscription of 800,000,000 Subscription Shares by the Subscriber, be and is hereby approved, and the Directors be and are hereby authorised to do all such acts and things and take all such action and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as they may consider to be necessary or desirable to give effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By order of the Board  
**Hua Lien International (Holding) Company Limited**  
**Hu Yebi**  
*Executive Director*

Hong Kong, 27 July 2012

*Registered Office:*  
P.O. Box 309  
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George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Principal Place of Business  
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113 Argyle Street  
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*Notes:*

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of himself. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. But if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. Seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (3) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed must be deposited at the Company’s principal place of business in Hong Kong at Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board comprises six directors, of which three are executive directors, namely Mr. Han Hong, Mr. Xiao Longlong and Mr. Hu Yebi, and three are independent non-executive directors, namely Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.*