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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hua Lien International (Holding) Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting (the “AGM”) of Hua Lien International (Holding) Company Limited to be held at Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26 June 2015 at 10:30 a.m. to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event 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 you from attending and voting at the AGM or any adjournment thereof should you so wish.

28 May 2015

CONTENT

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	7
APPENDIX II — BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS	12
NOTICE OF ANNUAL GENERAL MEETING	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26 June 2015 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“Company”	Hua Lien International (Holding) Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of resolution approving this issue mandate;
“Latest Practicable Date”	22 May 2015, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the proposed mandate to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving this repurchase mandate;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. LIU Xueyi (*Chairman*)

Mr. HAN Hong

Mr. HU Yebi

Mr. HU Zhirong

Mr. WANG Zhaohui

Registered Office:

P.O. Box 309

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

British West Indies

Independent Non-executive Directors:

Dr. ZHENG Liu

Mr. YU Chi Jui

Ms. LI Xiao Wei

Principal Place of Business

in Hong Kong:

Units 1910-1912, 19/F.

Hutchison House

10 Harcourt Road

Central

Hong Kong

28 May 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iii) the re-election of retiring Directors.

** For identification purpose only*

LETTER FROM THE BOARD

PROPOSED GRANTING OF THE ISSUE AND THE REPURCHASE MANDATES

Ordinary resolutions will be proposed at the AGM to approve:

- (a) the granting to the Directors the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding 438,236,000 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date, assuming no further Share is issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution;
- (b) the granting to the Directors the Repurchase Mandate to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the issued share capital of the Company at the date of passing of such resolution; and
- (c) the granting to the Directors a general mandate to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (if granted to the Directors at the AGM) during the period from the date of the AGM up to the conclusion of the next annual general meeting of the Company.

These general mandates will remain in effect 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Directors wish to state that they have no present intention to repurchase any Shares or issue any new Shares in the event that these general mandates are approved.

An explanatory statement contains all the information as required pursuant to the Rule 10.06(1)(b) of the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In relation to the ordinary resolution numbered 2 in the notice of AGM regarding the re-election of retiring Directors, Mr. Han Hong, Mr. Hu Yebi and Ms. Li Xiao Wei (“**Ms. Li**”) shall retire as Directors by rotation at the AGM pursuant to Article 116 of the Articles of Association and, being eligible, will offer themselves for re-election. Ms. Li was appointed to be independent non-executive Directors on 18 September 2004. Therefore, Ms. Li has served the Company for more than 9 years. In order to comply with the code provision A.4.3 of the Listing Rules in Appendix 14, a separate resolution should be set out for Shareholders to approve the further appointment of Ms. Li at the AGM. Biographical details of the retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

DEMAND FOR POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 80 of the Articles of Association, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or a poll (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least five Shareholders present in person or by proxy and entitled to vote; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, by the chairman of such meeting and/or any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent (5%) or more of the total voting rights of all Shareholders having right to vote at such meeting.

Unless a poll is so required or demanded and, in the latter case, not withdrawn, the chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands.

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will exercise his right pursuant to Article 80 of the Articles of Association to demand poll voting on all the resolutions as set out in the notice of the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 15 to 18 of this circular.

There is enclosed a form of proxy for use at the AGM and such form of proxy is also published on the websites of the Stock Exchange and the Company. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event 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 you from attending and voting at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the resolutions at the AGM.

Yours faithfully,
For and on behalf of the Board of
Hua Lien International (Holding) Company Limited
Liu Xueyi
Chairman

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 2,191,180,000 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 219,118,000 Shares (being 10% of the Shares in issue) during the period from the date of the passing such resolution up to the conclusion of the next annual general meeting in 2016 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASON FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share and will be made only when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. IMPACT OF REPURCHASES

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2014, the Directors consider that there might be a material adverse impact on the working capital and gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

4. FUNDING OF REPURCHASES

The Directors recognized that the repurchase of Shares must be made out of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company, the applicable laws of the Cayman Islands and Hong Kong and the Listing Rules. The Companies Laws (2004 Revision) of the Cayman Islands (the “**Laws**”) provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital of the Company. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company’s share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

6. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the shareholding of the substantial Shareholders would be as follows:

Name	Number of Shares	Approximate percentage of issued share capital as at the Latest Practicable Date	Approximate percentage of issued share upon full exercise of Repurchase Mandate
COMPLANT International Sugar Industry Co., Ltd. ("COMPLANT") (Note 1)	300,000,000	13.69%	15.21%
China National Complete Plant Import & Export Corporation (Group) ("China Complant") (Note 1)	1,100,000,000	50.20%	55.78%
State Development & Investment Corp. ("SDIC") (Note 1)	1,100,000,000	50.20%	55.78%
State-owned Assets Supervision and Administration Commission (Note 1)	1,100,000,000	50.20%	55.78%
Hollyview International Limited ("Hollyview") (Note 2)	212,495,083	9.70%	10.78%
Hu Yebi (Note 2)	215,943,083	9.86%	10.95%
Li Ling Xiu (Note 2)	215,943,083	9.86%	10.95%

The above are calculated based on issued shares of the Company of 2,191,180,000 Shares as at the Latest Practicable Date.

Notes:

1. State-owned Assets Supervision and Administration Commission (中國國務院國有資產監督管理委員會) holds 100% of the SDIC (國家開發投資公司) which holds 100% of China Complant which in turn holds 70% in COMPLANT. China Complant is deemed to be interested in the 1,100,000,000 Shares by virtue of the SFO. Of these 1,100,000,000 Shares, 300,000,000 Shares are beneficially owned by COMPLANT. Besides these 300,000,000 Shares, COMPLANT also holds convertible notes which can be converted into 889,500,000 Shares during its conversion period.
2. Mr. Hu Yebi and Ms. Li Ling Xiu are deemed to be interested in 212,495,083 Shares. Hollyview is beneficially and wholly owned by Mr. Hu Yebi, an executive Director, and so Mr. Hu Yebi is deemed to be interested in the 212,495,083 Shares held by Hollyview by virtue of the SFO. Mr. Hu Yebi is also deemed to be interested in the Shares held by Ms. Li Ling Xiu, his spouse by virtue of the SFO. Of these 215,943,083 Shares, 3,448,000 Shares are beneficially owned by Ms. Li Ling Xiu.

On the basis of the shareholding held by the Shareholders named above and assuming no conversion of the convertible notes, an exercise of the Repurchase Mandate in full would not result any in Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, in any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months period preceding the Latest Practicable Date.

8. SHARE PRICES

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Months	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
May	0.340	0.300
June	0.350	0.300
July	0.740	0.305
August	0.500	0.385
September	0.530	0.385
October	0.530	0.390
November	0.485	0.415
December	0.435	0.360
2015		
January	0.390	0.300
February	0.325	0.290
March	0.430	0.290
April	0.530	0.360
May*	0.620	0.425

* Up to and including the Latest Practicable Date

The following are the particulars of the Directors who will be retired from their office at the AGM pursuant to the Articles of Association and, being eligible, have offered themselves for re-elections.

Mr. Han Hong (“**Mr. Han**”), aged 51, was appointed as Executive Director in May 2009. Mr. Han is also the director of Pan Caribbean Sugar Company Limited (a 70% owned subsidiary of the Company) since June 2013. Mr. Han holds a Bachelor of Engineering from Anhui Institute of Technology majored in Mechanical Technology and Equipment. Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China granted Mr. Han the title of senior engineer in International Commercial Project in December 1996. Mr. Han has over 31 years experience in project engineering, investment and general management. Mr. Han began his career at China National Complete Plant Import and Export Corporation (Group) (formerly known as China National Complete Plant Export Corporation) (“**CHINA COMPLANT**”), a central-government conglomerate, as a project manager in Spare Parts Department in August 1984. Later, Mr. Han promoted as the deputy division chief in CHINA COMPLANT from January 1993 to November 1994. After, Mr. Han seconded to Zina Enterprise (PVT) Ltd. in Zimbabwe, a subsidiary of CHINA COMPLANT, as the managing director from November 1994 to January 1998. Thereafter, Mr. Han transferred back to CHINA COMPLANT as the general manager in Investment Management Department from April 1998 to November 2007 and also appointed as the chairman of Yunnan Yuanjiang Ever Green Biology (Group) Co., Ltd., a subsidiary of CHINA COMPLANT, from March 2000 to January 2004. Mr. Han was also appointed as director and general manager of COMPLANT since September 2012 and as director and vice president of China Complant since March 2013.

Save as disclosed above, Mr. Han did not hold any directorships in other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years and has not held any other position in the Group nor does he has any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Han does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Han and the Company. Mr. Han is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Han acting as Director was not entitled to Director’s fee for the year ended 31 December 2014 and Mr. Han acting as director of a subsidiary was entitled to remunerations of a total of HK\$505,000 comprising salaries and allowances, retirement benefit scheme contributions and without bonus payment for the year ended 31 December 2014. His Director’s fee (if any) and other remunerations will be reviewed by the remuneration committee of the Company and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company annually and with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition.

Mr. Hu Yebi (“**Mr. Hu**”), aged 51, was appointed as executive Director in December 2010. Mr. Hu received his MBA from International Management School of the Netherlands in Delft, Holland and Postgraduate Diploma in Management Engineering from Beijing Institute of Technology in Beijing, China. Mr. Hu has more than 25 years’ experience in securities and financial services, merger and acquisition and corporate finance. Mr. Hu is a licensed person registered under the SFO to carry on regulated activities on Dealing in Securities and Advising on Corporate Finance, and Mr. Hu is currently the responsible officer of Vision Finance International Company Limited, a registered institution licensed to carry on Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) of the regulated activities under the SFO. Prior to that, Mr. Hu was the managing director, equity capital markets of DBS Asia Capital Ltd, a subsidiary of DBS Bank Limited (previously known as the Development Bank of Singapore Ltd.) from 14 March 1994 to 15 March 2002. Between 16 March 2002 to 22 January 2005, Mr. Hu was the founder and chairman of Partners Capital International Limited. From 1 July 2006 to present, Mr. Hu is the founder and chairman of Vision Finance Group Limited, the holding company of Vision Finance International Company Limited. For other listed company and public employment positions previously held, Mr. Hu was an independent non-executive director from 9 May 2005 to 8 May 2006 of VST Holdings Limited, a company listed on Main Board of the Stock Exchange under Stock Code of 856 and Mr. Hu was also appointed as a part-time member of Central Policy Unit of The Government of Hong Kong from 1 January 2008 to 31 December 2009.

Save as disclosed, Mr. Hu does not hold any directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years and has not held any other position in the Group. He has no relationship with any Directors, senior management or substantial or controlling Shareholders. As at the date hereof, Mr. Hu and his spouse, Ms. Li Ling Xiu are deemed within the meaning of Part XV of the SFO to be interested in 215,943,083 Shares. Their interests include 3,448,000 Shares held by Ms. Li Ling Xiu and 212,495,083 Shares held by Hollyview, a company beneficially owned by Mr. Hu.

There is no service contract entered between the Company and Mr. Hu. Mr. Hu is not appointed for a specific term but is subject to retirement at the AGM after his appointment on 16 December 2010 and thereafter subject to retirement by rotation in accordance with the Articles of Association. Mr. Hu is entitled to receive a Director’s fee of HK\$120,000 per annum without bonus payment, which will be reviewed by the remuneration committee of the Company and determined by the Board annually with the authorisation granted by the Shareholders at an annual general meeting of the Company annually and with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition.

Ms. Li Xiao Wei (“**Ms. Li**”), aged 43, was an independent non-executive Director and a member of the remuneration committee, the nomination committee and the audit committee of the Company. Ms. Li joined the Company in September 2004. She has over 14 years experience in sales and marketing in the PRC.

Save as disclosed above, Ms. Li did not hold any directorships in other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years and has not held any other position in the Group nor does she has any relationship with any Directors, senior management or substantial or controlling Shareholders. Ms. Li does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Ms. Li and the Company. Ms. Li is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Li is entitled to a Director’s emolument of HK\$30,000 per annum without bonus payment, which will be reviewed by the remuneration committee of the Company and is determined by the Board annually with the authorisation granted by the Shareholders at annual general meeting of the Company with reference to her responsibilities and duties and the prevailing market rate.

Ms. Li has served the Company continuously since September 2004. The nomination committee of the Company has reviewed and the Board is satisfied that Ms. Li is a person of integrity and independent in character and judgment. Ms. Li holds interest in neither securities nor business with the Company or its subsidiaries. She is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of her independent judgment. Therefore, the Board recommends to the Shareholders to re-elect Ms. Li as an independent non-executive Director at the AGM.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Han, Mr. Hu and Ms. Li that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 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 Friday, 26 June 2015 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2014.
2.
 - (a) To re-elect Mr. Han Hong as an executive director of the Company.
 - (b) To re-elect Mr. Hu Yebi as an executive director of the Company.
 - (c) To re-elect Ms. Li Xiao Wei as an independent non-executive director of the Company.
 - (d) To authorise the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the shareholders, and to authorise the directors of the Company to fix their remuneration.

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

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;

** For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (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 aggregate nominal amount of share capital 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 share 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 aggregate nominal amount of the share capital 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 aggregate nominal amount 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 aggregate nominal amount of the issued share capital 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 aggregate nominal amount of the number of shares in the capital 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 aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above.”

For and on behalf of the Board of
Hua Lien International (Holding) Company Limited
Liu Xueyi
Chairman

Hong Kong, 28 May 2015

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business in Hong Kong:

Units 1910-1912, 19/F.
Hutchison House
10 Harcourt Road
Central
Hong Kong

Registered Office:

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Notes:—

- (1) A member entitled to attend and vote at the meeting 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, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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 for holding the meeting or adjourned meeting. Completion and delivery of this 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.
- (2) The register of members of the Company will be closed from 24 June 2015 to 26 June 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 23 June 2015.
- (3) 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 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.
- (4) As at the date of this notice, the Board comprises eight directors, of which five are executive directors, namely Mr. Liu Xueyi, Mr. Han Hong, Mr. Hu Yebi, Mr. Hu Zhirong and Mr. Wang Zhaohui and three are independent non-executive directors, namely Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.