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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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**

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Resolutions will be proposed at the annual general meeting (the “AGM”) of Hua Lien International (Holding) Company Limited to be held at Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong, on Tuesday, 28 June 2016 at 3:00 p.m. to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 16 to 19 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 Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, 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.

26 May 2016



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## DEFINITIONS

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*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 Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Tuesday, 26 June 2016 at 3:00 p.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”	23 May 2016, 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;

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## DEFINITIONS

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“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.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. LIU Xueyi (*Chairman*)  
Mr. HAN Hong  
Mr. HU Yebi  
Mr. WANG Zhaohui  
Dr. XU Dandan

*Independent Non-executive Directors:*

Dr. ZHENG Liu  
Mr. YU Chi Jui  
Ms. LI Xiao Wei

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

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

26 May 2016

*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*

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## LETTER FROM THE BOARD

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### 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. Liu Xueyi, Mr. Wang Zhaohui, Dr. Xu Dandan and Mr. Yu Chi Jui (“**Mr. Yu**”) shall retire as Directors by rotation at the AGM pursuant to Articles 99 and Article 116 of the Articles of Association and, being eligible, will offer themselves for re-election. Mr. Yu has been appointed as an independent non-executive Director since 29 May 2001. Therefore, Mr. Yu 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 Mr. Yu at the AGM. Biographical details of the retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 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.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 16 to 19 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.

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 Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, 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 2015, 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 CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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 core 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>
<b>2015</b>		
May	0.730	0.425
June	0.750	0.520
July	0.540	0.270
August	0.650	0.400
September	0.720	0.400
October	0.570	0.460
November	0.475	0.370
December	0.410	0.330
<b>2016</b>		
January	0.345	0.230
February	0.295	0.233
March	0.385	0.240
April	0.325	0.270
May*	0.350	0.275

\* 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. Liu Xueyi (“Mr. Liu”)**, aged 60, was appointed as Executive Director and Chairman of the Board in January 2014. Mr Liu is currently the president assistant of SDIC, the parent company of China Complant, a controlling shareholder of the Company, the director and chairman of board of China Complant and the director of COMPLANT, a substantial shareholder of the Company. Mr. Liu holds a Bachelor of Engineering in Salt Manufacturing Machinery from Tianjin University of Science & Technology. Mr. Liu is qualified as a senior engineer conferred by China Development Bank. Mr. Liu has accumulated more than 33 years of experience in project planning and corporate management from various corporations. Mr. Liu joined SDIC to work for its various affiliated companies when restructuring of the former six state investment corporations (including the State Electromechanical Textile Investment Corporation) formed SDIC in May 1995. Mr. Liu began his career at Ministry of Light Industry of People’s Republic of China and was the cadre of Ministry of Light Industry of People’s Republic of China from July 1982 to August 1990. Mr. Liu was the deputy division chief of Electromechanical Textile Investment Corporation from August 1990 to December 1993, the general manager of Hainan Zhonghai Industrial Investment Co., Ltd. from January 1994 to December 1997, the chairman of the Board and general manager of Shenzhen Xianke Electron Co., Ltd. and Shenzhen Publishing Co., Ltd. from January 1998 to July 2001, the general manager of SDIC Electron Co., Ltd from July 2001 to October 2002, the general manager of SDIC High-tech Investment Co., Ltd (previously known as SDIC Venture Capital Co., Ltd) from October 2002 to August 2006 and the president assistant of SDIC since August 2006. Mr. Liu was concurrently the chairman of the board of SDIC Zhonglu Fruit Juice Co., Ltd (a company listed on the Shanghai Stock Exchange, Stock Code: 600962) from June 2004 to April 2010. SDIC most recently appointed Mr. Liu to serve as the director and chairman of board of China Complant since July 2012. Under China Complant group, Mr. Liu was also elected 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) on April 2013 and also being appointed as the director of COMPLANT since November 2013.

There is no service contract entered into between Mr. Liu and the Company. Mr. Liu 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. Liu is not entitled to emolument in his capacity as executive Director and chairman of the Company.

**Mr. Wang Zhaohui (“Mr. Wang”)**, aged 42, was appointed as Executive Director in January 2014. Mr. Wang is currently the deputy general manager of COMPLANT Hong Kong Limited, a wholly-owned subsidiary of China Complant and finance manager of both Complant and a subsidiary of the Company. Mr. Wang studied Foreign Trade Accounting at University of International Business and Economics and graduated in July 1995 and holds a Master Degree in Business Administration from Hong Kong Polytechnic University. Mr. Wang is qualified as an intermediate accountant conferred by Ministry of Finance of China. Mr. Wang has over 24 years’ experience in finance and accounting. Mr. Wang started its career in China Complant in December 1991 and served various positions at China Complant and its subsidiaries, including as an accountant in COMPLANT Hotel from December 1991 to April 1998, as an accountant in financial department of China Complant from May 1998 to October 1999, as the chief financial officer of Pitons Management Area Reservoir Project of China Complant from November 1999 to October 2000, later returned to financial department of China Complant as an accountant from November 2000 to January 2002, as the finance manager of La Sucrierie de COMPLANT de Madagascar from February 2002 to October 2004, as the section head of financial department of China Complant from November 2004 to November 2007, as the deputy financial manager of COMPLANT from December 2007 to July 2011, as the finance manager of COMPLANT from August 2011 to September 2012 and assuming the position of deputy general manager of COMPLANT Hong Kong Limited since October 2012 and re-assuming the position of finance manager of COMPLANT since October 2014.

There is no service contract entered into between Mr. Wang and the Company. Mr. Wang 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. Wang acting as Director was not entitled to Director’s fee for the year ended 31 December 2015 and Mr. Wang acting as finance manager of a subsidiary was entitled to remunerations of a total of HK\$573,000 comprising salaries and allowances, retirement benefit scheme contributions and without bonus payment for the year ended 31 December 2015. 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.

**Dr. Xu Dandan (“Dr. Xu”)**, aged 34, has over seven years’ experience in investment and financing. Dr. Xu worked as investment and financing manager of China CAMC Engineering Co. Ltd. (a listed company in Shenzhen Stock Exchange (Stock Code: 002051)) from May 2008 to March 2013, as investment manager of agriculture, real estate and manufacturing investment department of China-Africa Development Fund Limited (“**CADFund**”) from March 2013 to December 2015 and assuming the current position as assistant to senior manager, agriculture, real estate and manufacturing investment department of CADFund since December 2015. Dr. Xu holds a bachelor’s degree in accounting, a master’s degree in accounting and a doctoral degree in business administration (financial management), all of them were conferred by Dongbei University of Finance and Economics in the People’s Republic of China in 2003, 2006 and 2008 respectively. Dr. Xu was qualified as intermediate accountant, which was conferred by Beijing Municipal Human Resources and Social Bureau in the People’s Republic of China in 2012.

There is no service contract entered into between Dr. Xu and the Company. Dr. Xu 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. Dr. Xu is not entitled to emolument in his capacity as executive Director of the Company.

**Mr. Yu Chi Jui (“Mr. Yu”)**, aged 61, is an Independent Non-Executive Director and a member of the remuneration committee, nomination committee and the audit committee of the Company. He has over 26 years experience in sales and marketing in Taiwan and the PRC.

There is no service contract entered into between Mr. Yu and the Company. Mr. Yu 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. Yu is entitled to a Director’s emolument of HK\$30,000 per annum without bonus payment, which is 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 his responsibilities and duties and the prevailing market rate.



Mr. Yu has served the Company continuously since 29 May 2001. The nomination committee of the Company has reviewed and the Board is satisfied that Mr. Yu is a person of integrity and independence in character and judgment. Mr. Yu holds interest in neither securities nor business with the Company or its subsidiaries. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment. Therefore, the Board recommends to the Shareholders to re-elect Mr. Yu as an independent non-executive Director at the AGM.

Save as disclosed above, Mr. Liu, Mr. Wang, Dr. Xu and Mr. Yu 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 have not held any other position in the Group nor do they have any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Liu, Mr. Wang, Dr. Xu and Mr. Yu do not have any interests in the Shares within the meaning of Part XV of the SFO.

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. Liu, Mr. Wang, Dr. Xu and Mr. Yu that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Tuesday, 28 June 2016 at 3:00 p.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 2015.
2.
  - (a) To re-elect Mr. Liu Xueyi as an executive director of the Company.
  - (b) To re-elect Mr. Wang Zhaohui as an executive director of the Company.
  - (c) To re-elect Dr. Xu Dandan as an executive director of the Company.
  - (d) To re-elect Mr. Yu Chi Jui as an independent non-executive director 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 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*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 26 May 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 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 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.

The register of members of the Company will be closed from 24 June 2016 to 28 June 2016, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on 23 June 2016.

- (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 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 announcement, the Board comprises eight directors, of which five are executive directors, namely Mr. Liu Xueyi, Mr. Han Hong, Mr. Hu Yebi, Mr. Wang Zhaohui and Dr. Xu Dandan and three are independent non-executive directors, namely Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.