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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 A RETIRING DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting 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 Wednesday, 5 July 2017 at 11:00 a.m. (the “AGM”) 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.

5 June 2017

* For identification purpose only

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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 Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 5 July 2017 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of the meeting which is set out on pages 16 to 19 of this circular or any adjournment thereof;
“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 total number of Shares in issue as at the date of resolution approving this issue mandate;
“Latest Practicable Date”	2 June 2017, 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 total number of Shares in issue 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
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

5 June 2017

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 A RETIRING DIRECTOR
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 total number of Shares in issue repurchased by the Company under the Repurchase Mandate; and (iii) the re-election of a retiring Director.

** 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 total number of Shares in issue as at the Latest Practicable Date, assuming no further Share will be 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 not exceeding 10% of the total number of Shares in issue at the date of passing of such resolution; and
- (c) the granting to the Directors a general mandate to extend the Issue Mandate representing the total number of 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 A RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 1 June 2017 (the “**1 June 2017 Announcement**”) in relation to the Directors subject to retirement at the AGM and certain Directors’ notifications of their intention not to stand for re-election at the AGM.

As disclosed in the 1 June 2017 Announcement, the longest serving Director is Dr. Zheng Liu (“**Dr. Zheng**”), who is required pursuant to the Listing Rules and the Articles of Association to retire at the AGM. In order to determine the remaining two Directors to retire at the AGM, namely, among Mr. Han Hong (“**Mr. Han**”), Mr. Hu Yebi (“**Mr. Hu**”) and Ms. Li Xiao Wei (“**Ms. Li**”), who were each re-elected on the same date, lots were drawn by the company secretary of the Company (the “**Company Secretary**”) in accordance with Article 116 of the Articles of Association (the “**First Draw**”). As stated on page 17 of the annual report of the Company for the year ended 31 December 2016 published on 27 April 2017 (the “**2016 Annual Report**”), the result of the First Draw required that, in addition to Dr. Zheng, each of Mr. Hu and Ms. Li shall retire from office at the AGM.

LETTER FROM THE BOARD

Subsequent to the publication of the 2016 Annual Report, the Company had received an enquiry from Mr. Hu's lawyers regarding the procedure adopted in conducting the First Draw. In order to put this matter beyond doubt and to ensure the smooth running of the AGM, the Company proposed, and the three Directors concerned agreed, to hold a redraw on Thursday, 25 May 2017 at 4.00 p.m. at the Company's principal place of business in Hong Kong (the "**Redraw**"). Each of the Directors concerned were invited to attend the Redraw which was also scrutinised by an independent third party, namely, a representative of BMI Listed Corporate Services Limited. The Redraw had yielded a result different from that of the First Draw and determined that, in addition to Dr. Zheng, Mr. Hu and Mr. Han (in place of Ms. Li as required under the First Draw) would both retire from office at the AGM.

Accordingly, the information relating to the Directors that will retire from office as contained in the second paragraph under the section headed "Directors and Directors' Service Contract" on page 17 of the 2016 Annual Report has been superseded by the subsequent events as described above.

Subsequent to the Redraw, the Company had received separate notifications from each of Dr. Zheng and Mr. Hu informing the Company of their respective intentions not to stand for re-election as Directors at the AGM. Accordingly, as disclosed in the 1 June 2017 Announcement, each of Dr. Zheng and Mr. Hu will retire at the conclusion of the AGM pursuant to Article 116 of the Articles of Association and will not stand for re-election as an independent non-executive Director and executive Director, respectively. As a consequence, Dr. Zheng will also cease to be the chairperson and member of each of the audit committee, remuneration committee and nomination committee of the Board with effect from the conclusion of the AGM.

A. Mr. Hu's notification of retirement

Whilst the Directors (other than Mr. Hu, Dr. Zheng, Ms. Li and Mr. Yu Chi Jui) do not agree with the matters set out in Mr. Hu's notification of retirement, in the interests of transparency, the reasons for his retirement as set out in such notification are set out below (the English version being a translation of the original Chinese text):

- "1. Those directors of the board who represent the controlling shareholders disregard the interests of the public shareholders and have made certain business decisions that are only favourable to the controlling shareholders and detrimental to the public shareholders;*
- 2. In making certain commercial decisions, despite the unanimous opposition by myself and all of the independent non-executive directors, those directors of the board who represent the controlling shareholders remain adamant about making decisions which are only favourable to the controlling shareholders and detrimental to the public shareholders;*

LETTER FROM THE BOARD

3. *Not only are those directors of the board who represent the controlling shareholders incompetent in the judgment, decision making and management of investments as well as business operation, but they also disregard the reasonable proposals made by other members of the board. Consequently, the Company has made serious errors in investment and suffered from substantial operational losses for years with its assets turning into substantial negative equity;*
4. *In relation to the operation of a listed company, those directors of the Board who represent the controlling shareholders disregard the proper rules and procedures applicable to a listed company. When dealing with certain matters relevant to a listed company, they have not complied with the Listing Rules and other corresponding rules and have thus failed to accurately and fully disclose the relevant information and misled the public shareholders;*
5. *It is necessary to draw the attention of the public shareholders to whether, in the future operation of the Company, the commercial decisions made by the board are favourable only to the controlling shareholders and detrimental to the public shareholders, and whether the board complies with the Listing Rules and other corresponding rules when handling matters relevant to a listed company.”*

B. Dr. Zheng’s notification of retirement

Dr. Zheng had stated that the reasons for her retirement as an independent non-executive Director was to devote more time to her other work commitments. Dr. Zheng has further informed the Company that she should like to bring the following to the attention of the Shareholders and the Stock Exchange (the English version being a translation of the original Chinese text):

- “1. *With a view to improving the financial situation and future development prospect of the Company, the Company and Bestway International Holdings Limited signed a memorandum of understanding pursuant to which Bestway International Holdings Limited intended to subscribe for the shares of the Company dated 23 May 2016. Such subscription expired on 28 February 2017. However, the directors had major disagreements at the board meeting as whether or not to proceed with such transaction. The three independent non-executive directors of the Company (including myself) unanimously proposed to extend the Long Stop Date (as defined in the said memorandum of understanding), but the other directors had different opinions. Subsequently, in the process of preparing the relevant announcement in relation to such matter as required by the Listing Rules, the board was unable to form a majority view due to the directors’ differences in opinion on the content of such announcement and, as such, the relevant announcement has not been published in compliance with the Listing Rules to date.*

LETTER FROM THE BOARD

2. *Several directors shall retire by rotation at the annual general meeting this year. Pursuant to the articles of association of the Company, the directors to retire by rotation shall be determined by lot. Some directors questioned about whether those directors to retire by rotation as announced in the 2016 annual report were determined by lot, but the relevant officers of the Company have given no response to such query to date.”*

As mentioned, the Directors (other than Mr. Hu, Dr. Zheng, Ms. Li and Mr. Yu Chi Jui) do not agree with the matters set out in Mr. Hu’s notification of retirement.

To provide certain background information to the shareholders of the Company and potential investors, on 21 July 2016, the Company had announced that it had entered into a subscription agreement and placing agreement with various parties (the “**Subscription Agreement**”) (the transactions contemplated thereunder, the “**Proposed Subscription**”). Mr. Hu, being an executive Director, was also at that time an executive director of Bestway International Holdings Limited (now known as Tai United Holdings Limited), the holding company of the subscriber under the Proposed Subscription (the “**Proposed Subscriber**”). On 1 December 2016, the Company had further announced that it was in negotiation with, amongst others, Mr. Hu and the Proposed Subscriber, to amend certain terms of the Proposed Subscription, which involved, amongst others, Mr. Hu’s participation in the Proposed Subscription in a personal capacity. In such event, the Proposed Subscription would be a connected transaction for the Company under the Listing Rules and would require a whitewash waiver pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Takeovers Code. No agreement had been reached by the parties as to the terms of the Proposed Subscription, as amended, and as a result, the Subscription Agreement had lapsed and automatically terminated.

At the time of considering the potential extension of the long-stop date under the Subscription Agreement, the Directors had a commercial disagreement and maintained a difference in opinion with respect to the continuance of the Proposed Subscription. Accordingly, the Directors were unable to reach an unanimous view on the contents of the announcement to be published in relation to, amongst others, the lapse of the Proposed Subscription, which required a directors’ joint and several responsibility statement under Rule 9.3 of the Takeovers Code.

The Directors would like to assure the shareholders of the Company and potential investors that the Directors and the Company takes compliance with the Listing Rules, the Takeovers Code and applicable laws and regulations very seriously and acts in the best interests of its shareholders and the Company as a whole.

The Company would like to express its gratitude to Mr. Hu and Dr. Zheng for their respective contributions to the Company during their tenures of service.

Ordinary resolutions will be proposed at the AGM not to immediately fill up the vacated offices of Mr. Hu and Dr. Zheng at the AGM upon their retirement as an executive Director and an independent non-executive Director, respectively, pursuant to Article 118 of the Articles of Association.

LETTER FROM THE BOARD

C. Mr. Han's retirement

Mr. Han, being eligible, will offer himself for re-election at the AGM.

Details of Mr. Han are set out in Appendix II to this circular.

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 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.

LETTER FROM THE BOARD

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 a retiring Director.

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 (excluding Mr. Hu, Ms. Li and Mr. Yu Chi Jui) 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 (excluding Mr. Hu, Ms. Li and Mr. Yu Chi Jui), 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 (excluding Mr. Hu, Ms. Li and Mr. Yu Chi Jui) consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of a retiring Director are in the best interests of the Company and the Shareholders as a whole. The Directors (excluding Mr. Hu, Ms. Li and Mr. Yu Chi Jui) 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
Han Hong
Executive Director

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 will be 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 total number of 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 2018 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 2016, 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.

APPENDIX I**EXPLANATORY STATEMENT OF
THE REPURCHASE MANDATE**

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 the total number of Shares in issue as at the Latest Practicable Date	Approximate percentage of the total number of Shares in issue 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 the total number of Shares in issue 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 in any 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 total number of Shares in issue 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>
2016		
May	0.350	0.265
June	0.380	0.315
July	0.330	0.290
August	0.300	0.265
September	0.325	0.260
October	0.325	0.270
November	0.285	0.241
December	0.270	0.238
2017		
January	0.270	0.235
February	0.280	0.242
March	0.270	0.225
April	0.245	0.220
May	0.235	0.181
June*	0.188	0.175

* Up to and including the Latest Practicable Date

The following are the particulars of the Director who will retire from his office at the AGM pursuant to the Articles of Association and, being eligible, has offered himself for re-election.

Mr. Han Hong (“**Mr. Han**”), aged 53, was appointed as an 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 33 years’ experience in project engineering, investment and general management. Mr. Han began his career at China Complant, 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, Mr. Han (i) does not hold any other positions in the Group; (ii) does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date hereof; and (iv) does not have other major appointments or professional qualifications.

There is no service contract entered into between the Company and Mr. Han. 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 an Executive Director was not entitled to Director’s fee for the year ended 31 December 2016 and Mr. Han acting as the director of a subsidiary was entitled to remunerations of a total of HK\$68,000 comprising salaries and allowances, retirement benefit scheme contributions and without bonus payment for the year ended 31 December 2016. 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.

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 that needs to be brought to the attention of the Shareholders.

NOTICE OF THE 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 Empire Room II, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 5 July 2017 at 11:00 a.m. (the “**AGM**”) for the following purposes:

1. To receive and consider the audited consolidated 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 2016.
2.
 - (a) To re-elect Mr. Han Hong as an executive director of the Company;
 - (b) Not to immediately fill up the vacated office of Mr. Hu Yebi upon his retirement as an executive director of the Company;
 - (c) Not to immediately fill up the vacated office of Dr. Zheng Liu at the AGM upon her retirement as an independent non-executive Director; and
 - (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 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

NOTICE OF THE 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 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 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).”

NOTICE OF THE 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 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.”

For and on behalf of the Board of
Hua Lien International (Holding) Company Limited
Han Hong
Executive Director

Hong Kong, 5 June 2017

NOTICE OF THE 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 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, 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 AGM or adjourned AGM. 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.

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, 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 Wednesday, 28 June 2017.

- (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 AGM, 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) This announcement has been approved by all directors (other than Mr. Hu Yebi, Ms. Li Xiao Wei and Mr. Yu Chi Jui).

As at the date of this announcement, the board of directors of the Company 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.