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HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 969)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at The Banyan, Level 3, Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 February 2009 at 12:00 noon for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** the conditional sale and purchase agreement dated 12 November 2008 and the supplemental agreement dated 31 December 2008 (“**Sale and Purchase Agreement**”) entered into amongst the Company, Jumbo Right Investments Limited as purchaser and COMPLANT International Sugar Industry Co., Ltd. (中成國際糖業股份有限公司) as vendor (“**Vendor**”) (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) in relation to the acquisition of entire issued shares of Sino-Africa Technology & Trading Limited (中非技術貿易有限公司, “**SATT**”) be and are hereby ratified, confirmed and approved, and all the transactions contemplated under the Sale and Purchase Agreement including but not limited to (i) the allotment and issue of 300,000,000 ordinary shares of par value HK\$0.10 each credited as fully paid at an issue price of HK\$0.60 per share (“**Consideration Shares**”) by the Company to the Vendor; (ii) the issue of the redeemable tranche 1 convertible note in the principal amount of HK\$366,600,000 and

the redeemable tranche 2 convertible note in the principal amount of HK\$306,600,000 (“**Convertible Notes**”) by the Company to the Vendor; and (iii) the entering into the share charge, the deed of indemnity and the escrow agreement in such form and substance as attached in the schedules to the Sale and Purchase Agreement be and are hereby approved, and the directors (“**Directors**”) of the Company be and are hereby authorized to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and the shareholders of the Company as a whole.”

- (2) “**THAT** conditional upon the passing of resolution (1) above and the completion of the Sale and Purchase Agreement, the supply and service agreement dated 15 December 2008 entered into between SATT and China National Complete Plant Import & Export Corporation (Group) (中國成套設備進出口(集團)總公司), together with the four supply and service agreements all dated 15 December 2008 entered into between SATT and La Sucrierie de COMPLANT de Madagascar, COMPLANT Magbass Sugar Complex Company Limited, La Sucrierie de COMPLANT du Benin and Sucrierie Cote Ouest de COMPLANT de Madagascar (Ouest Sucre) respectively (the “**Continuing Connected Transaction Agreements**”) (copies of which are marked “B” and produced to the meeting and signed by the chairman of the meeting for identification purpose), and the relevant proposed annual caps be and are hereby generally and unconditionally approved and the Directors of the Company be and are hereby authorized to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for implementation of and giving effect to the Continuing Connected Transaction Agreements and the transactions contemplated thereunder.”

- (3) “**THAT** conditional upon the passing of resolution (1) above and the completion of the Sale and Purchase Agreement, the authorized share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 1,500,000,000 shares of par value HK\$0.10 each (the “**Shares**”) to HK\$600,000,000 divided into 6,000,000,000 Shares by the creation of 4,500,000,000 new Shares in the capital of the Company, and that the Directors of the Company be and are hereby authorized to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for implementation of and giving effect to or in connection with such increase in the authorized share capital of the Company.”
- (4) “**THAT** conditional upon the passing of resolution (1) above and the completion of the Sale and Purchase Agreement, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Consideration Shares and the conversion shares contemplated under the Convertible Notes, which specific mandate can be exercised once or more than once and with a valid term of five years commencing from the issue date of the Convertible Notes as referred to in resolution (1) above.”

Yours faithfully,
For and on behalf of the Board of
Hua Lien International (Holding) Company Limited
Shih Chian Fang
Chairman

Hong Kong, 23 January 2009

Principal Place of Business in Hong Kong:
Unit 2513A, 25th Floor
113 Argyle Street
Mongkok, Kowloon
Hong Kong

Notes:

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

As at the date of this announcement, the Board comprises four executive directors, Mr. Shih Chian Fang, Mr. Liaw Yuan Chian, Ms. Zhou Yan Xia and Mr. Kuang Yong, and three independent non-executive directors, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.