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## **HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED**

**華聯國際（控股）有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 969)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 26 June 2015 at 11:00 a.m. (or so soon after the conclusion of the annual general meeting of the Company convened to be held on the same date and place at 10:30 a.m.) for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the six 2015-2017 supply and service agreements all dated 6 May 2015 entered into between Sino-Africa Technology & Trading Limited (中非技術貿易有限公司, “**SATT**”) and La Sucrerie de COMPLANT de Madagascar, COMPLANT Magbass Sugar Complex Company Limited, La Sucrerie de COMPLANT du Benin, Sucrerie Cote Ouest de COMPLANT de Madagascar (Ouest Sucre), Compagnie Beninoise De Bioenergie SA as well as Pan-Caribbean Sugar Company Limited respectively, together with the 2015-2017 supply and service agreement dated 6 May 2015 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) (the “**2015-2017 Supply and Service Agreements**”) (copies of which are marked “**A**” and produced to the meeting and signed by the chairman of the meeting for identification purpose), and the relevant 2015-2017 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 2015-2017 Supply and Service Agreements and the transactions contemplated thereunder.”

Yours faithfully,

For and on behalf of the Board of

**Hua Lien International (Holding) Company Limited**

**Liu Xueyi**

*Chairman*

Hong Kong, 28 May 2015

*\* For identification purposes only*

*Principal Place of Business in Hong Kong:*

Units 1910-1912, 19/F.

Hutchison House

10 Harcourt Road

Central

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) The register of members of the Company will be closed from 24 June 2015 to 26 June 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 23 June 2015.
- (3) 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.
- (4) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
- (5) 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 notice, the Board comprises eight Directors, of which five are executive Directors, namely Mr. Liu Xueyi, Mr. Han Hong, Mr. Hu Yebi, Mr. Hu Zhirong and Mr. Wang Zhaohui and three are independent non-executive Directors, namely Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.*