
IMPORTANT

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Codes: 969)

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTIONS OF RETIRING DIRECTORS 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 Raphael, 2nd Floor, Langham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on 21 June 2007 at 12:00 noon to approve the matters referred to in this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish.

25 May 2007

DEFINITIONS

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

“Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2006;
“Articles”	the articles of association of the Company;
“AGM”	the annual general meeting of the Company to be held at Raphael, 2nd Floor, Langham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong, on 21 June 2007 at 12:00 noon at which the Annual Report will be adopted;
“Company”	Hua Lien International (Holding) Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange;
“Directors”	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 People’s Republic of China;
“Issue Mandate”	the proposed issue mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving this issue mandate;
“Latest Practicable Date”	18 May 2007, 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;

DEFINITIONS

“Repurchase Mandate”	the proposed mandate 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;
“Shareholder(s)”	holder(s) of Shares;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their securities in the Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases 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

(Incorporated in the Cayman Islands with limited liability)

(Stock Codes: 969)

Executive Directors:

Mr. SHIH Chian Fang (*Chairman*)
Mr. LIAW Yuan Chian (*Managing Director*)
Ms. ZHOU Yan Xia

Independent Non-executive Directors:

Mr. FU Heng Yang
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:

Unit 2513A, 25th Floor
113 Argyle Street
Mongkok
Kowloon
Hong Kong

25 May 2007

To the Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of:

- (i) granting to the Directors general mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such a resolution;

LETTER FROM THE BOARD

- (ii) granting to the Directors general mandate to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such a resolution;
- (iii) granting to the Directors general mandate to extend the Issue Mandate to the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the Company's then issued share capital) of any Shares repurchased by the Company; and
- (iv) re-elections of retiring directors.

These general mandates will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting, (ii) the date by which the next annual general meeting is required to be held by law, and (iii) the date upon which such an 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 as required under the Share Repurchase Rules, given certain information regarding the Repurchase Mandate, is set out as Appendix I to this circular.

RE-ELECTIONS OF RETIRING DIRECTORS

In relation to ordinary resolution number 2 in the notice of AGM regarding the re-elections of retiring directors, Ms. Zhou Yan Xia will hold the office only until the forthcoming annual general meeting, and being eligible, offer herself for re-election pursuant to article 99 of the Articles, Mr. Liaw Yuan Chian and Ms. Li Xiao Wei shall retire as Directors by rotation at the AGM pursuant to article 116 of the Articles and, being eligible, will offer themselves for re-elections. Biographical details of the retiring Directors are set out in Appendix II to this circular.

RIGHT TO DEMAND A POLL

Pursuant to article 80 of the Articles, 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 is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) 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

LETTER FROM THE BOARD

- (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 members 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.

NOTICE OF ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 12 to 15 of this circular.

There is enclosed a form of proxy for use at the AGM. 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-elections of retiring Directors.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

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

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

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

The following explanatory statement contains all the information required pursuant to Rule 10.06 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 686,400,000 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 a resolution, the Directors would be authorised to repurchase up to 68,640,000 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting in 2008 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. REASONS FOR REPURCHASE

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. GENERAL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2006, 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 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 repurchasing shares must be made of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and 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 of the Company and subject to the provisions of the Laws, out of capital. 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 of the Company and subject to the provisions of the Laws, out of capital.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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

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

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

6. EFFECT OF TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Joyce Services Limited beneficially held 363,500,039 Shares and representing approximately 52.96% of the issued Share. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted by the Shareholders pursuant to the resolution, the shareholding of Joyce Services Limited in the Company would be increased to approximately 58.84% of the issued Shares. It is considered that such an increase in shareholding of Joyce Services Limited in the Company will not give rise to an obligation to make a mandatory offer under the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

7. SHARE PURCHASE 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	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
May	0.200	0.152
June	0.190	0.160
July	0.180	0.152
August	0.175	0.140
September	0.175	0.131
October	0.180	0.145
November	0.175	0.129
December	0.180	0.110
2007		
January	0.170	0.131
February	0.230	0.176
March	0.239	0.130
April	0.425	0.200
May*	0.260	0.205

* *Up to and including the Latest Practicable Date*

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

The following are the particulars of the Directors who will be required to retire from their office at the AGM pursuant to the articles of association of the Company and, being eligible, have offered themselves for re-elections.

Ms. Zhou Yan Xia (“Ms. Zhou”), aged 30, is an executive director of the Company. She graduated from the Xian Translation Institute in 1997. Ms. Zhou first joined the Group in April 1997. Ms. Zhou is currently the director of Jiangmen Hua Lien Tannery Co. Ltd., a 79% owned subsidiary of the Company, and marketing manager of the Group. Ms. Zhou possessed over 10 years experience in marketing.

Save as disclosed above, Ms. Zhou did not hold any directorships in other listed public companies in the last three years and has not held any other position in the Company or its subsidiaries nor does she has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Ms. Zhou does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between Ms. Zhou and the Company. Ms. Zhou is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Zhou is entitled to a director’s emoluments of HK\$360,000 per annum without bonus payment, which is determined by the Board with reference to her responsibilities and duties and the prevailing market rate.

Mr. Liaw Yuan Chian (“Mr. Liaw”), aged 51, is the managing director of the Company and founder of the Group. He is also the general manager of the Group and is responsible for the overall planning and development, corporate policy making and management of the Group. Mr. Liaw has over 27 years of experience in the tannery business. He joined the Group in October 1992.

Save as disclosed above, Mr. Liaw did not hold any directorships in other listed public companies in the last three years and has not held any other position in the Company or its subsidiaries nor does he has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Liaw is deemed to be interested in 363,500,039 ordinary shares of the Company which are held by Joyce Services Limited, 62.59% of its shares held by Mr. Liaw, within the meaning of Part XV of the Securities and Futures Ordinance.

There is entered into a service contract between Mr. Liaw and the Company and Mr. Liaw will have initial term of three years commencing from 5th January 2000, which will continue thereafter unless and until terminated by either party by giving to the other party not less than six months’ prior written notice with the Company, but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Liaw is entitled to a director’s emoluments of HK\$840,000 per annum without bonus payment, which is determined by the Board with reference to his responsibilities and duties and the prevailing market rate.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Ms. Li Xiao Wei (“Ms. Li”), aged 35, is an independent non-executive director of the Company. She has over 6 years experience in sales and marketing in the PRC.

Save as disclosed above, Ms. Li did not hold any directorships in other listed public companies in the last three years and has not held any other position in the Company or its subsidiaries nor does she has any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Ms. Li does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between Ms. Li and the Company but she will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Li is entitled to a director’s emoluments of HK\$30,000 per annum without bonus payment, which is determined by the Board with reference to her responsibilities and duties and the prevailing market rate.

Save as disclosed above, there is no other matter in relation to the re-elections of Ms. Zhou, Mr. Liaw and Ms. Li that needs to be brought to the attention of the Shareholders or the Stock Exchange and there is no information relating to Ms. Zhou, Mr. Liaw and Ms. Li that is required to be disclosed pursuant to Rule 13.51(2)(h)-(v) of the Listing Rules as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Codes: 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 Raphael, 2nd Floor, Langham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on 21 June 2007 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2006.
2. To re-elect directors and to authorize the board of directors to fix their remuneration.
3. To re-appoint auditors and to authorize the board of directors 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;
 - (b) the approval in paragraph (a) 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;

NOTICE OF ANNUAL GENERAL MEETING

(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), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) 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).”

5. **“THAT**

(a) the exercise by the directors of the Company during the Relevant Period 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% 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 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 earlier 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.”

Yours faithfully,

For and on behalf of the Board of

Hua Lien International (Holding) Company Limited

Shih Chian Fang

Chairman

Hong Kong, 25 May 2007

Principal Place of Business in Hong Kong:

Unit 2513A, 25th Floor

113 Argyle Street

Mongkok, Kowloon

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 principal place of business in Hong Kong of Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, 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.

- (2) The Register of Members of the Company will be closed from 18 June 2007 to 21 June 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 15 June 2007.