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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 RETIRING DIRECTORS, PROPOSED APPOINTMENT OF NEW AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting (the “AGM”) of Hua Lien International (Holding) Company Limited to be held at Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 27 June 2014 at 11:00 a.m. to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 17 to 20 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 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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.

28 May 2014

* 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 Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 27 June 2014 at 11:00 a.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 2014, 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;

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 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

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. HU Zhirong

Mr. WANG Zhaohui

Registered Office:

P.O. Box 309

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

British West Indies

Independent Non-executive Directors:

Dr. ZHENG Liu

Mr. YU Chi Jui

Ms. LI Xiao Wei

Principal Place of Business

in Hong Kong:

Unit 2513A, 25th Floor

113 Argyle Street

Mongkok

Kowloon

Hong Kong

28 May 2014

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,
PROPOSED APPOINTMENT OF NEW AUDITOR
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; (iii) the re-election of retiring Directors and (iv) proposed appointment of new auditor.

* 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 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. Hu Zhirong and Mr. Wang Zhaohui will hold the office until the AGM, and being eligible, will offer themselves for re-election pursuant to Article 99 of the Articles of Association while Dr. Zheng Liu and Mr. Yu Chi Jui (“Mr. Yu”) shall retire as Directors by rotation at the AGM pursuant to Article 116 of the Articles of Association and, being eligible, will offer themselves for re-election. Mr. Yu was appointed to be independent non-executive Directors on 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.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NEW AUDITOR

HLM CPA Limited (“HLM”) will retire as auditor of the Company upon expiration of its current term of office at the conclusion of the AGM.

On 21 May 2014, the Board resolved to propose the appointment of SHINEWING (HK) CPA Limited (“SHINEWING”) as the auditor of the Company to fill the vacancy following the retirement of HLM and to hold office until the conclusion of the 2015 annual general meeting of the Company, subject to the approval of the shareholders of the Company at the AGM.

As noted in the announcement issued by the Company dated 3 September 2012, upon the completion of the subscription of new shares, China National Complete Plant Import & Export Corporation (Group) (“China Complant”) became the controlling shareholder of the Company holding directly and indirectly of 50.20% of its issued share capital. The financial statements of the Company and its subsidiaries (the “Group”) is consolidating into the financial statements of the China Complant group.

The Board is of the view that it would be in the best interest of the Company and China Complant as a whole to appoint the same auditor for the alignment of the audit work and with a view to enhancing the efficiency of the audit services. The Board has therefore resolved to propose to the shareholders of the Company at the 2014 AGM to pass an ordinary resolution for the appointment of SHINEWING as the auditor of the Company to fill the vacancy following the retirement of HLM and to hold office until the close of the annual general meeting of the shareholders of the Company to be held in 2015.

The Company received a letter from HLM on 21 May 2014 confirming that there were no matters in relation to the proposed change of auditor that need to be brought to the attention of the shareholders or creditors of the Company. The Board has also confirmed that there was no disagreement between HLM and the Company and there were no other matters in relation to the change of auditor that need to be brought to the attention of the shareholders or creditors of the Company.

The Board would like to take this opportunity to thank HLM for its valuable contributions to the Company in the past.

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

LETTER FROM THE BOARD

- (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.

NOTICE OF ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 17 to 20 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, the re-election of retiring Directors and the appointment of new auditor.

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 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the appointment of new auditor 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 2015 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 2013, 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 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, 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 Practice 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>
2013		
May	0.650	0.500
June	0.560	0.420
July	0.445	0.360
August	0.450	0.380
September	0.610	0.390
October	0.560	0.415
November	0.460	0.400
December	0.435	0.400
2014		
January	0.445	0.360
February	0.430	0.380
March	0.400	0.320
April	0.355	0.300
May*	0.340	0.300

* 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 58, 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 International Sugar Industry Co., Ltd. (“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 31 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.

Save as disclosed above, Mr. Liu 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 has not held any other position in the Group nor does he has any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Liu does not have any interests in the Shares within the meaning of Part XV of the SFO.

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. Hu Zhirong (“**Mr. Hu**”), aged 43, was appointed as executive Director in January 2014. Mr. Hu is currently the vice president of CADFund. Mr. Hu holds a bachelor’s degree in Economics from Beijing Jiaotong University and a master’s degree in Economics from Renmin University of China. Mr. Hu is qualified as a senior economist conferred by China Development Bank. Mr. Hu has over

17 years' experience in banking and investment. Mr. Hu started his career in banking with China Development Bank where he successively worked in Transportation and Environment Appraisal Bureau as a staff member from January 1997 to November 1999, as the deputy head of second appraisal section of Appraisal Management Bureau from November 1999 to September 2002, as the section head of Credit Management Bureau from September 2002 to October 2007 and assuming the current position as the vice president of CADFund since October 2007.

Save as disclosed above, Mr. Hu 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 has not held any other position in the Group nor does he has any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Hu does not have any interests in the Shares within the meaning of Part XV of the SFO.

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

Mr. WANG Zhaohui (“**Mr. Wang**”), aged 40, 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. Mr. Wang studied Foreign Trade Accounting at University of International Business and Economics and graduated in July 1995. Mr. Wang is qualified as an intermediate accountant conferred by Ministry of Finance of China. Mr. Wang has over 22 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 Sucrerie 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 his current position since October 2012.

Save as disclosed above, Mr. Wang 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 has not held any other position in the Group nor does he has any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Wang does not have any interests in the Shares within the meaning of Part XV of the SFO.

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 is not entitled to emolument in his capacity as executive Director of the Company.

Dr. Zheng Liu (“Dr. Zheng”), aged 39, was appointed as independent non-executive Director and chairman of the remuneration committee, nomination committee and the audit committee of the Company. Dr. Zheng joined the Company in July 2007. She received her Ph.D. degree in accounting from University of Southern California in 2003 and her bachelor degree in accounting from Shanghai University of Finance and Economics in 1996. Dr. Zheng is an associate professor in the Department of Accountancy at City University of Hong Kong since August 2011 and was previously an assistant professor in the School of Business at the University of Hong Kong from August 2003 to July 2011. Dr. Zheng is a member of American Accounting Association.

Save as disclosed above, Dr. Zheng 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 has not held any other position in the Group nor does he has any relationship with any Directors, senior management or substantial or controlling Shareholders. Dr. Zheng does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Dr. Zheng and the Company. Dr. Zheng 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. Zheng is entitled to Director’s emolument of HK\$100,000 per annum without bonus payment, which 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.

Mr. Yu Chi Jui (“Mr. Yu”), aged 59, is an independent non-executive Director and a member of the remuneration committee, nomination committee and the audit committee of the Company. Mr. Yu joined the Company on 29 May 2001. He has over 24 years experience in sales and marketing in Taiwan and the PRC.

Save as disclosed above, 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 has not held any other position in the Group nor does she has any relationship with any Directors, senior management or substantial or controlling Shareholders. Mr. Yu does not have any interests in the Shares within the meaning of Part XV of the SFO.

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 her 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 independent 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, 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 Xueyi, Mr. Hu Zhirong, Mr. Wang Zhaohui, Dr. Zheng Liu and Mr. Yu Chi Jui that needs to be brought to the attention of the Shareholders.

NOTICE OF 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 Dragon II, 2/F., The Kowloon Hotel, 19-21 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 27 June 2014 at 11:00 a.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 2013.
2.
 - (a) To re-elect Mr. Liu Xueyi as an executive director of the Company.
 - (b) To re-elect Mr. Hu Zhirong as an executive director of the Company.
 - (c) To re-elect Mr. Wang Zhaohui as an executive director of the Company.
 - (d) To re-elect Dr. Zheng Liu as an independent non-executive director of the Company.
 - (e) To re-elect Mr. Yu Chi Jui as an independent non-executive director of the Company.
 - (f) To authorise the board of directors to fix the remuneration of the directors of the Company.
3. To appoint SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the shareholders, and to authorise the directors of the Company to fix their remuneration.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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) 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.

NOTICE OF ANNUAL 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 (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.”

NOTICE OF ANNUAL 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, 28 May 2014

Principal Place of Business in Hong Kong:

Unit 2513A, 25th Floor
113 Argyle Street
Mongkok, Kowloon
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 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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.
- (2) The register of members of the Company will be closed from 25 June 2014 to 27 June 2014, 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 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 24 June 2014.
- (3) 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.
- (4) 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.