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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)

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolutions approving the Transaction and the transactions contemplated thereunder and the Increased Caps and granting the Specific Mandate were duly passed by way of poll at the EGM held on 8 December 2010.

Reference is made to the circular dated 22 November 2010 (the “**Circular**”) of Hua Lien International (Holding) Company Limited (the “**Company**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolutions approving the Transaction and the transactions contemplated thereunder and the Increased Caps and granting the Specific Mandate were duly passed by way of poll at the EGM held on 8 December 2010. The Company’s share registrar, Union Registrars Ltd., was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM,

- (i) the total number of Shares entitling the holder to attend and vote for or against the resolutions at the EGM was 1,248,680,000; and
- (ii) the total number of Shares entitling the holder to attend and vote only against the resolutions at the meeting was nil.

COMPLANT is a connected person of the Company with material interest in the Transaction and the Increased Caps. COMPLANT held 300,000,000 Shares representing approximately 24.03% of the existing issued share capital of the Company. COMPLANT had control or was entitled to exercise control over the voting rights of its Shares and did abstain from voting at the EGM.

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, save and except COMPLANT, no other Shareholder was required to abstain from voting on the resolutions proposed at the EGM.

The poll results of the resolutions set out in the notice of EGM are as follows:

Ordinary resolution	The number of Shares represented by votes for and against the resolution (%)	
	FOR	AGAINST
<p>(1) “THAT the following agreements the Company entered into on 22 October 2010:</p> <p>i. the agreement with China-Africa Development Fund (“CADFund”), COMPLANT International Sugar Industry Co., Ltd. (“COMPLANT”), River Right Limited (“River Right”) and Zheng Da Investments Limited (“Zheng Da”) pursuant to which CADFund, COMPLANT and River Right have conditionally agreed to form a joint venture using Zheng Da as the vehicle to carry on the ethanol biofuel business in the Republic of Benin, and that CADfund, COMPLANT and River Right shall contribute capital in an aggregate amount of US\$23,720,000 by way of share capital and shareholders’ loan in the proportion of 25%, 10% and 65% respectively;</p> <p>ii. the agreement with CADFund pursuant to which the Company has conditionally agreed to issue and CADFund has conditionally agreed to subscribe for 90,000,000 new ordinary shares in the Company of par value HK\$0.10 each credited as fully paid (“Shares”) at the subscription price of HK\$0.60 per Share; and</p> <p>iii. the agreement (“CN Subscription Agreement”) with CADFund pursuant to which the Company has conditionally agreed to issue and CADFund has conditionally agreed to subscribe for the redeemable convertible notes (“Convertible Notes”) in the principal amount of HK\$24,000,000 convertible into Shares at a conversion price of HK\$0.60 per Share and the outstanding principal amount of the Convertible Notes is repayable on the fifth (5th) anniversary from the date of issue of the Convertible Notes</p>	<p>243,782,039 (100%)</p>	<p>0 (0%)</p>

<p>(collectively the “Agreements”) (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose), the terms and conditions of the Convertible Notes in Schedule II attached to the CN Subscription Agreement and all the transactions contemplated under the Agreements including but not limited to:</p> <p>(a) the allotment and issue of 90,000,000 Shares (“Subscription Shares”) at an issue price of HK\$0.60 per Share by the Company to CADFund;</p> <p>(b) the issue of the Convertible Notes by the Company to CADFund; and</p> <p>(c) the entering into the share charge by the Company or its wholly owned subsidiary to secure its obligations under the Convertible Notes</p> <p>be and are hereby confirmed, approved and ratified, and the directors (“Directors”) of the Company be and are hereby authorised 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 Agreements and all 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.”</p>		
<p>(2) “THAT conditional upon the passing of resolution (1) above and the Agreements having become unconditional, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Subscription 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.”</p>	<p>243,782,039 (100%)</p>	<p>0 (0%)</p>

<p>(3) “THAT the proposed increased annual caps for the year ending 31 December 2010 and the year ending 31 December 2011 respectively as set out in the circular to the Shareholders dated 22 November 2010 (“Increased Caps”) for the supply and services agreement dated 15 December 2008 entered into between Sino-Africa Technology & Trading Limited (中非技術貿易有限公司, “SATT”) and China National Complete Plant Import & Export Corporation (Group) (中國成套設備進出口(集團)總公司), and the four supply and services 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 (collectively the “Supply and Services Agreements”) with the terms and conditions of the Supply and Service Agreements remaining fully effective and unchanged be and are hereby approved and the Directors of the Company be and are hereby authorised 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 Increased Caps.”</p>	<p>243,782,039 (100%)</p>	<p>0 (0%)</p>
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Accordingly, the aforesaid resolutions were duly passed by way of poll as ordinary resolutions at the EGM.

By Order of the Board
Hua Lien International (Holding) Company Limited
Shih Chian Fang
Chairman

Hong Kong, 8 December 2010

As at the date of this announcement, the Board comprises seven directors, of which four are executive directors, namely Mr. Shih Chian Fang, Mr. Liaw Yuan Chian, Mr. Han Hong and Mr. Xiao Longlong, and three are independent non-executive directors, namely Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.

* *For identification purpose only*