
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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
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 Room 901-905, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, on Wednesday, 29 June 2022 at 11:00 a.m. to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 19 to 23 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 and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 in person at the AGM or any adjournment thereof should you so wish.

30 May 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius or any person wearing an electronic tracking wristband under quarantine order may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy is attached to this circular for Shareholders. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of COVID-19, more severe precautionary measures and/or other arrangement may be adopted at the AGM to comply with any new, amended and then existing law provision of Hong Kong in effect that time. The Company may change the AGM arrangement at short notice and issue further announcement(s) as appropriate. Shareholders should check the websites of the Company at <http://www.irasia.com/listco/hk/hualien/index.htm> and the Stock Exchange at <http://www.hkexnews.hk> for future announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road, North Point, Hong Kong
Tel. No.: (852) 2849 3399
Fax No.: (852) 2849 3319

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 Room 901-905, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, on Wednesday, 29 June 2022 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of the meeting which is set out on pages 19 to 23 of this circular or any adjournment thereof;
“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 total number of Shares in issue as at the date of resolution approving this issue mandate;
“Latest Practicable Date”	25 May 2022, 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;

DEFINITIONS

“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 total number of the Shares in issue as at the date of the resolution approving this repurchase mandate;
“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 Buy-backs of Hong Kong 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. HAN Hong
Mr. WANG Zhaohui
Mr. ZHANG Qi

Non-executive Directors:

Mr. ZHANG Zhaogang (*Chairman*)
Ms. CHEN Si

Independent Non-executive Directors:

Mr. CHENG Tai Kwan Sunny
Mr. SHI Zhu
Dr. LU Heng Henry

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:
Room 1701, 17/F., World-wide House,
19 Des Voeux Road Central,
Central,
Hong Kong

30 May 2022

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
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 total number of the Shares in issue repurchased by the Company under the Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) give you the notice of the AGM.

** 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 total number of the Shares in issue as at the Latest Practicable Date, assuming no further Share will be 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 not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and
- (c) the granting to the Directors a general mandate to extend the Issue Mandate representing the total number of 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

As being determined on 31 March 2022, in accordance with Article 116 of the Articles of Association, Mr. Zhang Jian, Mr. Cheng Tai Kwan Sunny and Dr. Lu Heng Henry, who shall retire as Directors by rotation at the AGM and, being eligible, will offer themselves for re-election. However, Mr. Zhang Jian has tendered his resignation on 18 May 2022, Mr. Wang Zhaohui who has been longest in office since his last election therefore shall retire as Director by rotation at the AGM, and being eligible will offer himself for re-election to make up the number of directors to retire at the AGM pursuant to Article 116 of the Articles of Association.

Furthermore, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi were appointed by the Board as Director to fill casual vacancy on 18 May 2022. In accordance with Article 99 of the Articles of Association, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi will hold office as Directors only until the next following general meeting following their appointment and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

As a result of the above, in accordance with Articles 99 and 116 of the Articles of Association, Mr. Wang Zhaohui, Mr. Cheng Tai Kwan Sunny, Dr. Lu Heng Henry, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi will retire from the office and, being eligible, offer themselves for re-election at the AGM in relation to the ordinary resolution numbered 2 in the notice of AGM regarding the re-election of retiring Directors.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, as well as the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee has recommended to the Board on re-election of all the above-mentioned Directors, who are due to retire at the AGM.

Mr. Cheng Tai Kwan Sunny ("**Mr. Cheng**") and Dr. Lu Heng Henry ("**Dr. Lu**"), the independent non-executive Directors, will offer themselves for re-election at the AGM, have demonstrated their ability to provide an independent view to the Company's matters during their years of appointment. The Board is of the view that Mr. Cheng and Dr. Lu meet the independence guidelines set out in Rule 3.13 of the Listing Rules based on reviewing their annual written confirmation of independence to the Company that they are independent in accordance with the terms of the guidelines. In addition, the Board is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent balanced and objective view to the Company's affairs.

In proposing Mr. Cheng and Dr. Lu to be re-elected as independent non-executive Directors at the AGM, the Board has considered, among others, their valuable business experience, knowledge and professionalism of Mr. Cheng and Dr. Lu, as further described in details in Appendix II to this circular.

For re-election of Mr. Cheng as an independent non-executive Director, Mr. Cheng holds a Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology, Master of Science from The Chinese University of Hong Kong and Master of Business Administration from Northwestern University and The Hong Kong University of Science and Technology and Juris Doctor from The Chinese University of Hong Kong. Mr. Cheng is a member of the Hong Kong Institute of Certified Public Accountants and he has years of experience in management, financial reporting and management accounting. Therefore, Mr. Cheng promotes the diversity of the Board in educational background and his professional experience in his expertise and can provide valuable advices on management, financial reporting and the audit of the Company.

For re-election of Dr. Lu as an independent non-executive Director, Dr. Lu holds a degree of Doctor of Philosophy from Columbia University and the degree of Master of Business Administration from the University of Chicago. Dr. Lu has over 7 years' experience in e-commerce of health care products, education and training. Therefore, Dr. Lu promotes the diversity of the Board in educational background and his professional experience in his expertise and can provide valuable advices on commercial and general management to the Company.

LETTER FROM THE BOARD

In view of their integrity, extensive knowledge and experience, the Company recommends Mr. Cheng and Dr. Lu to be re-elected and considers the election of Mr. Cheng and Dr. Lu as the independent non-executive Directors will promote the diversity of the Board.

Biographical information of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

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 duly 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
- (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 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.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 19 to 23 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 and the re-election of retiring Directors.

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 and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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.

RECORD DATE

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Thursday, 23 June 2022.

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.

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors 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
Zhang Zhaogang
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 will be 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 total number 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 2023 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 the 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 2021, 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 CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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 core 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.

APPENDIX I**EXPLANATORY STATEMENT OF
THE REPURCHASE MANDATE**

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 the total number of the Shares in issue as at the Latest Practicable Date	Approximate percentage of the total number of the Shares in issue upon full exercise of Repurchase Mandate
COMPLANT International Sugar Industry Co., Ltd. (“ Complant Sugar ”) (Note 1)	300,000,000	13.69%	15.21%
China National Complete Plant Import & Export Group Corporation Limited (“ China Complant ”) (Note 1)	1,100,000,000	50.20%	55.78%
State Development & Investment Corp. Ltd. (“ SDIC ”) (Note 1)	1,100,000,000	50.20%	55.78%
State-owned Assets Supervision and Administration Commission of the State Council (Note 1)	1,100,000,000	50.20%	55.78%
Xinjiang Botai Energy Company Limited (“ Xinjiang Botai ”) (Note 2)	300,000,000	13.69%	15.21%
Zeng Wei (Note 2)	300,000,000	13.69%	15.21%
Hollyview International Limited (“ Hollyview ”) (Note 3)	212,495,083	9.70%	10.78%
Hu Yebi (Note 3)	215,943,083	9.86%	10.95%
Li Ling Xiu (Note 3)	215,943,083	9.86%	10.95%

The above are calculated based on the total number of Shares in issue of 2,191,180,000 Shares as at the Latest Practicable Date.

Notes:

1. Besides these 300,000,000 Shares, Complant Sugar also holds convertible notes of principal amount of HK\$533,700,000 convertible into 889,500,000 Shares during its conversion period (the “**Outstanding Convertible Note**”) which were charged in favour of China Complant on 21st January 2019. Xinjiang Botai charged 40% shares of Complant Sugar in favour of China Complant on 21st January 2019. The Outstanding Convertible Note has matured on 27th February 2019 and it was an amount payable on demand with Complant Sugar as at the Latest Practicable Date. China Complant, which beneficially owns 800,000,000 Shares, is deemed to be interested in the Shares held by Complant Sugar by virtue of the SFO. State-owned Assets Supervision and Administration Commission of the State Council wholly owns SDIC which wholly owns China Complant. Each of State-owned Assets Supervision and Administration Commission of the State Council and SDIC is deemed to be interested in the Shares interested by China Complant by virtue of the SFO.
2. Mr. Zeng Wei holds 70% shares in Xinjiang Botai which holds 40% shares in Complant Sugar. Mr. Zeng Wei and Xinjiang Botai are deemed to be interested in the 300,000,000 Shares and the Outstanding Convertible Note by virtue of the SFO. Xinjiang Botai charged its 40% interest in Complant Sugar to China Complant.
3. Mr. Hu Yebi and Ms. Li Ling Xiu are deemed to be interested in 215,943,083 Shares. Hollyview is beneficially and wholly owned by Mr. Hu Yebi 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. Among 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, an exercise of the Repurchase Mandate in full would not result in any 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 total number of the Shares in issue 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>
2021		
May	0.056	0.043
June	0.049	0.041
July	0.055	0.035
August	0.052	0.036
September	0.065	0.041
October	0.080	0.045
November	0.071	0.050
December	0.065	0.050
2022		
January	0.078	0.055
February	0.064	0.052
March	0.061	0.041
April	0.050	0.042
May*	0.079	0.044

* Up to and including the Latest Practicable Date

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

Mr. Wang Zhaohui, aged 49, was appointed as executive Director in January 2014. He is currently the deputy general manager of COMPLANT Hong Kong Limited, a wholly-owned subsidiary of China Complant and finance manager of Complant Sugar. Mr. Wang studied Foreign Trade Accounting at University of International Business and Economics and graduated in July 1995 and holds a Master Degree in Business Administration from Hong Kong Polytechnic University. Mr. Wang is qualified as an intermediate accountant conferred by Ministry of Finance of China. Mr. Wang has over 30 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 Sucrierie 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 Sugar from December 2007 to July 2011, as the finance manager of Complant Sugar from August 2011 to September 2012 and assuming the position of deputy general manager of COMPLANT Hong Kong Limited since October 2012 and re-assuming the position of finance manager of Complant Sugar since October 2014.

There is no service contract entered into between Mr. Wang Zhaohui and the Company. He 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. He is not entitled to emolument in his capacity as executive Director and the finance manager of a subsidiary of the Company.

Mr. Cheng Tai Kwan Sunny, aged 49, was appointed as independent non-executive Director, chairman of audit committee and members of remuneration committee and nomination committee of the Board in December 2017. He obtained a degree of Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1996 and a degree of Master of Science from The Chinese University of Hong Kong in December 2006. He completed the Kellogg-HKUST Executive MBA Program and was awarded a degree of Master of Business Administration from Northwestern University and The Hong Kong University of Science and Technology in December 2009. He obtained a degree of Juris Doctor from The Chinese University of Hong Kong in November 2017. He was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1999 and July 2004, respectively. He was also admitted as a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) in September 2001. He has been a member of the Chinese People's Political Consultative Conference of Enping City, Guangdong Province from November 2011 to November 2016. He has years of experience in management, financial reporting and management accounting. He is currently an independent non-executive director at Bojun Education Company Limited (Stock Code: 1758, a company listed on the Stock Exchange) since July 2018. He was also an independent non-executive director at China Sinostar Group Company Limited (formerly known as Shihua Development Company Limited and Starlight International Holdings Limited) (Stock Code: 485, a company listed on the Hong Kong Stock Exchange) from July 2014 to April 2019 and an independent non-executive director at Champion Alliance International Holdings Limited (formerly known as Mengke Holdings Limited) (Stock Code: 1629, a company listed on the Hong Kong Stock Exchange) from November 2016 to December 2018. He worked for subsidiaries of a private corporation from January 2005 to June 2012, which has become subsidiary of Li & Fung Limited (stock code: 0494) since 2010, a company listed on the Stock Exchange.

Mr. Cheng Tai Kwan Sunny has executed a service contract as an independent non-executive Director with the Company for an initial fixed term of three years commencing from December 2017 and the service contract shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. He is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Articles of Association. Pursuant to his service contract with the Company, He is entitled to receive an annual directors' fee of HK\$80,000. The emoluments of him are determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the remuneration committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Dr. Lu Heng Henry, aged 56, was appointed as independent non-executive Director and members of audit committee, remuneration committee and nomination committee of the Board in December 2017. He obtained the degree of Doctor of Philosophy from Columbia University in February 1998 and the degree of Master of Business Administration from the University of Chicago in June 2000. He is currently the chief representative of Nimbus Capital Limited, a company incorporated in Hong Kong which principally engaged in e-commerce of health care products, education and training, since January 2015. He was an independent director of China Nepstar Chain Drugstore Ltd. from June 2014 to August 2016. The American depositary shares (ADS) of China Nepstar Chain Drugstore Ltd. was listed on the New York Stock Exchange under symbol (NYSE: NPD) from November 2007 to August 2016. Prior to joining Nimbus Capital Limited, He worked for William Blair & Company, L.L.C. (Shanghai representative office).

Dr. Lu Heng Henry has executed a service contract as an independent non-executive Director with the Company for an initial fixed term of three years commencing from December 2017 and the service contract shall continue unless and until terminated by not less than three months' notice in writing served by either party to another. He is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Articles of Association. Pursuant to his service contract with the Company, He is entitled to receive an annual directors' fee of HK\$80,000. The emoluments of him are determined by the Board with reference to his duties and responsibilities with the Company and are subject to review by the remuneration committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Mr. Zhang Zhaogang, aged 57, was appointed as non-executive Director and the chairman of Board, member of remuneration committee and chairman of nomination committee of the Board in May 2022. He is currently a director and the chairman of the board and secretary of the party committee of China Complant since January 2021. China Complant is the controlling shareholder of the Company. He obtained a bachelor's degree majoring in hydraulic machinery from Tsinghua University of China in 1987 and an executive master of business administration degree from Cheung Kong Graduate School of Business of China in 2005. He was certified as professor level senior engineer by China Hydropower Engineering Consulting Group Co and certified as professorate senior engineer by SDIC, all effective from 2003. He is also an State Council special allowance expert (engineering technology) entitling to State Council special allowance effective from 2015. He has over 34 years' experience in engineering, project management, international trading, strategic management and business development. He first worked in ministry of water conservancy and electric power, a department within the PRC government, as staff in the mechanical and electrical office of lubuge project administration bureau from July 1987 to November 1992. He later worked in Ertan Hydropower Development Co., Ltd. (a subsidiary of SDIC, the parent company of China Complant), firstly as deputy manager of electrical and mechanical department (concurrently as engineer representative of electrical and mechanical project department) from November 1992 to November 1998 and secondly as deputy general manager from November 1998 to April 2008 (concurrently as deputy head of jinning construction administration bureau from December 2003 to October 2005 and as director of lianghekou construction administration bureau from October 2005 to April 2008). He next worked in Yalong Hydropower Development Co., Ltd. (a subsidiary of SDIC) firstly as deputy general manager from April 2008 to October 2015 and secondly as secretary of the party committee from October 2015 to July 2016. He then worked in SDIC International Trading Co., Ltd. (a subsidiary of SDIC) as secretary of the party committee and as a director and as chairman of the board from July 2016 to December 2020. He also served as director and as chairman of the board of China National Complete Plant Import & Export Corporation Limited, which is a company listed on the Shenzhen Stock Exchange (Stock Code: 000151), from February 2021 to Dec 2021.

There is no service contract entered into between Mr. Zhang Zhaogang and the Company. He 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. He is not entitled to emolument in his capacity as non-executive Director.

Ms. Chen Si, aged 42, was appointed as non-executive Director, member of remuneration committee and member of nomination committee of the Board in May 2022. She is currently serves as vice general manager of investment department of China-Africa Development Fund since December 2021. She obtained a bachelor's degree majoring in arabic language from Shanghai International Studies University in 2002 and a master's degree majoring in finance from Renmin University of China in 2010. She was certified as intermediate economist by ministry of human resources and social security bureau of Beijing China in 2017. She has over 19 years' experience in banking, project and investment management. She first worked in Bank of China as a bank clerk from September 2002 to February 2004. She then worked in ZTE Corporation firstly as government affairs manager of Libya representative office from March 2004 to April 2005 and secondly as project manager assistant of mobile division in Shanghai from April 2005 to March 2006. She next worked as account manager of marketing department of XiaMen International Bank from May 2006 to February 2011. She then worked firstly as manager of investment department of from April 2011 to November 2013 and secondly as senior manager assistant of investment department of from November 2013 to December 2021 in China-Africa Development Fund.

There is no service contract entered into between Ms. Chen Si and the Company. She 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. She is not entitled to emolument in her capacity as non-executive Director.

Mr. Zhang Qi, aged 35, was appointed as executive Director in May 2022. He is currently serves as manager assistant of operation and risk management department of China Complant since June 2021. He obtained a bachelor's degree majoring in accounting from Renmin University of China in 2009 and a master of business administration degree from Renmin University of China in 2018. He was certified as intermediate economist by ministry of human resources and social security bureau of Beijing China in 2021. Mr. Zhang Qi has over 12 years' experience in accounting, operation and risk management. He started to work as staff in finance department of China Complant from July 2009 to February 2011. He later worked firstly as manager of finance department from February 2011 to June 2012; secondly as assistant operation officer from July 2012 to August 2013; thirdly as operation officer from September 2013 to June 2014; and fourthly as manager of human resources and administration department from July 2014 to October 2015 of the frome division of the Pan-Caribbean Sugar Company Ltd (a subsidiary of the Company). He next worked firstly as staff of strategic development department from October 2015 to February 2016, secondly as staff and officer assistant of administration department from February 2016 to December 2018 and thirdly as manager assistant of operation and Management department from December 2018 to June 2021, of China National Complete Plant Import & Export Corporation Limited.

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

Save as disclosed above, Mr. Wang Zhaohui, Mr. Cheng Tai Kwan Sunny, Dr. Lu Heng Henry, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi, did not (i) 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; (ii) hold any other position in the Group; (iii) have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (iv) hold any other major appointment or professional qualification. As at the Latest Practicable Date, Mr. Wang Zhaohui, Mr. Cheng Tai Kwan Sunny, Dr. Lu Heng Henry, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi do not have any interests in the Shares within the meaning of Part XV of the SFO.

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. Wang Zhaohui, Mr. Cheng Tai Kwan Sunny, Dr. Lu Heng Henry, Mr. Zhang Zhaogang, Ms. Chen Si, and Mr. Zhang Qi 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 (the “AGM”) of Hua Lien International (Holding) Company Limited (the “Company”) will be held at Room 901-905, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, on Wednesday, 29 June 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Wang Zhaohui as an executive director of the Company.
 - (b) To re-elect Mr. Cheng Tai Kwan Sunny as an independent non-executive director of the Company.
 - (c) To re-elect Dr. Lu Heng Henry as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Zhang Zhaogang as a non-executive director of the Company.
 - (e) To re-elect Ms. Chen Si as a non-executive director of the Company.
 - (f) To re-elect Mr. Zhang Qi as an executive director of the Company.
 - (g) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the shareholders of the Company, and to authorise the directors of the Company to fix its 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:

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 total number of shares of the Company 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 shares 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 total number of the shares 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 at 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 total number 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 total number of shares 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 at general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT**

conditional upon resolution nos. 4 and 5 above being passed, the total number of shares 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 total number of shares 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
Zhang Zhaogang
Chairman

Hong Kong, 30 May 2022

Principal Place of Business in Hong Kong:
Room 1701, 17/F., World-wide House,
19 Des Voeux Road Central,
Central,
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 AGM 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 and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 appointed for holding the AGM or any adjournment thereof. Completion and delivery of the 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.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Thursday, 23 June 2022.

- (2) 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. But 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.

NOTICE OF ANNUAL GENERAL MEETING

- (3) As at the date of this notice, the board of directors comprises eight directors, of which three are executive directors, namely, Mr. Han Hong, Mr. Wang Zhaohui and Mr. Zhang Qi, two are non-executive directors, namely Mr. Zhang Zhaogang and Ms. Chen Si, and three are independent non-executive directors, namely Mr. Cheng Tai Kwan Sunny, Mr. Shi Zhu and Dr. Lu Heng Henry.
- (4) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.irasia.com/listco/hk/hualien/index.htm> and the Stock Exchange at <http://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.
- (5) Subject to the development of COVID-19, more severe precautionary measures and/or other arrangement may be adopted at the AGM to comply with any new, amended and then existing law provision of Hong Kong in effect that time. The Company may change the AGM arrangement at short notice and issue further announcement(s) as appropriate. Shareholders should check the websites of the Company at <http://www.irasia.com/listco/hk/hualien/index.htm> and the Stock Exchange at <http://www.hkexnews.hk> for future announcements and updates on the AGM arrangements.