



# HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 00969)

## NOTICE OF ANNUAL GENERAL MEETING AND CHANGE OF HONG KONG BRANCH SHARE REGISTRAR

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Hua Lien International (Holding) Company Limited (the "Company") will be held at Raphael, 2nd Floor, Langham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on 16 June 2006 at 12:00 noon for the following purposes:

- To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2005.
- To re-elect directors and to authorize the board of directors to fix their remuneration.
- To re-appoint auditors and to authorize the board of directors to fix their remuneration.

To consider, and if thought fit, pass the following resolutions as ordinary or special resolutions:

### ORDINARY RESOLUTIONS

#### 4. "THAT

- 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;
- the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

#### (d) for the purposes of this resolution:-

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:-

- the conclusion of the next annual general meeting of the Company;
- 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
- the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

#### 5. "THAT

- the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- for the purposes of this resolution:-  
"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:-
  - the conclusion of the next annual general meeting of the Company;
  - 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
  - the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

#### 6. "THAT

conditional upon resolution nos. 4 and 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above."

### SPECIAL RESOLUTION

7. "THAT the articles of association of the Company be and are hereby amended as follows:

#### 1. Article 80

- by inserting the following words immediately after the words "on a show of hands unless" in the 2nd line of the existing Article 80:  
"voting by way of a poll is required by the Listing Rules or";

- by deleting the full-stop at the end of the existing Article 80(d) and substituting a semicolon therefor and thereafter the word "or"; and
- by inserting the following new Article 80(e) immediately after the existing Article 80(d):

"(e) if required by the Listing Rules, by the Chairman of such meeting and/or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights of all members having right to vote at such meeting.;"

- by inserting the following paragraph as new paragraph immediately after the new Article 80(e):

"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.;"

#### 2. Article 81(a)

by inserting the following sentence immediately after the words "which the poll was demanded." in the 11th line of the existing Article 81(a):

"The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.;"

#### 3. Article 99

by deleting the words "Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting" in the 4th line of the existing Article 99 and substituting the following words therefor:

"Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of the filling of casual vacancy on the Board), or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election at that meeting.;"

#### 4. Article 106(vii)

by deleting the word "special" immediately before the words "resolution of the members of the Company under Article 122(a)." in Article 106(vii) and substituting the word "ordinary" therefor;

#### 5. Article 116

Article 116 be deleted in its entirety and in substitution thereof the following new Article 116:

"116. Notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.;"

#### 6. Article 122(a)

by deleting the word "special" immediately before the words "resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office" in Article 122(a) and substituting the word "ordinary" therefor;

#### 7. Article 107

by inserting the following new Article 107(f) immediately after the existing Article 107(e):

"(f) Where a substantial shareholder (within the meaning of the Listing Rules) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should not be dealt with by way of circulation of board resolutions pursuant to this Article or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a board meeting) but a board meeting should be held with the presence of the independent non-executive Directors who, and whose associates, have no material interest in the transaction.;" and

#### 8. General updating

by updating all references to refer to the "(2004 Revision)" of the Companies Law of the Cayman Islands.;"

By Order of the Board  
**Shih Chian Fang**  
Chairman

Hong Kong, 23 May 2006

Notes:-

- A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's principal place of business in Hong Kong of Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- The Register of Members of the Company will be closed from 13 June 2006 to 16 June 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited (whose employment will be effective from 1 June 2006) at 311-312 Two Exchange Square, Central, Hong Kong for registration not later than 4:00 p.m. on 12 June 2006.

The board of directors (the "Board") of Hua Lien International (Holding) Company Limited announces that with effect from 1 June 2006, the Hong Kong Branch Share Registrar and Transfer Office of the Company will be changed to:-

Union Registrars Limited  
311-312 Two Exchange Square  
Central Hong Kong  
Telephone No. : 2849 3399  
Fax No. : 2849 3319

Applications for registration of transfer of shares of the Company should thereafter be lodged with Union Registrars Limited with effect from 1 June 2006. Share certificates uncollected on 30 May 2006 may be collected from the Company's new Hong Kong Branch Share Registrar from 1 June 2006.

By Order of the Board  
**Shih Chian Fang**  
Chairman

Hong Kong, 23 May 2006

As at the date hereof, the Board comprises six directors, of which three are executive directors, namely Mr. Shih Chian Fang, Mr. Liaw Yuan Chian and Ms. Chen Ling and three are independent non-executive directors, namely Mr. Fu Heng Yang, Mr. Yu Chi Jui & Ms. Li Xiao Wei.