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## **HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 969)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at The Rosewood, Level 3, Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 9 December 2009 at 12:00 noon for the purpose of considering and, if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the sale and purchase agreement dated 16 October 2009 and the supplemental agreement dated 19 October 2009 (collectively the “**Agreements**”) entered into between the Company as vendor and Sino Commend Limited (嘉漢有限公司) as purchaser (the “**Purchaser**”) (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) in relation to the disposal of the entire issued share capital of Hua Lien Group (Holding) Company, Limited (the “**Target Company**”) by the Company to the Purchaser at a total consideration of HK\$101.5 million and the discharge by the Company of the shareholder’s loan due from the Target Company and its subsidiaries to the Company which is approximately HK\$65.6 million as at 30 June 2009 (the “**Shareholder’s Loan**”) at the date of completion of the disposal be and are hereby confirmed, approved and ratified, and all the transactions contemplated under the

Agreements including but not limited to (i) the disposal of the entire issued share capital of the Target Company by the Company to the Purchaser; (ii) the discharge by the Company of the Shareholder's Loan at the date of completion of the disposal; and (iii) the entering into the share charge and the escrow agreement in such form and substance as attached in the schedules to the Agreements be and are hereby confirmed, approved and ratified, and the directors ("**Directors**") of the Company be and are hereby authorized 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 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."

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

Hong Kong, 23 November 2009

*Principal Place of Business in Hong Kong:*

Unit 2513A, 25th Floor

113 Argyle Street

Mongkok, Kowloon

Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of himself. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. But if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. Seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (3) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's principal place of business in Hong Kong at Unit 2513A, 25th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

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