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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)**

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) will be held at The Bauhinia Room, 27/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 20 September 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the second amendment deed (the “**Second Amendment Deed**”) dated 27 February 2019 and entered into between the Company and COMPLANT International Sugar Industry Co., Ltd. (中成國際糖業股份有限公司) in relation to the proposed extension of the maturity date for five years from 27 February 2019 to 27 February 2024 of the zero coupon convertible note with outstanding principal amount of HK\$533,700,000 issued by the Company on 27 February 2009 (the “**Outstanding Convertible Note**”) (a copy of the Second Amendment Deed has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares; and

- (c) any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents which he/they in his/their absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Second Amendment Deed and the transactions contemplated thereunder.”

By order of the Board  
**Hua Lien International (Holding) Company Limited**  
**Ms. Liu Yan**  
*Chairman*

Hong Kong, 13 August 2019

*Registered office:*  
P.O. Box 309  
Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place of business  
in Hong Kong:*  
Room 1701, 17/F.  
World-Wide House  
19 Des Voeux Road Central  
Central, Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote instead of him/her. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the Meeting and vote in its stead. A proxy need not be a member of the Company.
- (2) 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 Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by 11:00 a.m. (Hong Kong time) on 18 September 2019 or in any event not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- (3) The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be 16 September 2019. In order to qualify for the entitlement to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by 4:00 p.m. (Hong Kong time) on 16 September 2019.

- (4) Completion and return of the proxy form in respect of the proposed ordinary resolution for the Meeting will not preclude a member from attending and voting in person at the Meeting (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the Meeting will be deemed to have been revoked.
- (5) All of the proposed ordinary resolution set out in this notice will be voted by independent shareholders of the Company and by way of a poll.
- (6) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (7) A form of proxy for use in connection with the Meeting is enclosed and such form is also published on the respective websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company (<http://www.irasia.com/listco/hk/hualien/index.htm>).
- (8) As at the date of this notice, the board of directors of the Company (“**Directors**”) comprises eight Directors, of which three are executive Directors, namely Mr. Liu Xueyi, Mr. Han Hong, and Mr. Wang Zhaohui, two are non-executive Directors, namely Ms. Liu Yan and Mr. Zhang Jian, and three are independent non-executive Directors, namely Mr. Cheng Tai Kwan Sunny, Mr. Shi Zhu and Dr. Lu Heng Henry.
- (9) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting 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.

*\* For identification purpose only*