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If you are in any doubt about any aspect of 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 advisers.

If you have sold or transferred all your securities in HL Technology Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HL Technology Group Limited

泓淋科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1087)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of HL Technology Group Limited to be held at the Conference Room No. 3, 3rd Floor, Jin Tai Hotel, No. 38 Di'anmenxidajie, Xicheng District, Beijing, the People's Republic of China (or any adjournment thereof) on 29 May 2014 (Thursday) at 3:00 p.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *for identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2013 Annual Report”	the annual report of the Company for the financial year ended 31 December 2013 dispatched to the Shareholders together with this circular;
“AGM”	the annual general meeting of the Company to be held at the Conference Room No. 3, 3rd Floor, Jin Tai Hotel, No. 38 Di’anmenxidajie, Xicheng District, Beijing, the PRC on 29 May 2014 (Thursday) at 3:00 p.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular;
“Articles of Association”	the articles of association of the Company adopted pursuant to written resolutions of the Shareholders passed on 25 October 2010;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	HL Technology Group Limited, a company incorporated in the Cayman Islands on 16 November 2007 with limited liability and the issued Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate set out as resolution no. 7 in the AGM Notice;
“Group”	the Company and its subsidiaries;
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	15 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM set out as resolution no. 6 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of USD0.02 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs;
“USD”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



HL Technology Group Limited

泓淋科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1087)

Executive Directors

Mr. Chi Shaolin (*Chairman and Chief Executive Officer*
(“CEO”))

Mr. Cheng Wen
(*Vice CEO*)

Mr. Lu Chengye
(*Vice CEO*)

Registered Office

Floor 4
Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Independent Non-executive Directors

Mr. Thomas Tam
Mr. Pao Ping Wing
Ms. Zheng Lin

Principal Place of Business

in Hong Kong
33rd Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

22 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the re-election of retiring Directors; and (iv) seek your approval of the resolutions to, among other things, these matters at the AGM.

* for identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

Ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and otherwise deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 720,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 144,000,000 new Shares.

REPURCHASE MANDATE

Ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the power of the Company to repurchase the Shares, on the Stock Exchange or on any stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 72,000,000 Shares.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority given under the relevant mandate by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

Mr. Cheng Wen (“Mr. Cheng”) was appointed as an executive Director with effect from 16 November 2013. Pursuant to Article 83(3) of the Articles of Association, Mr. Cheng will hold office as a Director until the AGM and subject to re-election.

According to Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Lu Chengye (“Mr. Lu”) (executive Director) and Ms. Zheng Lin (“Ms. Zheng”) (independent non-executive Director) will retire by rotation at the conclusion of the AGM and be eligible to offer themselves for re-election at the AGM.

Mr. Cheng (executive Director), Mr. Lu (executive Director) and Ms. Zheng (independent non-executive Director) will offer themselves for re-election at the AGM.

Particulars of Mr. Cheng, Mr. Lu and Ms. Zheng are set out in Appendix II to this circular.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM.

ANNUAL GENERAL MEETING

The AGM Notice convening the AGM to be held at the Conference Room No. 3, 3rd Floor, Jin Tai Hotel, No. 38 Di’anmenxidajie, Xicheng District, Beijing, the PRC on 29 May 2014 (Thursday) at 3:00 p.m. is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

The 2013 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2013 and the reports of the Directors and the independent auditors thereon are dispatched to the Shareholders together with this circular.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the commencement of the AGM or any adjournment thereof (as the case may be). Completion and return 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.

LETTER FROM THE BOARD

CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 22 May 2014 (Thursday) to 29 May 2014 (Thursday) (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 May 2014 (Wednesday).

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 resolutions set out in the AGM Notice, including the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the auditors and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By Order of the Board
HL Technology Group Limited
Chi Shaolin
Chairman and CEO

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the Repurchase Mandate.

1. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and its shareholders have given a specific approval or general mandate to its directors to make the purchase, by way of an ordinary resolution and which has been passed at a general meeting.

2. FUNDING OF REPURCHASE AND IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated financial statements as at 31 December 2013, the Directors consider that there would not be a material adverse impact on the working capital and the gearing position of the Company in the event the proposed repurchase was to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 720,000,000 Shares in issue.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 72,000,000 Shares, representing 10% of the entire issued share capital of the Company as at the date of passing of the resolution until the earliest of:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting.

4. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchanges on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and in accordance with the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODES AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Codes. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Chi Shaolin, through his wholly-owned company, Chenlin International Joint Stock Company Limited (the "Controlling Shareholders"), was interested in 187,000,839 Shares, representing approximately 26.0% of the issued share capital of the Company.

In the event the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM, the direct and indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 28.9%. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a result of repurchase made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to their best of the knowledge and belief, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such connected persons undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date.

9. SHARE PRICE

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HKD</i>	Lowest <i>HKD</i>
2013		
April	0.94	0.84
May	0.90	0.78
June	0.93	0.77
July	0.90	0.85
August	0.97	0.84
September	1.13	0.94
October	1.03	0.92
November	1.26	0.96
December	1.13	1.00
2014		
January	1.05	0.93
February	1.00	0.81
March	1.02	0.86
April (up to the Latest Practicable Date)	1.25	0.90

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Cheng Wen (程文) (“Mr. Cheng”), aged 46, is an executive Director and vice CEO of the Company. Mr. Cheng is in charge of overall financial management, investing management, risk controls and internal controls of the Group. He joined Rosy Sun Investments Limited (the “Rosy Sun”, together with its subsidiaries, the “Rosy Sun Group”) in March 2012. Mr. Cheng is a director of each of Rosy Sun and its subsidiary, New Postcom Technology Company Limited (“the HK Company”), the CEO of Rosy Sun Group and was appointed as the general manager of the HK Company in November 2013. Rosy Sun Group has become part of the Group following completion of Rosy Sun Acquisition by the Group on 31 January 2013. Mr. Cheng was appointed as Director and vice CEO of the Company on 16 November 2013.

Mr. Cheng graduated in Fuzhou University (福州大學) in June 1989 with a bachelor degree of engineering management. He obtained a doctor degree in corporate management in June 2004 in Sun Yat-Sen University (中山大學).

Mr. Cheng has over 20 years of experiences in corporate management. Throughout his career, he worked in, among others, China Construction Bank (Shenzhen Branch), China Cinda Asset Management Co., Ltd., Bank of China (Shenzhen Branch). Mr. Cheng was the financial controller of Shenzhen Languang Electronic Group Co., Ltd. (深圳蘭光電子集團有限公司) from July 2004 to October 2005, principally responsible for financial management, fund raising and assets management. He joined Shenzhen Zowee Technology Co., Ltd. in October 2007, and had acted as the financial controller, vice general manager and a director until June 2010, responsible for the company’s financial management, fund raising and the initial public offer of the company. In May 2011, Mr. Cheng found Shenzhen JianYin NanShan Capital Investment Corporation (Limited Partnership) (深圳建銀南山創業投資合夥企業(有限合夥)), which is principally engaged in venture capital investment in the field of high-new technology.

Mr. Cheng has entered into a service contract with the Company for a specific term of three years commencing from 16 November 2013 as an executive Director. The contract may be terminated by, amongst others, serving not less than three months’ prior notice in writing by either party on the other. Mr. Cheng is entitled to a director’s emolument (RMB60,000 per annum which is payable on a monthly basis) which was determined upon negotiation between Mr. Cheng and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current financial position of the Company and the prevailing market condition. In addition, Mr. Cheng is also entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board and approved by compensation and benefits committee of the Company, provided that the total amount of bonuses payable to all the executive Directors for the time being shall not exceed 5% of the combined or, as the case may be, consolidated audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Cheng has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Group; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information in relation to the re-election of Mr. Cheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lu Chengye (路成業) (“Mr. Lu”), aged 36, is an executive Director, vice CEO and a member of the compensation and benefits committee of the Company. Mr. Lu is in charge of the overall strategic planning, business planning and decision making in all material matters of networks segment and terminal segment. Mr. Lu joined 瀋陽新郵通信設備有限公司 (Shenyang New Postcom Co., Ltd. *) as a general manager in May 2012. Mr. Lu was appointed as Director on 29 May 2013 and was promoted as vice CEO of the Company on 15 November 2013.

Mr. Lu has over 13 years of experience in the communication industry gained in the Group and in his previous employment. Before joining the Group, Mr. Lu worked as a director of the science and research department of base station software development in a renowned mobile communication equipment company in the PRC from April 2002 to August 2008, mainly responsible for the design, development and implementation of solution of communication base station software. From August 2009 to May 2012, Mr. Lu had served as the general manager of TD-SCDMA/TD-LTE production line of another prestigious communication equipment and technology firm, mainly in charge of the establishment and research and development works for projects of wireless base station and communication base station equipments. Mr. Lu obtained his master degree of engineering from Xidian University (西安電子科技大學) majoring in information and communication engineering in March 2002. As an expert from TD-LTE workgroup of the Ministry of Industry and Information Technology of the People’s Republic of China (中華人民共和國工業和信息化部), Mr. Lu is the inventor of 7 patented technologies in the communication sector over the last 13 years, and has published several research papers on communication topics in various journals.

Mr. Lu has entered into a service contract with the Company for a specific term of three years commencing from 29 May 2013 as an executive Director. The contract may be terminated by, amongst others, serving not less than three months’ prior notice in writing by either party on the other. Mr. Lu is entitled to a director’s emolument (RMB60,000 per annum which is payable on a monthly basis) which was determined upon negotiation between Mr. Lu and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current financial position of the Company and the prevailing market condition. In addition, Mr. Lu is also entitled to a discretionary bonus in

* For identification purpose only

respect of each financial year of the Company in an amount to be determined by the Board and approved by compensation and benefits committee of the Company, provided that the total amount of bonuses payable to all the executive Directors for the time being shall not exceed 5% of the combined or, as the case may be, consolidated audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year.

As at the Latest Practicable Date, Mr. Lu did not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Lu has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Group; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information in relation to the re-election of Mr. Lu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Zheng Lin (鄭琳), aged 43, is an independent non-executive Director. Ms. Zheng is also the chairman of the compensation and benefits committee and a member of the audit committee of the Company.

Ms. Zheng was appointed as an independent non-executive Director on 25 October 2010. Ms. Zheng is a practicing PRC lawyer and has been working with Shandong Tai Xiang Law Firm (山東泰祥律師事務所) since June 2013. Prior to that, she worked at Welfare Electronics Company located in the Economic and Technical Development Zone of Weihai City in Shandong Province from October 1992 to May 1995, the Weihai Airlines Services Company Limited from June 1995 to June 2001, Shandong Ying Liang Tai Ye Law Firm from August 2004 to March 2008 and Beijing Huatang Law Firm from April 2008 to June 2013. She graduated from Shandong University in July 2004 after completing the online program in law and is qualified to practice law in the PRC having passed the Chinese national judicial examination in 2004. Ms. Zheng passed the National Securities Qualifications Examination (國家證券業資格考試) in 2006 and is also qualified to serve as an independent non-executive director of companies listed in the PRC.

Ms. Zheng is a member of China Zhi Gong Party (中國致公黨) and a member of Weihai Committee of the Chinese People's Political Consultative Conference Committee. She has provided legal services to various government departments, listed companies, state-owned enterprises and other entities, including Shandong Zhengda Medical Equipment Shares Co., Ltd. (山東正大醫療器械股份有限公司), Shandong Lianqiao New Materials Shares Co., Ltd.

(山東聯橋新材料股份有限公司), Shandong Shuanglun Group Co., Ltd. (山東雙輪集團公司), Yantai Wanhua Polyurethanes Co., Ltd., (煙臺萬華聚氨酯股份有限公司) and Dongfang Electronics Co., Ltd. (東方電子股份有限公司).

Ms. Zheng has entered into a service contract with the Company for a specific term of three years commencing from 25 October 2013 as an independent non-executive Director. The contract may be terminated by, among others, serving not less than three months' prior notice in writing by either party on the other. As at the Latest Practicable Date, Ms. Zheng is entitled to director's emolument (HKD50,000 per annum which is payable on a monthly basis) which was determined upon negotiation between Ms. Zheng and the Company at arm's length on the basis of her previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company's business as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Ms. Zheng did not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Ms. Zheng has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) she has not held any other positions in the Group; and (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information in relation to the re-election of Ms. Zheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.



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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1087)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of HL Technology Group Limited (the “Company”) will be held at the Conference Room No. 3, 3rd Floor, Jin Tai Hotel, No. 38 Di’anmenxidajie, Xicheng District, Beijing, the People’s Republic of China on 29 May 2014 (Thursday) at 3:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2013.
2.
 - (a) To re-elect Mr. Cheng Wen as an executive director of the Company.
 - (b) To re-elect Mr. Lu Chengye as an executive director of the Company.
 - (c) To re-elect Ms. Zheng Lin as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
5. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (D) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such power be and the same is hereby generally and unconditionally approved;

* for identification purpose only

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- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such power (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) below); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and employees of the Company and/or its subsidiaries of shares or rights to subscribe for shares of the Company; or (iii) any script dividend scheme or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and the authority of this resolution shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence

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or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (D) below) of all powers of the Company to repurchase (or agree to repurchase) issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) for the purposes of this resolution: **“Relevant Period”** means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting”

7. **“THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5, as set out in the notice convening the Meeting of which this resolution forms part, be and is hereby extended by the addition capital of the Company of an amount representing the aggregate nominal value of the share capital of the Company

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repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
HL Technology Group Limited
Chi Shaolin
Chairman and CEO

Hong Kong, 22 April 2014

Executive Directors

Mr. Chi Shaolin (*Chairman and CEO*)

Mr. Cheng Wen (*Vice CEO*)

Mr. Lu Chengye (*Vice CEO*)

Independent Non-executive Directors

Mr. Thomas Tam

Mr. Pao Ping Wing

Ms. Zheng Lin

Registered Office

Floor 4

Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

Principal Place of Business in Hong Kong

33rd Floor

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

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Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any 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 be present at any 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, and 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.
6. The transfer books and register of members of the Company will be closed from 22 May 2014 (Thursday) to 29 May 2014 (Thursday) (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for the right to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 May 2014 (Wednesday).
7. In relation to proposed resolution numbered 6 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make a informed decision as to whether to vote for or against the resolution, as set out in Appendix I to the circular of the Company, of which this notice forms part.
8. Please also refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. Cheng Wen, Mr. Lu Chengye and Ms. Zheng Lin.