

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 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, stockbroker or other agent 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 APPOINTMENT OF AUDITORS,
PROPOSED APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of HL Technology Group Limited to be held at the 3rd Floor Conference Room, 9–10 Pudong Road, The First Industrial Park, Economic and Technological Development Zone, Weihai City, Shandong Province, the People's Republic of China on 29 May 2013 (Wednesday) at 4:00 p.m. is set out on pages 11 to 13 of this circular.

Whether or not you are able to attend the extraordinary 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 extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

* *for identification purpose only*

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 the 3rd Floor Conference Room, 9–10 Pudong Road, The First Industrial Park, Economic and Technological Development Zone, Weihai City, Shandong Province, the PRC on 29 May 2013 (Wednesday) at 3:00 p.m.;
“Announcement”	announcement of the Company dated 7 May 2013;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“C&B Committee”	the compensation and benefits committee of the Company;
“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;
“Deloitte”	Deloitte Touche Tohmatsu;
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at the 3rd Floor Conference Room, 9–10 Pudong Road, The First Industrial Park, Economic and Technological Development Zone, Weihai City, Shandong Province, the PRC on 29 May 2013 (Wednesday) at 4:00 p.m.;
“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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“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;
“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. Jiang Taike (*Vice CEO*)

Mr. Li Jianming (*Vice CEO*)

Non-executive Director

Ms. Xu Yiming (*Adviser*)

Independent Non-executive Directors

Mr. Shu Wa Tung, Laurence

Mr. Song Lizhong

Ms. Zheng Lin

Registered Office

Offshore Incorporations (Cayman)
Limited

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

13 May 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITORS
AND
PROPOSED APPOINTMENT OF DIRECTORS**

INTRODUCTION

Reference is made to the Announcement in relation to proposed change of auditors and proposed appointment of Directors.

The purpose of this circular is to provide you with further information of the proposed appointment of auditors, the proposed appointment of Directors and to give you the notice of the EGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS

As disclosed in the Announcement, Deloitte, the Company's auditors for the financial year ended 31 December 2012, will retire as auditors of the Company upon expiration of its current term of office from the conclusion of the AGM. Deloitte has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee confirm that there is no disagreement between Deloitte and the Company, and there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

The Board, with the recommendation of the Audit Committee, resolved to propose the appointment of Ernst & Young as new auditors of the Company for the financial year ending 31 December 2013 with effect following the conclusion of the EGM, subject to approval of the Shareholders at the EGM.

In the annual review of the appointment of auditors of the Company, the Board and the Audit Committee have requested for proposals from selected groups of international accounting firm (including Deloitte and Ernst & Young). In reaching the proposal for the change of auditors, the Board and the Audit Committee have taken into account, among other things, the relevant accounting firm's understanding of the business of the Group, the proposed scope of work covered, and the proposed fee.

PROPOSED APPOINTMENT OF DIRECTORS

As disclosed in the Announcement, as Mr. Shu Wa Tung, Laurence (舒華東) ("Mr. Shu") would like to devote more time to pursue other career interests, Mr. Shu gave notice of his intention to retire as an independent non-executive Director with effect following the conclusion of the AGM. Mr. Shu will also cease to be the chairman of the Audit Committee, and a member of each of the Nomination Committee and the C&B Committee with effect following the conclusion of the AGM.

The Board further resolved that, Mr. Lu Chengye (路成業) will be proposed as an executive Director and each of Mr. Pao Ping Wing (浦炳榮) and Mr. Thomas Tam (formerly known as Tam Kwok Hing (談國慶)) will be proposed as an independent non-executive Director with effect following the conclusion of the EGM, subject to the approval of the shareholders at the EGM. In addition, Mr. Lu will be proposed as a member of the C&B Committee, Mr. Pao will be proposed as a member of each of the Audit Committee and the Nomination Committee and Mr. Tam will be proposed as the chairman of the Audit Committee, and a member of each of the Nomination Committee and the C&B Committee upon approval of their respective appointment as Director by the Shareholders at the EGM.

Biographical details of the new Directors proposed to be appointed at the EGM are set out in the appendix to this circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at the 3rd Floor Conference Room, 9–10 Pudong Road, The First Industrial Park, Economic and Technological Development Zone, Weihai City, Shandong Province, the PRC on 29 May 2013 (Wednesday) at 4:00 p.m. is set out on pages 11 to 13 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, 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 EGM 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 EGM or any adjournment thereof should you so wish.

Shareholders are reminded that for the purpose of ascertaining members who are entitled to attend and vote at the AGM to be held on 29 May 2013 (Wednesday), the transfer books and register of members of the Company will be closed from 22 May 2013 (Wednesday) to 29 May 2013 (Wednesday) (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 EGM, 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 2013 (Tuesday).

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed appointment of auditors, and the proposed appointment of Mr. Lu as an executive Director, and each of Mr. Pao and Mr. Tam as an independent non-executive Director, 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 EGM as set out in the notice of EGM.

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

The biographical details of the new Directors proposed to be appointed at the EGM are set out below:

Proposed Executive Director — Mr. Lu Chengye

Mr. Lu Chengye (路成業) (“Mr. Lu”), aged 35, is proposed to be appointed as an executive Director with effect from 29 May 2013 subject to the Shareholders’ approval at the EGM.

Mr. Lu joined 沈陽新郵通信設備有限公司 (Shenyang New Postcom Co., Ltd.*, “Shenyang New Postcom”) as a general manager in May 2012. He assumes full responsibility for the overall strategic planning, business planning, policy execution and all material matters of Shenyang New Postcom, an indirect wholly-owned subsidiary of the Group following the completion of the acquisition by the Group on 31 January 2013.

Mr. Lu has over 12 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 People’s Republic of China (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 12 years, and has published several research papers on communication topics in various journals.

If appointed as an executive Director at the EGM, Mr. Lu will enter into a service contract with the Company for a proposed term of three years commencing from 29 May 2013. The contract may be terminated by, amongst others, serving not less than three months’ prior notice in writing by either party to the other. Mr. Lu will be entitled to a Director’s emolument (RMB60,000 per annum, which is payable on a monthly basis from 29 May 2013) which was determined upon negotiation between Mr. Lu and the Company at arm’s length by reference to his previous experience, professional qualifications, responsibilities to be taken 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 will also be 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 the C&B Committee, provided that the total amount of bonuses payable to all the executive Directors for the time being shall not exceed 5% of the combined 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.

Mr. Lu is also proposed to act as a member of the C&B Committee if appointed.

Save as disclosed above, (i) Mr. Lu has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (ii) he has not held any interests in the Group within the meaning of Part XV of the SFO and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no information in relation to Mr. Lu's appointment 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.

Proposed Independent Non-executive Director — Mr. Pao Ping Wing

Mr. Pao Ping Wing (浦炳榮) (“Mr. Pao”), aged 65, is proposed to be appointed as an independent non-executive Director with effect from 29 May 2013 subject to Shareholders' approval at the EGM.

Mr. Pao obtained a master of science degree in human settlements planning and development from Asian Institute of Technology in April 1980. He had been actively serving on government committees and statutory bodies, including those relating to town planning, urban renewal, public housing and environment matters over 20 years. He was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He has been appointed as a Non-official Justice of the Peace for Hong Kong in 1987.

From 1987, Mr. Pao has been appointed as independent non-executive director of various companies listed on the Stock Exchange and has extensive experiences in corporate governance. In particular, Mr. Pao has also been an independent non-executive director of Oriental Press Group Limited (Stock code: 18) since July 1987, UDL Holdings Limited (Stock code: 620) since August 1997, Sing Lee Software (Group) Limited (Stock code: 8076) since December 2003, Zhuzhou CSR Times Electric Co., Ltd. (Stock code: 3898) since September 2005, New Environmental Energy Holdings Limited (Stock code: 3989) since June 2006, Maoye International Holdings Limited (Stock code: 848) since August 2007 and Soundwill Holdings Limited (Stock code: 878) since November 2009, all of which are listed on the Stock Exchange.

If appointed as an independent non-executive Director at the EGM, Mr. Pao will enter into a service contract with the Company for a proposed term of three years commencing from 29 May 2013. The contract may be terminated by, amongst others, serving not less than three months' prior notice in writing by either party to the other. Mr. Pao will be entitled to a Director's emolument (HKD200,000 per annum, which is payable on a monthly basis from 29 May 2013) which was determined upon negotiation between Mr. Pao and the Company at arm's length by reference to his previous experience, professional qualifications, responsibilities to be taken 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.

Mr. Pao is also proposed to act as a member of each of the Audit Committee and the Nomination Committee if appointed.

Save as disclosed above, (i) Mr. Pao has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (ii) he has not held any interests in the Group within the meaning of Part XV of the SFO; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no information in relation to Mr. Pao's appointment 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.

Proposed Independent Non-executive Director — Mr. Thomas Tam

Mr. Thomas Tam ("Mr. Tam") (formerly known as Tam Kwok Hing (談國慶)), aged 65, is proposed to be appointed as an independent non-executive Director on 29 May 2013 subject to Shareholders' approval at the EGM. He is as a fellow member of the Hong Kong Institute of Certified Public Accountants (then known as the Hong Kong Society of Accountants) and was admitted in 1995.

Mr. Tam was founder of Tam Kwok Hing & Co., Certified Accountants (now under the name Wongs & Tam, Certified Public Accountants), a certified public accountants firm in Hong Kong set up in 1972 and he is now a consultant of Wongs & Tam. Mr. Tam was admitted as an associate of the Chartered Association of Certified Accountants in 1972 and a fellow member in 1980. He was also enrolled to practice before the Internal Revenue Service of the United States of America since 1994. Mr. Tam is currently an independent non-executive director of Sing Lee Software (Group) Limited, a company listed on the Stock Exchange (Stock code: 8076).

If appointed as an independent non-executive Director at the EGM, Mr. Tam will enter into a service contract with the Company for a proposed term of three years commencing from 29 May 2013. The contract may be terminated by, amongst others, serving not less than three months' prior notice in writing by either party to the other. Mr. Tam will be entitled to a Director's emolument (HKD200,000 per annum, which is payable on a monthly basis from 29 May 2013) which was determined upon negotiation between Mr. Tam and the Company at arm's length by reference to his previous experience, professional qualifications, responsibilities to be taken 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.

Mr. Tam is also proposed to act as the chairman of the Audit Committee, and a member of each of the Nomination Committee and the C&B Committee if appointed.

Save as disclosed above, (i) Mr. Tam has not held any directorships in other listed public companies in Hong Kong or overseas in the past three years; (ii) he has not held any interests in the Group within the meaning of Part XV of the SFO; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no information in relation to Mr. Tam's appointment 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “Meeting”) of HL Technology Group Limited (the “Company”) will be held at the 3rd Floor Conference Room, 9–10 Pudong Road, The First Industrial Park, Economic and Technological Development Zone, Weihai City, Shandong Province, the People’s Republic of China on 29 May 2013 (Wednesday) at 4:00 p.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. **“THAT** the appointment of Ernst & Young as the new auditors of the Company and its subsidiaries for the financial year ending 31 December 2013 with effect from the conclusion of the Meeting and to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved, and the board of directors of the Company be and is hereby authorised to fix the remuneration of Ernst & Young.”
2. (a) **“THAT** Mr. Lu Chengye (路成業) be appointed as an executive director of the Company with immediate effect, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”
(b) **“THAT** Mr. Pao Ping Wing (浦炳榮) be appointed as an independent non-executive director of the Company with immediate effect, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”
(c) **“THAT** Mr. Thomas Tam (formerly known as Mr. Tam Kwok Hing (談國慶)) be appointed as an independent non-executive director of the Company with immediate effect, and the board of directors of the Company be and is hereby authorised to fix his remuneration.”

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

Hong Kong, 13 May 2013

* for identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Executive Directors

Mr. Chi Shaolin (Chairman and CEO)

Mr. Jiang Taike (Vice CEO)

Mr. Li Jianming (Vice CEO)

Non-executive Director

Ms. Xu Yiming (Adviser)

Independent Non-executive Directors

Mr. Shu Wa Tung, Laurence

Mr. Song Lizhong

Ms. Zheng Lin

Registered Office

Offshore Incorporations (Cayman) Limited

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

Notes:

1. Any member of the Company entitled to attend and vote at the 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 authorised 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 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,

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

- Shareholders are reminded that for the purpose of ascertaining members who are entitled to attend and vote at the annual general meeting of the Company to be held on 29 May 2013 (Wednesday), the transfer books and register of members of the Company will be closed from 22 May 2013 (Wednesday) to 29 May 2013 (Wednesday) (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 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 2013 (Tuesday).