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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**Meeting**”) of HL Technology Group Limited (the “**Company**”) will be held at Conference Room 4, Renaissance Beijing Wangfujing Hotel, No. 57 Wangfujing Street, Dongcheng District, Beijing, the People’s Republic of China on Wednesday, 6 July 2016 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 20 May 2016 (as amended and supplemented by the supplemental agreement dated 27 May 2016) (the “**Subscription Agreement**”) entered into between the Company as issuer and Sinotak Limited (the “**Subscriber**”) as subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to (i) allot and issue an aggregate of 39,000,000 new shares; and (ii) issue an aggregate of 117,000,000 options pursuant to the terms and conditions of the Subscription Agreement:

- (a) the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of an aggregate of 39,000,000 new ordinary shares of USD0.02 each in the share capital of the Company (the “**Subscription Share(s)**”) credited as fully paid at issue price of HK\$1.55 per Subscription Share be and are hereby approved;
- (c) all the transactions contemplated under the Subscription Agreement in connection with the issue of 117,000,000 options of the Company (the “**Option(s)**”) be and are hereby approved;

* for identification purpose only

- (d) the allotment and issue of up to a maximum number of 117,000,000 new ordinary shares of USD0.02 each in the share capital of the Company (the “**Conversion Share(s)**”) credited as fully paid at exercise price of HK\$1.9 per Conversion Share which may fall to be allotted and issue upon the exercise of the rights attaching to the Options be and are hereby approved;
- (e) the directors (the “**Directors**”) of the Company be and are hereby generally and specifically authorised to allot and issue such number of the Subscription Shares and Conversion Shares (the “**Specific Mandate**”) as may be required to cover the Conversion Shares that may fall to be allotted and issued upon exercise of the option rights attaching to the Options subject to and upon the terms and conditions as set out in the Subscription Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution;
- (f) any one of the Directors be and are hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Subscription Agreement, including the issue of the Subscription Shares, Options and the Conversation Shares and to agree to such variation, amendment or waiver in relation thereto which are, in the opinion of the Directors, in the interest of the Company.”

By order of the Board
HL Technology Group Limited
Chan Sek Keung, Ringo
Chairman

Hong Kong, 20 June 2016

Principal Place of Business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should he so wishes.

3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolution set out in this notice of extraordinary general meeting will be put to Shareholders to vote taken by way of a poll.
6. As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wu Chi Luen (Chief Executive Officer), Mr. Lu Chengye and Ms. Wang Fang; two non-executive Directors, namely Mr. Chan Sek Keung, Ringo (Chairman) and Mr. Wong Kui Shing; and three independent non-executive Directors, namely Mr. Qu Wen Zhou, Mr. Lu, Brian Yong Chen and Mr. Huang Liangkuai.