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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 29 MAY 2013 APPOINTMENT OF AUDITORS AND APPOINTMENT OF DIRECTORS

The Board is pleased to announce that all the Resolutions as set out in the EGM Notice were duly passed at the EGM held on 29 May 2013.

Reference is made to the notice of extraordinary general meeting (the “EGM”) dated 13 May 2013 (the “EGM Notice”) of HL Technology Group Limited (the “Company”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 13 May 2013.

Results of EGM

The Board announces that at the EGM 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 at 4:00 p.m., poll voting was adopted for all of the resolutions as set out in the EGM Notice (the “Resolutions”).

* For identification purposes only

The Board is pleased to announce that the Resolutions were duly passed by the Shareholders by poll voting at the EGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
1. To appoint Ernst & Young as auditors of the Group and to authorise the Board to fix their remuneration.	464,923,972 (100%)	0 (0%)	464,923,972
2. (a) To appoint Mr. Lu Chengye (路成業) as an executive Director and to authorise the Board to fix his remuneration.	464,923,972 (100%)	0 (0%)	464,923,972
(b) To appoint Mr. Pao Ping Wing (浦炳榮) as an independent non-executive Director and to authorise the Board to fix his remuneration.	464,923,972 (100%)	0 (0%)	464,923,972
(c) To appoint Mr. Thomas Tam (談國慶) as an independent non-executive Director and to authorise the Board to fix his remuneration.	464,923,972 (100%)	0 (0%)	464,923,972

The description of the Resolutions above is by way of summary only. The full text appears in the EGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed and acted as the scrutineer at the EGM for the purpose of vote-taking.

Notes:

- (a) The total number of Shares in issue as at the date of the EGM: 720,000,000 shares. No Shareholder was required to abstain from voting on the Resolutions at the EGM.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the EGM: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the EGM: 720,000,000 shares.

Appointment of Auditors

At the EGM, the appointment of Ernst & Young as the new auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Appointment of Mr. Lu Chengye (路成業) (“Mr. Lu”) as an executive Director

At the EGM, the appointment of Mr. Lu as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Lu, aged 35, 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 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 PRC (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.

Mr. Lu has entered into a service contract with the Company for a 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 is 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 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 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 has also been appointed as a member of the C&B Committee.

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, as at the date of this announcement.

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.

Appointment of Mr. Pao Ping Wing (浦炳榮) (“Mr. Pao”) as an independent non-executive Director

At the EGM, the appointment of Mr. Pao as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Pao, aged 65, 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.

Mr. Pao will enter into a service contract with the Company for a 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 is 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 has also been appointed as a member of each of the Audit Committee and the Nomination Committee.

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, as at the date of this announcement.

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.

Appointment of Mr. Thomas Tam (formerly known as Tam Kwok Hing (談國慶)) (“Mr. Tam”) as an independent non-executive Director

At the EGM, the appointment of Mr. Tam as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Tam, aged 65, 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).

Mr. Tam will enter into a service contract with the Company for a 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 is 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 has also been appointed as the chairman of the Audit Committee, and a member of each of the Nomination Committee and the C&B Committee.

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, as at the date of this announcement.

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.

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

Weihai, Shandong, PRC, 29 May 2013

Following the conclusion of the annual general meeting and the extraordinary general meeting held on the date of this announcement, and as at the date of this announcement, the executive Directors are Mr. Chi Shaolin, Mr. Jiang Taike, Mr. Li Jianming and Mr. Lu Chengye, and the independent non-executive Directors are Ms. Zheng Lin, Mr. Pao Ping Wing and Mr. Thomas Tam.