



## CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00121)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Chia Tai Enterprises International Limited (the “Company”) will be held at 21st Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Tuesday, 2 September 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:-

#### ORDINARY RESOLUTIONS

1. “**THAT** :

- (a) the lease (the “Super Brand Mall Lease”) dated 1 July 2008 entered into between 上海易初蓮花連鎖超市有限公司 (Shanghai Lotus Supermarket Chain Store Co., Ltd.) (“SLS”) and 上海帝泰發展有限公司 (Shanghai Kinghill Ltd.), a copy of which marked “A” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the property with an area of approximately 13,500 square meters and located at Super Brand Mall, No. 168 Lujiazui Xi Road, Pudong New District, Shanghai, the People’s Republic of China for the period from 1 July 2008 to 31 December 2010 at a monthly rental of RMB1,500,000, and the terms of and the transactions contemplated under the Super Brand Mall Lease and the implementation thereof, be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the Super Brand Mall Lease for the financial year ending (i) 31 December 2008, (ii) 31 December 2009 and (iii) 31 December 2010 respectively, being (i) portion of RMB18,000,000 representing the remaining part of the year ending 31 December 2008 immediately after the completion of the acquisition by the Company of the entire equity interests in SLS and the disposal by the Company and its subsidiaries of their interests in certain hypermarket stores as described in more detail in the Company’s circular dated 29 June 2007, (ii) RMB18,000,000 and (iii) RMB18,000,000 respectively, be and are hereby approved; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Super Brand Mall Lease.”

2. **“THAT :**

- (a) the agreement (the “CP China-CCT Purchase Agreement”) dated 30 July 2008 entered into between the Company and CP China Investment Limited (“CP China”), a copy of which marked “B” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the purchase on an ongoing basis of packaged food, poultry products, processed meat, edible oil, grains, vegetables, fresh and preserved fruits, groceries and any other merchandise customarily sold in hypermarkets and which may be required by any of the subsidiaries of the Company and which any of the subsidiaries of CP China may be able to supply in circumstances which are of commercial benefit to the Company and its subsidiaries, and the terms of and the transactions contemplated under the CP China-CCT Purchase Agreement and the implementation thereof, be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the CP China-CCT Purchase Agreement for the financial year ending (i) 31 December 2008, (ii) 31 December 2009 and (iii) 31 December 2010 respectively, being (i) the prorated portion of HK\$454.4.0 million representing the remaining part of the year ending 31 December 2008 from the date on which the CP China-CCT Purchase Agreement becomes effective, (ii) HK\$499.8 million and (iii) HK\$549.8 million respectively, be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the CP China-CCT Agreement.”

3. **“THAT :**

- (a) the agreement (the “CPH Supply Agreement”) dated 30 July 2008 entered into between the Company and C.P. Holding (BVI) Investment Company Limited (“CPH”), a copy of which marked “C” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the supply on an ongoing basis of electrical appliances, food, clothing, household products, toys, stationery and other daily products and any other merchandise customarily sold in hypermarkets and which may be required by CPH or any of the subsidiaries of CPH and which any of the subsidiaries of the Company may be able to supply in circumstances which are of commercial benefit to the Company and its subsidiaries, and the terms of and the transactions contemplated under the CPH Supply Agreement and the implementation thereof, be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the CPH Supply Agreement for the financial year ending (i) 31 December 2008, (ii) 31 December 2009 and (iii) 31 December 2010 respectively, being (i) the prorated portion of RMB492.8 million representing the remaining part of the year ending 31 December 2008 from the date on which the CPH Supply Agreement becomes effective, (ii) RMB537.2 million and (iii) RMB585.6 million respectively, be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the CPH Supply Agreement.”

By Order of the Board  
**Choi Yi Mei**  
*Company Secretary*

Hong Kong, 15 August 2008

*Notes:*

- 1. A member entitled to attend and vote at the 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, the proxy form together with the 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 lodged with the Company's principal place of business in Hong Kong at 21/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
4. Pursuant to the articles of association of the Company, a resolution put to vote at general meeting shall be decided on a show of hand unless a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:
  - (a) the Chairman of the meeting; or
  - (b) at least three members present in person or by proxy and entitled to vote; or
  - (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
  - (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
  - (e) any of the Directors who individually or collectively (including the Chairman of the relevant meeting of the Company) hold proxies in respect of shares holding 5% or more of the total voting rights at a particular meeting of the Company, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies, such Directors shall have the right to demand a poll.
5. As indicated in the Company's circular dated 15 August 2008, the chairman of the meeting will demand that a poll be taken in respect of each of the resolutions to be proposed at the meeting for the approval of the terms and the relevant annual caps under the CCT Agreements.

*As at the date of this notice, the Board of the Company comprises fourteen executive directors, namely Mr. James H. Haworth, Mr. Soopakij Chearavanont, Mr. Michael Ross, Mr. Narong Chearavanont, Mr. Tse Ping, Mr. Yang Xiaoping, Mr. Li Wen Hai, Mr. Umroong Sanphasitvong, Mr. Robert Ping-Hsien Ho, Mr. Meth Jiaravanont, Mr. Nopadol Chiaravanont, Mr. Chatchaval Jiaravanon, Mr. Suphachai Chearavanont and Mr. Kachorn Chiaravanont and three independent non-executive directors, namely Mr. Viroj Sangsnit, Mr. Chokchai Kotikula and Mr. Cheng Yuk Wo.*