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## **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 ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual 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 Monday, 8th June, 2009 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st December, 2008;
2. To elect retiring Directors and to authorise the Board of Directors to fix their remuneration;
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration; and
4. (By way of special business) to consider, and, if thought fit, pass with or without amendments the following Resolution as an Ordinary Resolution:

#### **ORDINARY RESOLUTION**

**A. “THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of any options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this Resolution.”

- C. **“THAT,** conditional upon the Resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting being duly passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to the Resolution set out in paragraph 4A of the notice convening this Meeting be and is hereby extended by the addition thereon of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution set out in paragraph 4B of the notice convening this Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the said Resolution.”

5. (By way of special business) to consider, and, if thought fit, pass with or without amendments the following Resolution as an Ordinary Resolution:

#### **ORDINARY RESOLUTION**

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Shares issuable upon exercise of the options to be granted pursuant to the authority hereby given, the board of directors of the Company be and is hereby authorized (i) to grant options under the share option scheme of the Company adopted on 31st May, 2002 where the total number of Shares representing up to 10 per cent. of the number of Shares in issue as at the date of the passing of this resolution may be issued upon the exercise of such options (the “Refreshed Scheme Mandate”) and (ii) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Scheme Mandate.”

6. (By way of special business) to consider, and, if thought fit, pass with or without amendments the following Resolution as a Special Resolution:

#### **SPECIAL RESOLUTION**

“**THAT**, the articles of association of the Company be amended as follows:

(A) Article 2

- (1) By inserting the following new definitions of “business day(s)”, “corporate communication”, “electronic”, “electronic means”, “Electronic Transactions Law” and “Electronic Signature” in Article 2 in the appropriate alphabetical sequence:

““business day(s)” shall mean any day on which the Stock Exchange is open for the business of dealing in securities;”;

““corporate communication” shall mean any document issued or to be issued by the Company for the information or action of the members of the Company, including but not limited to:

- (i) the Directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;
- (ii) the interim report and, where applicable, its summary interim report;
- (iii) a notice of meeting;
- (iv) a listing document;
- (v) a circular; and

(vi) a proxy form;”;

““electronic” shall have the meaning attributed to it in the Electronic Transactions Law;”;

““electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;”;

““Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”;

““Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”.

- (2) By replacing the existing definition of “special resolution” with the following definition in Article 2:

““special resolution” shall mean a resolution passed by a majority of not less than three-fourths of the votes cast by members present in person or by proxy or, in case of corporations, by their duly authorised representatives at a general meeting of which proper notice has been duly given in accordance with Article 73, and the provisions of Section 60 of the Law in respect of the definition of “special resolution” shall be deemed modified accordingly so far as they relate to the Company;”.

- (3) By deleting the paragraph ““writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form.” in Article 2 in its entirety and inserting in its place the following two new paragraphs:

““Section 8 of the Electronic Transactions Law shall not apply;”;

““writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on shareholders or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.”.

(B) Article 15

By deleting paragraph (a)(i) of Article 15 in its entirety and substituting therefor the following:

“(a) (i) The Company may, on giving notice by advertisement in a newspaper circulating generally in the relevant territories or by any other means as accepted by the Stock Exchange and in the manner as provided in Article 165, close for any time or times not exceeding in the whole 30 days in each year the register or branch register of the Company or the part thereof relating to the members holding shares of any class.”.

(C) Article 28

By deleting Article 28 in its entirety and substituting therefor the following:

“28. For so long as the issued share capital of the Company is listed on the Stock Exchange, notice of person appointed to receive payment of every call and of the times and places appointed for payment may be given to the member by notice of at least fourteen days in the manner as provided in Article 165.”.

(D) Article 73

By deleting the first sentence of Article 73 in its entirety and substituting therefor the following:

“An annual general meeting shall be called by notice in writing of not less than a period which is the longer of twenty-one days and twenty clear business days, any extraordinary general meeting called for the passing of a special resolution shall be called by notice in writing of not less than a period which is the longer of twenty-one days and ten clear business days, and any other extraordinary general meeting shall be called by notice in writing of not less than a period which is the longer of fourteen days and ten clear business days.”.

(E) Article 80

By deleting Article 80 in its entirety and substituting therefor the following:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided by poll.”.

(F) Article 80A

By deleting Article 80A in its entirety.

(G) Article 81

By deleting Article 81 in its entirety.

(H) Article 82

By deleting Article 82 in its entirety.

(I) Article 83

By deleting Article 83 in its entirety and substituting therefor the following:

“83. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”.

(J) Article 84

By deleting Article 84 in its entirety.

(K) Article 85

By deleting paragraph (a) of Article 85 in its entirety and substituting therefor the following:

“(a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote is under no obligation to cast all his votes in the same way.”.

(L) Article 88

By deleting the words “whether on a show of hands or on a poll” from Article 88 immediately after the words “having jurisdiction in lunacy may vote,”.

(M) Article 90

By deleting the second sentence of Article 90 in its entirety and substituting therefor the following:

“At any general meeting a resolution put to the vote of the meeting may be given either personally or by proxy.”.

(N) Article 92

By deleting Article 92 in its entirety and substituting therefor the following:

“92. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed for a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve months from such date.”.

(O) Article 94

By deleting Article 94 in its entirety and substituting therefor the following:

“94. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”.

(P) Article 161

By deleting paragraph (b) of Article 161 in its entirety and substituting therefor the following:

“(b) Every balance sheet of the Company shall be approved by the Board and signed on behalf of the Board by two of the Directors, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company in general meeting together with a copy of the Directors’ report and a copy of the Auditors’ report in the form of printed copies or electronic copies as publicated on the Company’s website, shall not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 46 and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any share or debentures.”.



(Q) Article 165

By deleting Article 165 in its entirety and substituting therefor the following:

“165. Any notice or other document (including any corporate communication), whether or not, to be given or issued under these Articles from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement published in the newspapers or by placing it on the Company’s website and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above. In case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient notice to all the joint holders.”.

(R) Article 167

By deleting Article 167 in its entirety and substituting therefor the following:

“167.(a) Any notice or document sent by post shall be deemed to have been served upon the envelope or wrapper containing the same is put into a post office situated within the relevant territories and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates); and

- (b) Any notice sent by electronic communication, shall be deemed to be given on the day or which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member.”.

(S) Article 171

By deleting Article 171 in its entirety and substituting therefor the following:

“171. The signature to any notice to be given by the Company may be written or printed by means of facsimile or by Electronic Signature.”.

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

Hong Kong, 30th April, 2009

*As at the date of this notice, the Board of the Company comprises fifteen 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. Zheng Mengyin, Mr. Umroong Sanphasitvong, Mr. Robert Ping-Hsien Ho, Mr. Meth Jiaravanont, Mr. Nopadol Chiaravanont, Mr. Chatchaval Jiaravanon, Mr. Suphachai Chearavanont and Mr. Kachorn Chiaravanont, one non-executive director, namely Mr. Leung Chun Keung and three independent non-executive directors, namely Mr. Viroj Sangsnit, Mr. Chokchai Kotikula and Mr. Cheng Yuk Wo.*

*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 at 21st Floor, 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.