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CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3839)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Chia Tai Enterprises International Limited (the “**Company**”) will be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 4 September 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

(1) “**THAT:**

- (i) the 2020 CPP Supplemental Purchase Agreement (as defined in the circular of the Company dated 20 August 2020 (the “**Circular**”) and a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and CPP (as defined in the Circular) in relation to the supply of the Revised CTEI Products (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual cap in relation to the transactions under the 2020 CPP Supplemental Purchase Agreement for the financial year ending 31 December 2020 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2020 CPP Supplemental Purchase Agreement.”

(2) **“THAT:**

- (i) the 2020 HOEL Supplemental Purchase Agreement (as defined in the Circular and a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and HOEL (as defined in the Circular) in relation to the supply of the Revised CTEI Products (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual cap in relation to the transactions under the 2020 HOEL Supplemental Purchase Agreement for the financial year ending 31 December 2020 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2020 HOEL Supplemental Purchase Agreement.”

(3) **“THAT:**

- (i) the 2020 CPP Master Purchase Agreement (as defined in the Circular and a copy of which is produced to the meeting marked “C” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and CPP (as defined in the Circular) in relation to the supply of the Revised CTEI Products (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the 2020 CPP Master Purchase Agreement for the financial years ending 31 December 2021, 2022 and 2023 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2020 CPP Master Purchase Agreement.”

(4) “**THAT:**

- (i) the 2020 HOEL Master Purchase Agreement (as defined in the Circular and a copy of which is produced to the meeting marked “D” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and HOEL (as defined in the Circular) in relation to the supply of the Revised CTEI Products (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (ii) the proposed annual caps in relation to the transactions under the 2020 HOEL Master Purchase Agreement for the financial years ending 31 December 2021, 2022 and 2023 as set out in more details in the Circular, be and are hereby approved; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the 2020 HOEL Master Purchase Agreement.”

By order of the Board
Thanakorn Seriburi
Director

Hong Kong, 20 August 2020

As at the date of this notice, the Board comprises Mr. Soopakij Chearavanont (chairman and non-executive director), Mr. Thirayut Phityaisarakul, Mr. Thanakorn Seriburi, Mr. Nopadol Chiaravanont, Mr. Chawalit Na Muangtoun (executive directors), Mr. Yoichi Ikezoe (non-executive director), Mr. Surasak Rounroengrom, Mr. Cheng Yuk Wo and Mr. Edward Ko Ming Tung (independent non-executive directors).

Notes:

1. A form of proxy for use at the SGM is being dispatched to the shareholders of the Company together with a copy of this notice.
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 any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

4. To ascertain shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from 1 September 2020 to 4 September 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration before 4:30 p.m. on 31 August 2020.
5. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's Registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:30 a.m. (Hong Kong time) on 2 September 2020) or any adjournment thereof (as the case may be).
6. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
7. Where there are joint holders of any share of the Company, 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 are present at the SGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
8. The votes to be taken at the SGM will be by way of a poll.
9. **In line with the prevailing practices and guidelines on the prevention of COVID-19, the Company may, depending on the development of COVID-19, implement additional precautionary measures at the SGM which may include without limitation:**
 - **body temperature screening;**
 - **mandatory use of surgical face masks at all times on company premises;**
 - **mandatory health declaration – please be advised that anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the SGM, or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the SGM;**
 - **no refreshments will be provided to attendees; and**
 - **other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the SGM as may be necessary to avoid over-crowding.**

- 10. In light of the present risks posed by the COVID-19 pandemic, and if such risks continue at the time of the SGM, the Company strongly encourages the Shareholders NOT attend the SGM in person, in such case, and advises the Shareholders to appoint the Chairman of the SGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.**
- 11. The Shareholders are advised to read the leaflet attached to this notice for further detail and monitor the development of COVID-19. The Company may implement further changes and precautionary measures as appropriate.**
12. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the SGM through telephone/video conference or similar electronic means.



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PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

In line with the prevailing practices and guidelines on the prevention of COVID-19, Chia Tai Enterprises International Limited (the “**Company**”) may, depending on the development with regard to COVID-19, implement additional precautionary measures at the special general meeting (“**SGM**”) to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 4 September, at 10:30 a.m., in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the SGM (the “**Stakeholders**”), which may include without limitation:

- (1) All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the SGM.
- (2) There will be **compulsory body temperature** screening for all persons before entering the SGM venue.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the SGM; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the SGM venue or be required to promptly leave the SGM venue.
- (4) No refreshments will be provided to attendees.
- (5) Other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the SGM as may be necessary to avoid over-crowding. The Company may implement further changes and precautionary measures as appropriate.
- (6) In light of the present risks posed by the COVID-19 pandemic, and if such risks continue at the time of the SGM, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages shareholders **NOT attend the SGM in person**, in such case, and advises the Shareholders to appoint the Chairman of the SGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.
- (7) The Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. Health education materials and up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the HKSAR Government on COVID-19 (www.coronavirus.gov.hk).