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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 23 April 2021 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

(1) “**THAT:**

- (i) the Rectification (as defined in the circular of the Company dated 1 April 2021 (the “**Circular**”)) be and is hereby approved; and
- (ii) any one director of the Company be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions he may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Rectification.”

(2) “**THAT:**

the proposed revised annual caps of US\$52 million, US\$62 million and US\$75 million, being the maximum aggregate annual value for the transactions contemplated under the 2020 Master HOEL Purchase Agreement (as defined in the Circular) respectively for the three years ending 31 December 2021, 2022 and 2023 respectively (in replacement of the previous annual caps for such transactions approved in the special general meeting of the Company held on 4 September 2020) be and are hereby approved and confirmed.”

By order of the Board
Thanakorn Seriburi
Director

Hong Kong, 1 April 2021

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 holding ordinary shares of the Company will be closed from 20 April 2021 to 23 April 2021, both days inclusive, during which period no transfer of ordinary shares of the Company will be registered. In order to qualify to attend and vote at the SGM, all transfer forms for ordinary shares 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 19 April 2021.
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 2:30 p.m. (Hong Kong time) on 21 April 2021) 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 with regard to 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 who is 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 to attend the SGM in person, and in such case, 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 separate note immediately following this circular 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 23 April 2021, at 2:30 p.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 to 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).