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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Chia Tai Enterprises International Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHIA TAI ENTERPRISES INTERNATIONAL LIMITED****正大企業國際有限公司***(Incorporated in Bermuda with members' limited liability)*

(Stock Code: 3839)

**RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the AGM to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 7 June 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, 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 AGM (i.e. not later than 11:00 a.m. on 5 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

22 April 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires or otherwise defined, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company or any adjournment thereof (as the case may be) to be convened at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 7 June 2024 at 11:00 a.m., the notice of which is set out on pages 15 to 19 of this circular
“Board”	the board of directors of the Company
“Bye-Laws”	the bye-laws of the Company (as amended from time to time)
“close associates”	has the meaning ascribed to this term in the Listing Rules
“Company”	Chia Tai Enterprises International Limited, an exempted company incorporated in Bermuda whose Shares are listed and traded on the Main Board of the Stock Exchange under stock code 3839
“controlling shareholders”	has the meaning ascribed to this term in the Listing Rules
“core connected person”	has the meaning ascribed to this term in the Listing Rules
“Directors”	the directors of the Company
“Executive Director”	an executive director of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-executive Director”	an independent non-executive director of the Company
“Latest Practicable Date”	15 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Non-executive Director”	a non-executive director of the Company

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution set out as resolution 5A in the notice of AGM
“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution set out as resolution 5B in the notice of AGM
“Shareholders”	holders of Shares from time to time
“Shares”	ordinary shares of US\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed to this term in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.

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## LETTER FROM THE BOARD

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### CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

(Incorporated in Bermuda with members' limited liability)

(Stock Code: 3839)

*Chairman and Non-executive Director:*

Mr. Soopakij Chearavanont

*Executive Directors:*

Mr. Thirayut Phityaisarakul

Mr. Thanakorn Seriburi

Mr. Nopadol Chiaravanont

Mr. Chawalit Na Muangtoun

*Non-executive Director:*

Mr. Yoichi Ikezoe

*Independent Non-executive Directors:*

Mr. Surasak Rounroengrom

Mr. Cheng Yuk Wo

Mr. Edward Ko Ming Tung

Ms. Cheung Marn Kay

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principal place of business in*

*Hong Kong:*

21st Floor

Far East Finance Centre

16 Harcourt Road

Hong Kong

22 April 2024

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM for (1) the re-election of retiring Directors; (2) the granting of the Share Issue Mandate; and (3) the granting of the Share Buy-back Mandate.

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## LETTER FROM THE BOARD

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This circular contains the explanatory statement and all other information reasonably necessary to enable the Shareholders to make informed decisions as to whether to vote for or against the relevant resolutions to be proposed at the AGM, together with the notice of AGM.

### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Bye-Law 102(B), Ms. Cheung Marn Kay (“Ms. Cheung”), who was appointed as an Independent Non-executive Director by the Board on 23 February 2024, will retire and, being eligible and willing, will offer herself for re-election at the AGM.

In accordance with Bye-Law 99, Mr. Soopakij Chearavanont (“Mr. Chearavanont”) (Chairman and Non-executive Director), Mr. Chawalit Na Muangtoun (“Mr. Na Muangtoun”) (Executive Director), Mr. Yoichi Ikezoe (“Mr. Ikezoe”) (Non-executive Director) and Mr. Surasak Rounroengrom (“Mr. Rounroengrom”) (Independent Non-executive Director) shall retire by rotation and, being eligible and willing, will offer themselves for re-election at the AGM.

The Nomination Committee of the Company (the “Nomination Committee”) reviewed the composition of the Board, the respective profile and contribution of Mr. Chearavanont, Mr. Na Muangtoun, Mr. Ikezoe, Mr. Rounroengrom and Ms. Cheung (the “Retiring Directors”), and recommended the Board to propose the re-election of the Retiring Directors at the AGM. The Nomination Committee considered that, after taking into account diversity considerations and the Company’s corporate strategy and organisational needs, each of the Retiring Directors is suitable for re-election in accordance with the Nomination Policy and the Board Diversity Policy of the Company.

Notwithstanding Mr. Rounroengrom having served the Board for over nine years, the Nomination Committee considered that Mr. Rounroengrom had good understanding of the Group’s operations. He gave independent opinions to the Board from time to time and contributed significantly in helping the Company to uphold corporate governance standards. Mr. Rounroengrom was not involved in day-to-day management of the Company and did not have any family ties with other Directors, and the Company is not aware of any circumstance which would interfere him from exercising his professional judgment. The Nomination Committee was satisfied with Mr. Rounroengrom’s independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee is of the view that Mr. Rounroengrom’s service in the Board for more than nine years has not weakened his independence.

The Nomination Committee considered that Ms. Cheung was not involved in day-to-day management of the Company and did not have any family ties with other Directors, and the Company is not aware of any circumstance which would interfere her from exercising her professional judgment. In addition, each of Mr. Rounroengrom, Mr. Cheng Yuk Wo and Mr. Edward Ko Ming Tung was appointed as an independent non-executive Director on 15 September 2014 and has been serving the Board for more than nine years. The independence and diversity of the Board has been further enhanced after the joining of Ms. Cheung to the Board. The Nomination Committee was satisfied with Ms. Cheung’s independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD

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Mr. Chearavanont and Mr. Rounroengrom, as the Chairman and a member of the Nomination Committee, respectively, abstained from voting on his respective nomination when it was being considered.

The Board accepted the Nomination Committee's recommendation and proposes that the Retiring Directors be re-elected by the Shareholders at the AGM. Each of the Retiring Directors abstained from the discussion and voting at the Board meeting regarding the proposal for their respective re-election.

The resolution relating to the re-election of each of the Retiring Directors will be proposed under item 2 of the notice of the AGM. Details of each of the Retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

### **3. SHARE ISSUE MANDATE**

The existing general mandate to allot, issue and deal with new Shares granted to the Directors at the annual general meeting held on 9 June 2023 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Issue Mandate to the Directors in order to continue to give flexibility to the Company to raise new capital as and when the Directors consider appropriate. If the resolution is passed, the exercise in full of the Share Issue Mandate (on the basis of 240,718,310 Shares in issue as at the Latest Practicable Date) would result in up to 48,143,662 new Shares being allotted, issued and dealt with by the Company during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by law or by the Bye-Laws to be held; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

### **4. SHARE BUY-BACK MANDATE**

The existing general mandate to buy back Shares granted to the Directors at the annual general meeting held on 9 June 2023 will expire upon the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the grant of the Share Buy-back Mandate to the Directors. Assuming it is granted by the Shareholders, in the event that the Share Buy-back Mandate is exercised in full (on the basis of 240,718,310 Shares in issue as at the Latest Practicable Date), up to 24,071,831 Shares would be bought back by the Company as a result during the period up to the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by law or by the Bye-Laws to be held; and (3) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules to provide the requisite information regarding the grant of the Share Buy-back Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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In addition, if the Share Buy-back Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

### 5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 7 June 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 11:00 a.m. on 5 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish.

### 6. RECOMMENDATION

The Board considers that (1) the re-election of Retiring Directors; (2) the granting of the Share Issue Mandate; and (3) the granting of the Share Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Thanakorn Seriburi**  
*Director*



Details of the retiring Directors who will retire at the AGM and, being eligible, offer themselves for re-election at the AGM are set out below:

**Mr. Soopakij Chearavanont**, aged 60, has been the Chairman and a Non-executive Director of the Company since September 2014 and was the chairman of the Nomination Committee from September 2014 to February 2024. Mr. Chearavanont is a director of several subsidiaries of the Company. Mr. Chearavanont has extensive multinational investment and management experience in various industries. Mr. Chearavanont is the chairman of Charoen Pokphand Group Company Limited and holds directorships in the following listed companies: a director and the chairman of CP ALL Public Company Limited and Charoen Pokphand Foods Public Company Limited (companies listed on the Stock Exchange of Thailand); a non-executive director of Ping An Insurance (Group) Company of China, Ltd. (a company listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange); and an executive director and the chairman of C.P. Pokphand Co. Ltd. (which was listed on the Main Board of the Stock Exchange until its withdrawal from listing in January 2022). Mr. Chearavanont was previously a director of True Corporation Public Company Limited (a company listed on the Stock Exchange of Thailand). Mr. Chearavanont obtained a Bachelor of Science degree from the College of Business and Public Administration of New York University, USA.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chearavanont did not hold any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, and had not held any directorships in any public companies whose securities were listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Chearavanont is a cousin of Mr. Nopadol Chiaravanont, an Executive Director of the Company. Save as disclosed above, Mr. Chearavanont does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chearavanont had no interest in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Chearavanont. Mr. Chearavanont is appointed for a successive term of one year and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws. For the year ended 31 December 2023, Mr. Chearavanont did not receive any emoluments for his directorship in the Company.

Save as disclosed above, Mr. Chearavanont confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Chearavanont's re-election.

**Mr. Chawalit Na Muangtoun**, aged 57, has been an Executive Director of the Company and a member of the Corporate Governance Committee since February 2019. He is currently a senior executive of the Group primarily responsible for the management of the Group's biochemical business in China. Mr. Na Muangtoun also holds directorships in several companies within the Group. Mr. Na Muangtoun has been working for the Group since 1992. Mr. Na Muangtoun received a Bachelor degree in Accounting from Payap University in Thailand in 1989.

Save as disclosed above, as at the Latest Practicable Date, Mr. Na Muangtoun did not hold any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, and had not held any directorships in any public companies whose securities were listed on any securities market in Hong Kong or overseas in the past three years. Mr. Na Muangtoun does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Na Muangtoun had no interest in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Na Muangtoun. Mr. Na Muangtoun has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws. For the year ended 31 December 2023, Mr. Na Muangtoun received emoluments of US\$521,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Save as disclosed above, Mr. Na Muangtoun confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Na Muangtoun's re-election.

**Mr. Yoichi Ikezoe**, aged 64, has been a Non-executive Director of the Company since October 2015. Mr. Ikezoe is also a non-executive director of C.P. Pokphand Co. Ltd. (which was listed on the Main Board of the Stock Exchange until its withdrawal from listing in January 2022). Mr. Ikezoe is currently Senior Adviser/Executive Adviser of ITOCHU Hong Kong Ltd. He is also a director of Yamato Industry Co., Ltd. (a company listed on the Tokyo Stock Exchange). Mr. Ikezoe had been Deputy CEO for East Asia Bloc of ITOCHU Corporation (a company listed on the Tokyo Stock Exchange) and Chairman of ITOCHU Hong Kong Ltd., ITOCHU Shanghai Ltd. and ITOCHU (China) Holding Co., Ltd. for two years beginning in 2021. Mr. Ikezoe has been working for ITOCHU Corporation (formerly known as C.ITOH & Co., Ltd.) since 1983. He received a Bachelor of Arts degree from the Faculty of Foreign Studies, Osaka University in Japan in 1983.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ikezoe did not hold any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, and had not held any directorships in any public companies whose securities were listed on any securities market in Hong Kong or overseas in the past three years. Mr. Ikezoe does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ikezoe had no interest in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Ikezoe. Mr. Ikezoe is appointed for a successive term of one year and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws. For the year ended 31 December 2023, Mr. Ikezoe did not receive any emoluments for his directorship in the Company.

Save as disclosed above, Mr. Ikezoe confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Ikezoe's re-election.

**Mr. Surasak Rounroengrom**, aged 70, has been an Independent Non-executive Director of the Company and a member of the Audit Committee since September 2014, the chairman of the Nomination Committee since February 2024 and was a member of the Remuneration Committee and the Nomination Committee from September 2014 to February 2024. Mr. Rounroengrom is also an independent director and the chairman of Ekachai Medical Care Public Company Limited (a company listed on the Stock Exchange of Thailand). Mr. Rounroengrom had a long career with the Royal Thai Navy and was the 48th Commander-in-Chief of the Royal Thai Navy from October 2011 to September 2013 before he retired from the Thai armed forces. He was the Supreme Commander Advisor from January 2014 to September 2014 and was a National Legislative Assembly Member from August 2014 to May 2019. Mr. Rounroengrom obtained a Bachelor of Science degree from the Royal Thai Naval Academy, Thailand, in February 1977.

Save as disclosed above, as at the Latest Practicable Date, Mr. Rounroengrom did not hold any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, and had not held any directorships in any public companies whose securities were listed on any securities market in Hong Kong or overseas in the past three years. Mr. Rounroengrom does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Rounroengrom had no interest in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Rounroengrom. Mr. Rounroengrom is appointed for a successive term of three years and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws. For the year ended 31 December 2023, Mr. Rounroengrom received director's fee of US\$31,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Based on the confirmation of independence received from Mr. Rounroengrom, he is considered as independent pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Rounroengrom confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Rounroengrom's re-election.

**Ms. Cheung Marn Kay**, aged 56, has been an Independent Non-executive Director of the Company and a member of the Remuneration Committee and the Nomination Committee since 23 February 2024. Ms. Cheung is currently the vice chairman of CrossGate Advisors Limited. Prior to her current role, Ms. Cheung was the Managing Director of BlackRock Asset Management North Asia Limited, a subsidiary of BlackRock, Inc. (NYSE: BLK), from 1999 to 2012. Ms. Cheung obtained a Bachelor of Arts degree from the University of British Columbia in 1992. Ms. Cheung is presently the Treasurer of Council and Court member of the Lingnan University and a member of The HKSAR Standing Committee on Disciplined Services Salaries and Conditions of Service. Previously, Ms. Cheung was a member of the Advisory Committee of the Hong Kong Securities and Futures Commission.

Save as disclosed above, as at the Latest Practicable Date, Ms. Cheung did not hold any other positions with the Company or its subsidiaries, did not have any other major appointments and professional qualifications, and had not held any directorships in any public companies whose securities were listed on any securities market in Hong Kong or overseas in the past three years. Ms. Cheung does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Cheung had no interest in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Ms. Cheung. Ms. Cheung is appointed for a successive term of three years and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws. Ms. Cheung is entitled to a director's fee of US\$31,000 per annum which was determined by the Company with reference to her duties and responsibilities within the Group.

Based on the confirmation of independence received from Ms. Cheung, she is considered as independent pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Cheung confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Ms. Cheung's re-election.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Buy-back Mandate. The Shares proposed to be bought back by the Company are fully paid-up.

### **LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. The Company is empowered by its Memorandum of Association and the Bye-Laws to buy back its own Shares.

### **EXERCISE OF THE GENERAL MANDATE TO BUY BACK SHARES**

All buy-backs of Shares on the Stock Exchange by the Company must be approved in advance by an ordinary resolution either by way of a general mandate or by a specific approval in relation to a specific transaction.

Resolution 5B set out in the notice convening the AGM will, if passed, give a general and unconditional mandate to the Directors to buy back Shares on the Stock Exchange representing up to 10% of Shares in issue as at the date of passing of such resolution at any time until the next annual general meeting of the Company or any earlier date as referred to in that resolution (the “Relevant Period”).

Accordingly, exercise in full of the Share Buy-back Mandate (on the basis of 240,718,310 Shares in issue as at the Latest Practicable Date) would result in up to 24,071,831 Shares being bought back by the Company during the Relevant Period.

### **REASONS FOR BUY-BACKS**

The Directors believe that to be given the flexibility afforded to them by the Share Buy-back Mandate would be in the best interests of the Company and the Shareholders. Buy-backs pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Shares and/or the Company’s earnings per share.

### **FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-Laws and the laws of Bermuda. The Directors propose that any Shares bought back under the Share Buy-back Mandate would be financed by the capital paid up on the relevant Shares, the profits of the Company which would otherwise be available for dividend, the Company’s share premium account or its contributed surplus account.

**IMPACT ON THE WORKING CAPITAL OR GEARING POSITION**

If the Share Buy-back Mandate is exercised in full, there may be a material adverse effect on the working capital requirements of the Company or its gearing level, as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2023 (the most recent published audited accounts). The Directors will consider the financial conditions of the Company prevailing at the time whenever they consider exercising the Share Buy-back Mandate and do not propose to exercise the mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing level of the Company at the time of the relevant buy-backs unless the Directors determine that such buy-backs are, taking into account of all relevant factors, in the best interests of the Company.

**SHARE PRICES**

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the issue of this circular were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	2.30	1.42
May	1.78	1.23
June	2.30	1.17
July	1.99	1.55
August	1.77	1.40
September	1.60	1.33
October	1.47	1.11
November	1.26	1.02
December	1.07	0.78
<b>2024</b>		
January	0.95	0.72
February	0.99	0.82
March	0.88	0.78
April (up to the Latest Practicable Date)	0.85	0.74

**EFFECT OF THE TAKEOVERS CODE**

A Shareholder's proportionate interest in the voting rights of the Company will increase upon the Company's exercise of its powers to buy back Shares pursuant to the Share Buy-back Mandate, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of his/her or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on information available to the Company, Charoen Pokphand Foods Public Company Limited and CPF Investment Limited were interested in an aggregate of 115,137,370 Shares, representing 47.83% of the total number of Shares currently in issue. On the basis that no further Shares are issued or bought back prior to the AGM, in the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy-back Mandate, the aggregate shareholding interest held by the above-named companies would increase to approximately 53.15% of the issued Shares. In the opinion of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Directors do not presently intend to exercise the Share Buy-back Mandate to such extent.

In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of buy-back, an exercise of the Share Buy-back Mandate whether in whole or in part (if significant enough) could result in less than 25% of the issued Shares, being the prescribed minimum percentage, being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

**GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell Shares to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person that he/she has a present intention to sell Shares to the Company or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the laws of Bermuda, the Memorandum of Association of the Company and the Bye-Laws. Neither the explanatory statement in this Appendix II nor the Share Buy-back Mandate has any unusual features.

The Company has not bought back any Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.



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## NOTICE OF ANNUAL GENERAL MEETING

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### CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

*(Incorporated in Bermuda with members' limited liability)*

(Stock Code: 3839)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) 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 7 June 2024 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2023;
2.
  - (a) To re-elect Mr. Soopakij Chearavanont as a director of the Company;
  - (b) To re-elect Mr. Chawalit Na Muangtoun as a director of the Company;
  - (c) To re-elect Mr. Yoichi Ikezoe as a director of the Company;
  - (d) To re-elect Mr. Surasak Rounroengrom as a director of the Company;
  - (e) To re-elect Ms. Cheung Marn Kay as a director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

And, as special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

5A. **“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 (“Shares”) and to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, 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, 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 number of Shares which may be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to an option or otherwise), issued and 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 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 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 total number of issued Shares as at the date of the passing of this resolution, and the approval in paragraph (a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from 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 law or the Bye-Laws 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; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“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).”

5B. **“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 buy back Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which Shares may be listed and which is recognised by the Securities and Futures Commission 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 on The Stock Exchange of Hong Kong Limited and/or other requirements of 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 number of Shares authorised to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution and the approval in paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from 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 law or the Bye-Laws 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- 5C. “**THAT**, conditional upon the resolutions set out in items 5A and 5B 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 pursuant to the resolution set out in item 5A of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to the resolution set out in item 5B of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of issued Shares at the date of passing of the said resolution.”

By Order of the Board  
**Thanakorn Seriburi**  
*Director*

Hong Kong, 22 April 2024

*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 (each an Executive Director), Mr. Yoichi Ikezoe (Non-executive Director), Mr. Surasak Rounroengrom, Mr. Cheng Yuk Wo, Mr. Edward Ko Ming Tung and Ms. Cheung Marn Kay (each an Independent Non-executive Director).*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A proxy form for use at the AGM 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 AGM convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
4. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members holding ordinary shares of the Company will be closed from 4 June 2024 to 7 June 2024, 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 AGM, 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 3 June 2024.
5. 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 of attorney or authority, must be deposited with the Company's branch share registrar in Hong Kong, 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 AGM (i.e. not later than 11:00 a.m. (Hong Kong time) on 5 June 2024) or any adjournment thereof (as the case may be).
6. Completion and deposit of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the AGM convened by the above notice or any adjournment thereof (as the case may be) and in such event, the proxy form 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 at the AGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, 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. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all the resolutions put to vote at the AGM will be taken by way of a poll.