
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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
RE-APPOINTMENT OF AUDITOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 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 9 June 2026 at 11:30 a.m. is set out on pages AGM-1 to AGM-5 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 11:30 a.m. on 7 June 2026) 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.

30 April 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. RE-ELECTION OF RETIRING DIRECTORS	4
3. RE-APPOINTMENT OF AUDITOR	5
4. SHARE ISSUE MANDATE	5
5. SHARE BUY-BACK MANDATE	6
6. PROPOSED CHANGE OF COMPANY NAME	6
7. ANNUAL GENERAL MEETING	8
8. RESPONSIBILITY STATEMENT	8
9. RECOMMENDATION	8
 APPENDIX I – BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	
	I-1
 APPENDIX II – EXPLANATORY STATEMENT RELATING TO THE GRANT OF SHARE BUY-BACK MANDATE	
	II-1
 NOTICE OF ANNUAL GENERAL MEETING	 AGM-1

DEFINITIONS

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 to be convened and held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 9 June 2026 at 11:30 a.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 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 associate(s)”	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 shareholder(s)”	has the meaning ascribed to this term in the Listing Rules
“core connected person(s)”	has the meaning ascribed to this term in the Listing Rules
“Director(s)”	the director(s) 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”	24 April 2026, 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
“Nomination Committee”	the nomination committee of the Company
“Non-executive Director”	a non-executive director of the Company

DEFINITIONS

“Proposed Change of Company Name”	has the meaning ascribed to it in the section headed “5. Proposed Change of Company Name” in this circular
“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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution set out as resolution 5B in the notice of AGM
“Shareholder(s)”	holder(s) of Share(s) from time to time
“Share(s)”	ordinary share(s) of par value of US\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to this term in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“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.

LETTER FROM THE BOARD



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 Executive Director:

Mr. Soopakij Chearavanont

Executive Directors:

Mr. Thirayut Phityaisarakul

Mr. Nopadol Chiaravanont

Mr. Chawalit Na Muangtoun

Non-executive Directors:

Ms. Kobboon Srichai

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

30 April 2026

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS
RE-APPOINTMENT OF AUDITOR
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES
PROPOSED CHANGE OF COMPANY NAME
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, among other matters, (1) the re-election of retiring Directors; (2) the re-appointment of auditor; (3) the granting of the Share Issue Mandate; (4) the granting of the Share Buy-back Mandate; and (5) the Proposed Change of Company Name.

LETTER FROM THE BOARD

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 99, Mr. Nopadol Chiaravanont (“Mr. Chiaravanont”), Mr. Chawalit Na Muangtoun (“Mr. Na Muangtoun”), Mr. Surasak Rounroengrom (“Mr. Rounroengrom”) and Ms. Cheung Marn Kay (“Ms. Cheung”) shall retire by rotation and, being eligible and willing, will offer themselves for re-election at the AGM.

In accordance with Bye-Law 102(B), Ms. Kobboon Srichai (“Ms. Srichai”), who was appointed as a Non-executive Director by the Board on 24 February 2026, will hold office until the AGM and, being eligible and willing, will offer herself for re-election at the AGM.

The Nomination Committee reviewed the composition of the Board, the respective qualifications, skills and experience, profile and contribution of Mr. Chiaravanont, Mr. Na Muangtoun, Mr. Rounroengrom, Ms. Cheung and Ms. Srichai (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.

The Nomination Committee considered the background, knowledge and experience of each of Mr. Rounroengrom and Ms. Cheung, his/her contribution to the Board and commitment. Mr. Rounroengrom has extensive experience in management and in-depth knowledge from years of public services, which is of particular relevance to the supervision of the Group’s strategy and governance. Ms. Cheung has extensive expertise in business and financial management, which is of particular relevance to the supervision of the Group’s strategy and performance. The Nomination Committee considered that each of Mr. Rounroengrom and Ms. Cheung will bring valuable perspectives, knowledge, skills and experience to the Board for its efficient and effective functioning and diversity.

Notwithstanding Mr. Rounroengrom having served the Board for over nine years, the Nomination Committee considered that he 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.

Each of Mr. Rounroengrom and Ms. Cheung was not involved in day-to-day management of the Company and did not have any family ties with other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and the Company is not aware of any circumstance which would interfere him/her from exercising his/her professional judgment. The Nomination Committee was satisfied with each of Mr. Rounroengrom and Ms. Cheung’s independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee was of the view that each of Mr. Rounroengrom and Ms. Cheung has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director.

LETTER FROM THE BOARD

Mr. Rounroengrom and Ms. Cheung, as the chairman and a member of the Nomination Committee, respectively, abstained from voting at the meeting of the Nomination Committee on his/her respective nomination for re-election when it was being considered.

The Board accepted the Nomination Committee's recommendation and proposed 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. RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for re-appointing KPMG as the auditor of the Group and for authorising the Board to fix its remuneration. After discussion with the auditor, and taking into account of, among other things, KPMG's knowledge of the Group's operations, the work scope that is currently contemplated based on the audit work performed on the Group's consolidated financial statement for the year ended 31 December 2025, and assuming that there is no material variation on the scope of the audit work for the year ending 31 December 2026, the Board expects that the fees of the audit services to be performed by KPMG would be in the range of approximately US\$229,000 to US\$253,000 as at the Latest Practicable Date of this circular.

4. 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 10 June 2025 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 and the Company has no Treasury Shares 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 from the date of passing the resolution until 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.

LETTER FROM THE BOARD

5. SHARE BUY-BACK MANDATE

The existing general mandate to buy back Shares granted to the Directors at the annual general meeting held on 10 June 2025 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 approved 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 and the Company has no Treasury Shares 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 from the date of passing the resolution until 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.

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.

6. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 16 March 2026, the Board proposed to change the English name of the Company from “Chia Tai Enterprises International Limited” to “CPBIO Holding Company Limited” and the secondary name of the Company in Chinese from “正大企業國際有限公司” to “正大生物控股有限公司” (the “Proposed Change of Company Name”).

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at a general meeting of the Company to approve the Proposed Change of Company Name; and
- (ii) the Proposed Change of Company Name has been approved by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the new secondary name in Chinese of the Company on the register of companies (in place of the existing English name and secondary name of the Company). The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Group's revenue is derived principally from its biotech business, including manufacture and sales of animal health products (which are mainly preventive drugs for livestock diseases), and chlortetracycline (which are antibiotics for the prevention and treatment of animal diseases). In recent years, the Group has been strategically broadening its product portfolio to cover related veterinary products, some of which are manufactured and sold by the Group, while others are sourced and traded by the Group.

In light of the above, the Company considers that the original company name no longer adequately reflects the Group's expertise and strategic focus in its biotech business, particularly in the field of animal health. The proposed new name of the Company will better demonstrate the Group's strategic direction in driving its future growth through its biotech business, and the Group's commitment towards serving the global livestock farming and food industry value chain. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Group's daily business operations and its financial position. All existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of legal title to such shares of the Company and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

A special resolution will be proposed at the AGM for the Shareholders to consider, and if thought fit, approve, the Proposed Change of Company Name.

Subject to the Proposed Change of Company Name becoming effective, the Company also intends to change its company logo and address of the company website to reflect the new company name. The Company will make further announcement(s) on the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading of the shares of the Company on the Stock Exchange, the new company logo, the new address of the company website and other relevant information as and when appropriate.

LETTER FROM THE BOARD

7. 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 9 June 2026 at 11:30 a.m. is set out on pages AGM-1 to AGM-5 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.

As at the Latest Practicable Date, (i) the Company has no Treasury Shares; and (ii) so far as the Directors are aware, having made all reasonable enquiries, no Shareholder is required to abstain in respect of any resolutions proposed at the AGM.

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 11:30 a.m. on 7 June 2026) 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.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Board considers that (1) the re-election of Retiring Directors; (2) the re-appointment of auditor; (3) the granting of the Share Issue Mandate; (4) the granting of the Share Buy-back Mandate; and (5) the Proposed Change of Company Name 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
Chawalit Na Muangtoun
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. Nopadol Chiaravanont aged 65, has been a Director of the Company since July 2014, an Executive Director of the Company since September 2014 and a member of the Corporate Governance Committee since December 2017. He is a director of several subsidiaries of the Company. Mr. Chiaravanont is also an assistant to the chairman of Charoen Pokphand Group Company Limited, vice chairman of the automotive and industrial business group (China) of Charoen Pokphand Group Company Limited and a director of CPPC Public Co., Ltd.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chiaravanont 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. Chiaravanont is a cousin of Mr. Soopakij Chearavanont, Chairman and an Executive Director of the Company. Save as disclosed above, Mr. Chiaravanont 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. Chiaravanont 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. Chiaravanont. Mr. Chiaravanont 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 2025, Mr. Chiaravanont did not receive any emoluments for his directorship in the Company.

Save as disclosed above, Mr. Chiaravanont 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 his re-election.

Mr. Chawalit Na Muangtoun, aged 59, has been an Executive Director of the Company and a member of the Corporate Governance Committee since February 2019. Mr. Na Muangtoun has been appointed as the Chief Executive Officer of the Company and a member of the Remuneration Committee with effect from 24 February 2026. He is currently a senior executive of the Group primarily responsible for the management of the Group's biotech 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 2025, Mr. Na Muangtoun received emoluments of US\$313,000 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 his re-election.

Ms. Kobboon Srichai, aged 60, has been a Non-executive Director of the Company since 24 February 2026. Ms. Srichai joined Charoen Pokphand Foods Public Company Limited (“CPF”), a substantial shareholder of the Company, in 1995 and is currently the Company Secretary and Head of Corporate Affairs and Investor Relations of CPF. Ms. Srichai is also a director of several subsidiaries of CPF. Ms. Srichai is currently an Independent Director, a member of the Audit Committee, Chair of the Risk Committee and a member of the Governance and Sustainability Committee of Siam Wellness Group Public Company Limited (a company listed on the Stock Exchange of Thailand). Ms. Srichai obtained a Bachelor of Law from Thammasat University, Thailand and a Master of Business Administration from Azusa Pacific University, USA. Ms. Srichai currently serves as a member of the Subcommittee on Consideration of Regulations on Issuance and Offering of Equity Instruments, Governance of Securities Issuing Companies and Securities Acquisition for Business Takeovers of The Securities and Exchange Commission, Thailand.

Save as disclosed above, as at the Latest Practicable Date, Ms. Srichai 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.

Save as disclosed above, Ms. Srichai 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. Srichai 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. Srichai. Ms. Srichai 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. Ms. Srichai did not receive any emoluments for her directorship in the Company.

Save as disclosed above, Ms. Srichai 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 her re-election.

Mr. Surasak Rounroengrom, aged 72, has been an Independent Non-executive Director of the Company and a member of the Audit Committee since September 2014 and the chairman of the Nomination Committee since February 2024. He was a member of the Remuneration Committee and the Nomination Committee from September 2014 to February 2024. Mr. Rounroengrom retired as an independent director and the chairman of Ekachai Medical Care Public Company Limited (a company listed on the Stock Exchange of Thailand) in April 2025. 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 his retirement 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 2025, 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 his re-election.

Ms. Cheung Marn Kay, aged 58, has been an Independent Non-executive Director of the Company and a member of the Remuneration Committee and the Nomination Committee since February 2024. Ms. Cheung is currently also an independent non-executive director of Hong Kong Shanghai Alliance Holdings Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited). 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 a member of The HKSAR Standing Committee on Disciplined Services Salaries and Conditions of Service. Previously, Ms. Cheung was the Treasurer of Council and Court member of the Lingnan University and 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. For the year ended 31 December 2025, Ms. Cheung received director's fee of US\$31,000 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 her 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 and the Company has no Treasury Shares 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 distribution, 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 2025 (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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	1.70	1.03
May	2.44	1.49
June	3.70	1.74
July	6.84	3.60
August	7.82	5.63
September	10.15	6.00
October	9.51	6.72
November	7.40	6.00
December	7.80	6.58
2026		
January	7.26	6.30
February	6.88	5.97
March	7.40	5.50
April (up to the Latest Practicable Date)	7.55	6.00

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 as would trigger the above mandatory offer obligation.

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 under the Listing Rules. 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 and all Shares bought back by the Company pursuant to the Share Buy-back Mandate will be cancelled and will not be held as Treasury Shares. 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.

NOTICE OF ANNUAL GENERAL MEETING



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 9 June 2026 at 11:30 a.m. for the following purposes (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 April 2026):

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 2025;
2.
 - (a) To re-elect Mr. Nopadol Chiaravanont as an Executive Director of the Company;
 - (b) To re-elect Mr. Chawalit Na Muangtoun as an Executive Director of the Company;
 - (c) To re-elect Mr. Surasak Rounroengrom as an Independent Non-executive Director of the Company;
 - (d) To re-elect Ms. Cheung Marn Kay as an Independent Non-executive Director of the Company;
 - (e) To re-elect Ms. Kobboon Srichai as a Non-executive 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:

NOTICE OF ANNUAL GENERAL MEETING

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, bonds, notes and debentures which carry rights 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, bonds, notes and debentures which carry rights 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 (excluding Treasury Shares, if any) 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

NOTICE OF ANNUAL GENERAL MEETING

“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 (excluding Treasury Shares, if any) 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.”

NOTICE OF ANNUAL GENERAL MEETING

- 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 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 number of Shares shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares, if any) at the date of passing of the said resolution.”

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

SPECIAL RESOLUTION

6. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Chia Tai Enterprises International Limited” to “CPBIO Holding Company Limited” and the secondary name of the Company in Chinese be changed from “正大企業國際有限公司” to “正大生物控股有限公司” (collectively, the “Proposed Change of Company Name”) with effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the new secondary name in Chinese of the Company on the register of companies (in place of the existing English name and secondary name of the Company), and that any one director or officer of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Chawalit Na Muangtoun
Director

Hong Kong, 30 April 2026

As at the date of this notice, the Board comprises Mr. Soopakij Chearavanont (Chairman and Executive Director), Mr. Thirayut Phityaisarakul, Mr. Nopadol Chiaravanont, Mr. Chawalit Na Muangtoun (each an Executive Director), Ms. Kobboon Srichai, Mr. Yoichi Ikezoe (each a 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).

NOTICE OF ANNUAL GENERAL MEETING

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. Shareholders whose names appear on the register of members holding ordinary shares of the Company on 9 June 2026 will be eligible to attend and vote at the AGM. 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 2026 to 9 June 2026, 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 2026.
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 11:30 a.m. (Hong Kong time) on 7 June 2026) 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.