



CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 121)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Chia Tai Enterprises International Limited (the “Company”) will be held at 53rd Floor, Bank of China Tower, 1 Garden Road, Hong Kong on Wednesday, 25th October, 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the agreement (the “Reorganized CPP Purchase Agreement”) dated 24th August, 2006 entered into between the Company and C.P. Pokphand Co. Ltd. (“CPP”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, in relation to the purchase of packaged food, poultry products, processed meat, edible oil, grains, vegetables, fresh and preserved fruit, groceries and any other merchandise customarily sold in supermarkets which may be required by any of the subsidiaries of the Company and which any of the subsidiaries of CPP may be able to supply in circumstances which are of commercial benefit to the Company’s subsidiaries on an ongoing basis and the terms of and the transactions contemplated under the Reorganized CPP Purchase Agreement and the implementation thereof be and are hereby approved;
- (b) the proposed caps in relation to the transactions under the Reorganized CPP Purchase Agreement for the period/ financial years ending 31st December, 2006, 31st December, 2007 and 31st December, 2008, will not exceed HK\$52,181,000, being the prorated portion of the

unutilized aggregate of the individual annual caps for 2006 under the Approved Continuing Connected Transactions involving the purchases of merchandise from CPP Subsidiaries as at 31st July, 2006 for the period from mid of October 2006 (the date on which the Reorganized CPP Purchase Agreement becomes effective) to 31st December, 2006, HK\$138,182,000 and HK\$152,000,000, respectively be and are hereby approved; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Reorganized CPP Purchase Agreement.”

2. **“THAT:**

- (a) the agreement (the “Reorganized Shanghai Lotus Purchase Agreement”) dated 24th August, 2006 entered into between the Company and 上海易初蓮花連鎖超市有限公司 (Shanghai Lotus Supermarket Chain Store Co., Ltd.) (“Shanghai Lotus”), a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, in relation to the purchase of packaged food, beverage, condiments, clothing, household products, motor vehicles accessories and other daily products and any other merchandise customarily sold in supermarkets which may be required by any of the Company’s subsidiaries and which Shanghai Lotus or any of its subsidiaries may be able to supply in circumstances which are of commercial benefit to the Company’s subsidiaries on an ongoing basis and the terms of and the transactions contemplated under the Reorganized Shanghai Lotus Purchase Agreement and the implementation thereof be and are hereby approved;

- (b) the proposed caps in relation to the transactions under the Reorganized Shanghai Lotus Purchase Agreement for the period/financial years ending 31st December, 2006, 31st December, 2007 and 31st December, 2008, will not exceed HK\$39,495,000, being the prorated portion of the unutilized aggregate of the individual annual caps for 2006 under the Approved Continuing Connected Transactions involving the purchases of merchandise from Shanghai Lotus as at 31st July, 2006 for the period from mid of October 2006 (the date on which the Reorganized Shanghai Lotus Purchase Agreement becomes effective) to 31st December, 2006, HK\$117,731,000 and HK\$129,504,100, respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Reorganized Shanghai Lotus Purchase Agreement.”

3. **“THAT:**

- (a) the agreement (the “Reorganized Shanghai Lotus Supply Agreement”) dated 24th August, 2006 entered into between the Company and 上海易初蓮花連鎖超市有限公司 (Shanghai Lotus Supermarket Chain Store Co., Ltd.) (“Shanghai Lotus”) and a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose, in relation to the supply of electrical appliances, food, clothing, household products, toys, stationery and other daily products and any other merchandise customarily sold in supermarkets which may be required by Shanghai Lotus or any of its subsidiaries and which any of the Company’s subsidiaries may be able to supply in circumstances which are of commercial benefit to the Company’s subsidiaries on an ongoing basis and the terms of and the transactions contemplated under the Reorganized Shanghai Lotus Supply Agreement and the implementation thereof be and are hereby approved;

- (b) the proposed caps in relation to the transactions under the Reorganized Shanghai Lotus Supply Agreement for the period/financial years ending 31st December, 2006, 31st December, 2007 and 31st December, 2008, will not exceed HK\$73,160,000, being the prorated portion of the unutilized aggregate of the individual annual caps for 2006 under the Approved Continuing Connected Transactions involving the supply of merchandise to Shanghai Lotus as at 31st July, 2006 for the period from mid of October 2006 (the date on which the Reorganized Shanghai Lotus Supply Agreement becomes effective) to 31st December, 2006, HK\$172,297,000 and HK\$189,526,700, respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Reorganized Shanghai Lotus Supply Agreement.”; and

4. To re-elect Directors.

By Order of the Board
Choi Yi Mei
Company Secretary

Hong Kong, 3rd October, 2006

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be lodged with the Company's principal place of business in Hong Kong at 53rd Floor, Bank of China Tower, 1 Garden Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.

4. Pursuant to the articles of association of the Company, a resolution put to vote at general meeting shall be decided on a show of hand unless a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:
 - (a) the Chairman of the meeting; or
 - (b) at least three members present in person or by proxy and entitled to vote; or
 - (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
 - (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
 - (e) any of the Directors who individually or collectively (including the Chairman of the relevant meeting of the Company) hold proxies in respect of shares holding 5% or more of the total voting rights at a particular meeting of the Company, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies, such Directors shall have the right to demand a poll.
5. As indicated in the Company's circular dated 3rd October, 2006, the chairman of the meeting will demand that a poll be taken in respect of each of the resolutions to be proposed at the meeting for the approval of the terms and the relevant annual caps under the Reorganized CPP Purchase Agreement, the Reorganized Shanghai Lotus Purchase Agreement and the Reorganized Shanghai Lotus Supply Agreement.

As at the date of this notice, the board of the Company comprises fourteen executive directors, namely, Mr. Soopakij Chearavanont, Mr. Narong Chearavanont, Mr. Tse Ping, Mr. James Harold Haworth, Mr. Michael Ross, Mr. Yang Xiaoping, Mr. Li Wen Hai, Mr. Umroong Sanphasitvong, Mr. Robert Ping-Hsien Ho, Mr. Meth Jiaravanont, Mr. Nopadol Chiaravanont, Mr. Chatchaval Jiaravanon, Mr. Supachai Chearavanont and Mr. Kachorn Chiaravanont and three independent non-executive directors, namely, Mr. Viroj Sangsnit, Mr. Chokchai Kotikula and Mr. Cheng Yuk Wo.