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## **VEDAN INTERNATIONAL (HOLDINGS) LIMITED**

**味丹國際（控股）有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock code: 02317)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Vedan International (Holdings) Limited (“**Company**”) will be held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 15 December 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the agreement dated 7 November 2014 entered into between Vedan Enterprise Corporation (“**Taiwan Vedan**”) and the Company (“**Taiwan Sales Agreement**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes, pursuant to which the Company agreed to sell or procure its subsidiaries to sell and Taiwan Vedan agreed to purchase and/or procure its subsidiaries to purchase certain glutamic acid, monosodium glutamate, fertiliser and feed products and cassava starch-based industrial products manufactured by the Company and its subsidiaries from time to time for use by Taiwan Vedan and its subsidiaries in Taiwan for a term commencing from 1 January 2015 to 31 December 2017, be and is hereby approved, confirmed and ratified;

- (b) the proposed annual caps in respect of Taiwan Sales Agreement for the three financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to, for and on behalf of the Company, do all such acts and things, sign and execute all such documents, deeds, instruments and agreements and take such steps as they may consider necessary, appropriate, desirable or expedient for the purpose of, in connection with or incidental to the matters contemplated under the Taiwan Sales Agreement.”

By order of the Board  
**VEDAN INTERNATIONAL (HOLDINGS) LIMITED**  
**Yang, Tou-Hsiung**  
*Chairman*

Hong Kong, 28 November 2014

*Notes:*

1. A form of proxy for use at the EGM is enclosed.
2. Any member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Company's principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting.
4. In the case of joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

As at the date of this notice, the Board comprises the following members:–

*Executive Directors:–*

Mr. YANG, Tou-Hsiung  
Mr. YANG, Cheng  
Mr. YANG, Kun-Hsiang  
Mr. YANG, Chen-Wen  
Mr. YANG, Kun-Chou

*Non-executive Directors:–*

Mr. HUANG, Ching-Jung  
Mr. CHOU, Szu-Cheng

*Independent non-executive Directors:–*

Mr. CHAO, Pei-Hong  
Mr. KO, Jim-Chen  
Mr. CHEN, Joen-Ray  
Mr. HSIEH, Lung-Fa