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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 limited liability)

(Stock Code: 3839)

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

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the annual general meeting of CHIA TAI ENTERPRISES INTERNATIONAL LIMITED to be held at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 7 June 2016 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the said meeting, 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 said meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the said meeting or any adjournment thereof should you so wish.

28 April 2016

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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 at Suites 6411-6416, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 7 June 2016 at 10:00 a.m. notice of which is set out on pages 13 to 16 of this circular
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	CHIA TAI ENTERPRISES INTERNATIONAL LIMITED, a company incorporated under the laws of Bermuda whose Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) 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
“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information included therein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.10 each in the capital of the Company carrying voting rights at general meetings of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	the general and unconditional mandate 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 an ordinary resolution set out as resolution 5A in the notice of AGM
“Share Buy-back Mandate”	the general and unconditional mandate 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 an ordinary resolution set out as resolution 5B in the notice of AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

LETTER FROM THE BOARD



CHIA TAI ENTERPRISES INTERNATIONAL LIMITED

正大企業國際有限公司

(Incorporated in Bermuda with 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. Yao Minpu

Non-executive Director:

Mr. Yoichi Ikezoe

Independent Non-executive Directors:

Mr. Surasak Rounroengrom

Mr. Cheng Yuk Wo

Mr. Ko Ming Tung, Edward

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business
in Hong Kong:*

21st Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

28 April 2016

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF 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 Directors; (2) the granting of the Share Issue Mandate; and (3) the granting of the Share Buy-back Mandate.

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 resolutions to be proposed at the AGM, together with the notice of AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 102(B) of the Bye-laws, Mr. Yoichi Ikezoe, who was appointed as non-executive Director by the Board on 23 October 2015, will retire and, being eligible, offer himself for re-election at the AGM.

In accordance with Bye-law 99 of the Bye-laws, Mr. Thirayut Phityaisarakul, Mr. Thanakorn Seriburi and Mr. Surasak Rounroengrom will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed and assessed, and the Board concurs that, each of the retiring Directors has the relevant experience and a deep understanding of the Group's operations and will if re-elected continue to make valuable contribution to the Company, and further that the retiring independent non-executive Director, who has provided his annual confirmation of independence to the Company, continues to meet the independence criteria set out in Rule 3.13 of the Listing Rules and to have the character, integrity and experience to continue in this role if re-elected.

Details of each of the retiring Directors proposed for re-election at the AGM are set out in Appendix I of this circular.

3. SHARE ISSUE MANDATE

The existing general mandate to allot, issue and deal with new Shares granted to the Directors by written resolutions of all shareholders of the Company passed on 5 June 2015 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 any applicable laws of Bermuda or by the Bye-laws; 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 by written resolutions of all shareholders of the Company passed on 5 June 2015 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 may be bought back by the Company as

LETTER FROM THE BOARD

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 any applicable laws of Bermuda or by the Bye-laws; 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, providing the requisite information regarding the grant of 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.

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 2016 at 10:00 a.m. is set out on pages 13 to 16 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, you are requested to complete and return the proxy form 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 of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

6. RECOMMENDATION

The Board considers that the re-election of Directors, the granting of the Share Issue Mandate and 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,
By Order of the Board
Thanakorn Seriburi
Director

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

Mr. Thirayut Phityaisarakul (“Mr. Phityaisarakul”), aged 73, was appointed as the Chief Executive Officer (Biochemical Division) and an executive director of the Company on 15 September 2014. He is also a director of several subsidiaries of the Company and a vice chairman of the Charoen Pokphand Group. Mr. Phityaisarakul has extensive management experiences in various industries.

Save as disclosed above, as at the Latest Practicable Date, Mr. Phityaisarakul 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. Phityaisarakul is the brother of Mr. Thanakorn Seriburi, an executive director and the Chief Executive Officer (Industrial Division) of the Company. Save as disclosed above, Mr. Phityaisarakul does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Phityaisarakul held 410,000 Shares in issue. Save as disclosed above, he had no other interest in Shares within the meaning of Part XV of the SFO.

Mr. Phityaisarakul is not appointed for a specific term but 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 2015, Mr. Phityaisarakul did not receive any emoluments for his directorship in the Company.

As publicly disclosed previously, on 3 May 1999, Mr. Phityaisarakul was publicly censured by the Listing Committee. For details, see the details set out below after the biography of Mr. Thanakorn Seriburi.

Save as disclosed above, there is no other information for Mr. Phityaisarakul which 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. Phityaisarakul’s re-election.

Mr. Thanakorn Seriburi (“Mr. Seriburi”), aged 70, was appointed as a director of the Company on 12 February 1988. He was designated as an executive director of the Company and appointed as the Chief Executive Officer (Industrial Division) and a member of the Remuneration Committee on 15 September 2014. He is a director of several subsidiaries of the Company. Mr. Seriburi is also the chairman and chief executive officer of the automotive industrial business group (China) of the Charoen Pokphand Group. He has been working on investment projects for the Charoen Pokphand Group in the PRC since 1979 and has extensive experience in industrial operations in Asia and elsewhere. Mr. Seriburi was an executive director of C.P. Pokphand Co. Ltd. (“CPP”) (a company listed on the Main Board of the Stock Exchange) until 3 July 2015.

As publicly disclosed previously, on 3 May 1999, Mr. Seriburi and Mr. Phityaisarakul were publicly censured by the Listing Committee.

At a disciplinary hearing held on 29 September 1998 and subsequently at a disciplinary (review) hearing held on 23 March 1999, the Listing Committee concluded a disciplinary hearing into the conduct of CPP and the CPP directors at that time in connection with certain connected transactions in relation to three wholly-owned subsidiaries of CPP which advanced loans of approximately US\$16.6 million to a joint venture enterprise (the “JV”) in the PRC. The JV is a 50/50 PRC joint venture in which the foreign joint venture partner is a company ultimately controlled by two of the other CPP directors at that time and hence each a “connected person” for the purposes of the regulations at that time which were the equivalent of the Listing Rules. The amount of the loans advanced represented approximately 10.9% of the audited net tangible assets of CPP as at 31 December 1997. These two connected persons, who were ultimately shareholders of the JV, together indirectly held shares representing 50.7% of the issued share capital of CPP at that time. CPP failed to obtain approval from its minority shareholders for such connected transactions as would be required under Chapter 14 of the Listing Rules.

The public censure announcement published by the Stock Exchange on 3 May 1999 stated that: ‘the Listing Committee of the Disciplinary (Review) Hearing was extremely dissatisfied and critical with the conduct of two of the CPP directors at that time including Mr. Phityaisarakul and was gravely concerned that although they knew of the breach earlier, they took a positive decision to conceal the information concerning the financial position of CPP from their fellow directors.’

Following the disciplinary hearing and the disciplinary (review) hearing, CPP was publicly censured by the Listing Committee for breaching certain connected transaction rules as provided for in the regulations at that time which were the equivalent of the Listing Rules. Further, each of the then executive directors of CPP, including Mr. Phityaisarakul and Mr. Seriburi, was publicly censured by the Listing Committee for acting in breach of (i) his undertaking to comply to the best of his ability with the Listing Rules (as they stood at that time) and to use his best endeavours to procure that CPP would so comply; and (ii) his undertaking to procure that CPP complies with the provisions in the listing agreement between CPP and the Stock Exchange which subsisted at that time and which set out the obligation of an issuer to keep the Stock Exchange and the issuer’s shareholders informed of any information relating to the group (being the issuer and its subsidiaries) which (a) was necessary to enable them and the public to appraise the position of the group; (b) was necessary to avoid the establishment of a false market in its securities; and (c) might reasonably be expected materially to affect market activity in and the price of its securities, and, in particular, in failing to inform the Listing Division of the Stock Exchange, CPP shareholders and the investing public in respect of the connected transactions until approximately two months after they knew of the breach of the relevant regulations.

Save as disclosed above, as at the Latest Practicable Date, Mr. Seriburi 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. Seriburi is the brother of Mr. Thirayut Phityaisarakul, an executive director and the Chief Executive Officer (Biochemical Division) of the Company. Save as disclosed above, Mr. Seriburi does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Seriburi held 625,848 Shares in issue. Save as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Seriburi is not appointed for a specific term but 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 2015, Mr. Seriburi received emoluments of US\$532,000 which was determined by the Company with reference to his duties and responsibilities within the Group.

Save as disclosed above, there is no other information for Mr. Seriburi which 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. Seriburi's re-election.

Mr. Yoichi Ikezoe ("Mr. Ikezoe"), aged 56, was appointed as a non-executive director of the Company on 23 October 2015. Mr. Ikezoe is also a non-executive director of CPP. Mr. Ikezoe is currently Executive Officer, Vice President of East Asia Bloc (South China), Senior Officer of ASEAN and South West Asia Bloc of ITOCHU Corporation (a company listed on the Tokyo Stock Exchange) and Managing Director of ITOCHU Hong Kong Limited. Mr. Ikezoe has been working for ITOCHU Corporation (formerly known as C.ITOH & Co., Ltd.) since 1983. He received his 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.

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 2015, Mr. Ikezoe did not receive any emoluments for his directorship in the Company.

Save as disclosed above, there is no other information for Mr. Ikezoe which 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 (“Mr. Rounroengrom”), aged 62, was appointed as an independent non-executive director of the Company and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee on 15 September 2014. Mr. Rounroengrom obtained a Bachelor of Science degree from Royal Thai Naval Academy, Thailand, in February 1977. Throughout his career with the Royal Thai Navy, Mr. Rounroengrom held many positions. He was the 48th Commander-in-Chief of the Royal Thai Navy from October 2011 to September 2013, when he retired from the Thai armed forces. He was the Supreme Commander Advisor from January 2014 to September 2014 and has been a National Legislative Assembly Member since the end of July 2014.

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.

Mr. Rounroengrom 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 2015, Mr. Rounroengrom received director’s fee of US\$15,000 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, there is no other information for Mr. Rounroengrom which 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.

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

Resolution 5B set out in the notice convening the AGM will, if passed, give a general 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”). 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.

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 THE 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 its 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 2015 (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 since 3 July 2015, being the listing date of the Shares, and up to the Latest Practicable Date were as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
July (from 3 July 2015)	8.000	3.610
August	5.150	3.110
September	3.480	2.900
October	3.170	2.850
November	2.970	2.500
December	2.840	2.200
2016		
January	2.690	1.500
February	2.000	1.820
March	2.640	1.850
April (up to the Latest Practicable Date)	2.330	2.000

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, CPF and CPF Investment Limited were interested in an aggregate of 115,137,370 Shares, representing 47.8% 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 and 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 53.1% 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 would 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 has a present intention to sell Shares to the Company or has undertaken not to sell Shares held by them to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they 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.

The Company has not bought back any of 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 limited liability)

(Stock Code: 3839)

NOTICE is hereby given that the annual general meeting 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 2016 at 10:00 a.m. (the “AGM”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of directors and the independent auditor’s report of the Company for the year ended 31 December 2015;
2.
 - (a) To re-elect Mr. Thirayut Phityaisarakul as an executive director of the Company;
 - (b) To re-elect Mr. Thanakorn Seriburi as an executive director of the Company;
 - (c) To re-elect Mr. Yoichi Ikezoe as a non-executive director of the Company;
 - (d) To re-elect Mr. Surasak Rounroengrom as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors;
4. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

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

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 unissued 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of 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 any applicable 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

“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).”

NOTICE OF ANNUAL GENERAL MEETING

5B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company (“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 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 said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of 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 any applicable laws 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.”

- 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 of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company pursuant to the resolution set out in item 5A of the notice convening this meeting be and is hereby extended by the addition thereon 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 extended number of shares shall not exceed 10% of the total number of issued shares of the Company at the date of passing of the said resolution.”

By Order of the Board
Thanakorn Seriburi
Director

Hong Kong, 28 April 2016

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the chairman and non-executive director is Mr. Soopakij Chearavanont; the executive directors are Mr. Thirayut Phityaisarakul, Mr. Thanakorn Seriburi, Mr. Nopadol Chiaravanont and Mr. Yao Minpu; the non-executive director is Mr. Yoichi Ikezoe; and the independent non-executive directors are Mr. Surasak Rounroengrom, Mr. Cheng Yuk Wo and Mr. Ko Ming Tung, Edward.

Notes:

1. A proxy form for use at the meeting is being despatched 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 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 of the Company will be closed from 6 June 2016 to 7 June 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the AGM, all transfer forms 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 2016.
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 at 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Completion and deposit of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof 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 meeting, 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 holders.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the meeting will be taken by way of poll.