



TAI-I INTERNATIONAL HOLDINGS LIMITED

台 一 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
(stock code: 1808)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Tai-I International Holdings Limited (the “Company”) will be held at 9:30a.m. on Tuesday, 22 May 2007 at 39th Floor, Atrium Room, Island Shangri-La, Pacific Place, Supreme Court Road, Hong Kong for the following purposes:–

1. To receive and consider the audited financial statements for the year ended 31 December 2006 and the reports of the directors and auditors of the Company thereon.
2. To re-elect Mr. Huang Cheng-Roang (alias Vincent Huang) as an executive director of the Company.
3. To re-elect Mr. Lin Chi-Ta as an executive director of the Company.
4. To re-elect Mr. Huang Kuo-Feng as an executive director of the Company.
5. To re-elect Mr. Du Chi-Ting as an executive director of the Company.
6. To re-elect Mr. Kang Jung-Pao as an independent non-executive director of the Company.
7. To re-elect Mr. Cheng Yang-Yi as an independent non-executive director of the Company.
8. To re-elect Mr. Tsay Yang-Tzong as an independent non-executive director of the Company.
9. To re-elect Mr. Yan Minghe as an independent non-executive director of the Company.
10. To re-elect Mr. Atsushi Kanayama as an independent non-executive director of the Company.
11. To authorise the board of directors to fix the remuneration of the directors of the Company.

12. To re-appoint auditors and authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed, as ordinary resolutions of the Company:—

ORDINARY RESOLUTIONS

13. **“THAT:**

- (A) subject to paragraph (C) of this resolution 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 and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Articles of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the day of passing this resolution; and

(D) for the purposes 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;
or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and Articles of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

14. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and

(D) for the purposes 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and Articles of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

15. “**THAT** conditional upon the passing of ordinary resolution nos. 13 and 14 in the notice convening the annual general meeting of the Company, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 14 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 13.”

By Order of the Board
Tai-I International Holdings Limited
Huang Cheng-Roang
(alias Vincent Huang)
Chairman

Hong Kong, 27 April 2007

Executive Directors

Mr. Huang Cheng-Roang
(alias Vincent Huang) (*Chairman*)

Mr. Lin Chi-Ta

Mr. Huang Kuo-Feng

Mr. Du Chi-Ting

Independent Non-executive Directors

Mr. Kang Jung-Pao

Mr. Cheng Yang-Yi

Mr. Tsay Yang-Tzong

Mr. Yan Minghe

Mr. Atsushi Kanayama

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be 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 at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. 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 an officer, attorney or other person duly authorised to sign the same.
4. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Rooms 1806-1807, 18th 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 adjourned meeting at which the person named in the instrument proposes to vote.
5. The register of members of the Company will be closed from Thursday, 17 May, 2007 to Tuesday, 22 May, 2007, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:00 p.m. on Wednesday, 16 May, 2007 in respect of the entitlement to attend and vote at the meeting.
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.

7. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, 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 announcement, (a) the executive Directors are Mr. Huang Cheng-Roang, Vincent, Mr. Lin Chi-Ta, Mr. Du Chi-Ting, and Mr. Huang Kuo-Feng; (b) the independent non-executive Directors are Mr. Tsay Yang Tzong, Mr. Kang Jung-Pao, Mr. Cheng Yang-Yi, Mr. Atsushi Kanayama and Mr. Yan Minghe.

Please also refer to the published version of this announcement in The Standard.