
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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tai-I International Holdings Limited, you should at once hand this circular and the accompanying form of proxy 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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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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tai-I International Holdings Limited to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 2 June 2009 at 9:30 a.m., at which, among other things, the above proposals will be considered, are set out on pages 11 to 13 of this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tai-I International Holdings Limited's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

29 April 2009

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules (as defined herein) and the Takeovers Code (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein) collectively and individually accept full responsibility for the accuracy of the information contained in this circular concerning the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 2 June 2009 at 9:30 a.m.
“Articles”	The articles of association of the Company
“Board”	the board of Directors
“Company”	Tai-I International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with shares in the capital of the Company of up to 20 % of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	23 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Huang Cheng-Roang (*Chairman*)
Lin Chi-Ta (*Chief Executive Officer*)
Huang Kuo-Feng
Du Chi-Ting

Independent Non-Executive Directors:

Kang Jung-Pao
Cheng Yang-Yi
Tsay Yang-Tzong
Yan Minghe
Atsushi Kanayama

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KYI-1111
Cayman Islands

Principal place of business in the PRC:

No. 77 Dongpeng Avenue
Eastern District of Guangzhou Economic
and Technological Development Zone
Guangzhou
Guangdong Province
The PRC

Principal Place of Business in Hong Kong:

Room 1502, 15th Floor
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

29 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolution for re-electing Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate nominal share capital of the Company in issue as at the date of passing the relevant resolution.

Another ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the nominal share capital of the Company in issue as at the date of passing the relevant resolution.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Huang Cheng-Roang, Mr. Lin Chi-Ta, Mr. Huang Kuo-Feng, Mr. Du Chi-Ting, Mr. Kang Jung-Pao, Mr. Cheng Yang-Yi, Mr. Tsay Yang-Tzong, Mr. Yan Minghe and Mr. Atsushin Kanayama.

Pursuant to Article 87 of the Articles, Mr. Huang Cheng-Roang, Mr. Kang Jung-Pao and Mr. Cheng Yang-Yi shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election.

Details of Mr. Huang Cheng-Roang, Mr. Kang Jung-Pao and Mr. Cheng Yang-Yi are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 11 to 13 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for Issue Mandate and the Repurchase Mandate and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th 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 of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Tai-I International Holdings Limited
Huang Cheng-Roang
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 596,158,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 59,615,800 Shares, representing 10% of the issued share capital as at the date of AGM.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and the Articles and the laws of the Cayman Islands. Such repurchases may only be effected out of the capital paid up on the repurchase shares or out of the funds of the company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. Any premium payable on a repurchase over the par value of the shares to be repurchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

As compared with the financial position of the Company as at 31 December 2008 (being the date to which the latest audited financial statements of the Company have been made up), the Board does not propose to exercise the Repurchase Mandate nor does it consider that there would be any material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be exercised in full during the proposed repurchase period.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2008 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:-

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
April	1.060	0.900
May	1.040	0.870
June	0.900	0.770
July	0.750	0.570
August	0.680	0.540
September	0.680	0.465
October	0.600	0.270
November	0.355	0.250
December	0.350	0.270
2009		
January	0.350	0.270
February	0.340	0.208
March	0.213	0.180
April (up to the Latest Practicable Date)	0.260	0.191

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the Articles.

8. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, 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, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the Company has no controlling Shareholder (as defined in the Listing Rules). The single largest shareholder of the Company is Tai-I International (BVI) Limited ("Tai-I (BVI)"). Tai-I (BVI) holds 229,905,000 Shares (representing approximately 38.56% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Tai-I (BVI) would be increased from 38.56% to approximately 42.85% of the issued share capital of the Company. As a result, Tai-I (BVI) may be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no present intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered.

10. SHARE REPURCHASE MADE BY THE COMPANY

Save as disclosed below, no purchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date:

Month/Year	Number of Shares repurchased	Purchase price per Share		Aggregate purchase consideration <i>HK\$</i>
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>	
September 2008	2,318,000	0.600	0.550	1,376,280.00
October 2008	1,042,000	0.590	0.330	553,850.00
November 2008	22,000	0.340	0.290	7,160.00
March 2009	460,000	0.196	0.185	88,302.00
Total	<u>3,842,000</u>			<u>2,025,592.00</u>

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following set out the details of Mr. Huang Cheng-Roang, Mr. Kang Jung-Pao and Mr. Cheng Yang-Yi, the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Article 87 of the Articles.

Mr. Huang Cheng-Roang, (黃正朗), aged 49, executive Director

Mr. Huang Cheng-Roang was appointed as the Chairman of the Company and an executive Director since 31 August 2006. Mr. Huang graduated from the Tunghai University and Jinan University with a bachelor's degree in law and a master degree in Business Administration respectively. He is also a research student of the Corporate Management Department of Jinan University. He worked in the legal field in the early years of his career. He worked in the internal legal department of Tai-I Electric Wire & Cable Co., Ltd. (台一國際股份有限公司) ("Taiwan Tai-I") from 1995 to 1997. He joined the Group in 1997. Mr. Huang is a director and the head of the Strategic Planning Unit of both Tai-I Jiang Corp. (Guangzhou) Co., Ltd. (台一江銅(廣州)有限公司) ("Tai-I Jiang Corp") and Tai-I Copper (Guangzhou) Co., Ltd. (台一銅業(廣州)有限公司) ("Tai-I Copper"). Mr. Huang did not hold any directorship in other listed public companies in the past three years.

Mr. Huang entered into a service contract with the Company for an initial term of three years commencing on 11 January 2007 which shall be terminated in accordance with the provisions of the service contract or by either party giving to the other not less than three months' prior notice in writing. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Huang is entitled to an annual director's fee of RMB17,000. He is also entitled to a discretionary bonus provided that the total amount of bonus together with the total salary and benefits paid to all executive Directors in each year ending 31 December shall not exceed 2% of the audited consolidated net profit before non-recurring and extraordinary items of the Group for the relevant year (and before deducting such discretionary bonus, salary and benefits).

Mr. Huang does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor has any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Kang Jung-Pao (康榮寶), aged 56, independent non-executive Director

Mr. Kang Jung-Pao was appointed as an independent non-executive Director of the Company on 12 December 2006. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Kang graduated from Leonard N. Stern School of Business of the New York University with a degree of Doctor of Philosophy. He joined the Group in 2006. Mr. Kang is experienced in accounting and finance as he took up important positions in various financial organisations and listed companies in Taiwan before. He is an independent director of Shun On Electronic Co., Ltd., a GTSM (OTC) listed company in Taiwan and Go-In Engineering Co., Ltd., an emerging stock company in Taiwan. He is also an independent supervisor of Simple Technology Co., Ltd., a GTSM (OTC) listed company in Taiwan and Monterey International

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Corp., a public company in Taiwan and a supervisor of Gintech Energy Corporation, a public company in Taiwan. Save as aforesaid, Mr. Kang did not hold any directorship in other listed public companies in the past three years.

Mr. Kang entered into a service contract with the Company for a term of two years commencing on 11 January 2007 which shall be terminated in accordance with the provisions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. He is subject to retirement by rotation at least once in every three years and in accordance with the Articles. Mr. Kang is entitled to an annual director's fee of RMB212,000.

Mr. Kang does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor has any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheng Yang-Yi (鄭洋一), aged 66, independent non-executive Director

Mr. Cheng Yang-Yi was appointed as an independent non-executive Director of the Company on 12 December 2006. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Cheng graduated from the Taiwan University and the Meijo University (名城大學) with a bachelor's degree and a doctoral degree in law respectively. He is a qualified lawyer in Taiwan and had been a professor in the law department of Fu Jen University and the Chinese Culture University. He joined the Group in 2006. Mr. Cheng is currently an independent director of each of Key Mouse Electronic Enterprise Co., Ltd, an emerging stock company, and Top High Image Corp., a GTSM (OTC) listed company in Taiwan. Save as aforesaid, Mr. Cheng did not hold any directorship in other listed public companies in the past three years.

Mr. Cheng entered into a service contract with the Company for a term of two years commencing on 11 January 2007 which shall be terminated in accordance with the provisions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Cheng is entitled to an annual director's fee of RMB212,000.

Mr. Cheng does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company nor has any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT an Annual General Meeting of Tai-I International Holdings Limited (the “Company”) will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 2 June 2009 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended 31 December 2008.
2. To re-elect the retiring Directors and to authorize the board of Directors (the “Board”) of the Company to fix their remuneration.
3. To re-appoint auditors for the ensuing year and to authorize the Board to fix their remuneration.
4. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by 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

NOTICE OF ANNUAL GENERAL MEETING

in accordance with the articles of association 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 articles of association 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 recognized regulatory body or any stock exchange).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period 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 recognized 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 articles of association 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.
6. “**THAT** conditional upon the passing of ordinary resolution nos. 4 and 5 above, 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. 5 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. 4.”

By Order of the Board
Tai-I International Holdings Limited
Huang Cheng-Roang
Chairman

Hong Kong, 29 April 2009

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company, but must be present in person to represent the member.
2. A form of proxy for use at the above Meeting is enclosed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. 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 thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should they so wish.
5. With respect to resolution no.2 of this notice, Mr. Huang Cheng-Roang, Mr. Kang Jung-Pao and Mr. Cheng Yang-Yi shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 29 April 2009.
6. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Huang Cheng-Roang (Chairman), Mr. Lin Chi-Ta (Chief Executive Officer), Mr. Huang Kuo-Feng and Mr. Du Chi-Ting, and five independent non-executive Directors, namely Mr. Kang Jung-Pao, Mr. Cheng Yang-Yi, Mr. Tsay Yang-Tzong, Mr. Yan Minghe and Mr. Atsushi Kanayama.