

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “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, 8 February 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (i) the agreement (the “**Agreement**”) dated 8 November 2010 entered into between the Company, Tai-I International (BVI) Limited (“**Tai-I BVI**”), Mr. Hsu Shou-Hsin, Affluent Start Holdings Investment Limited (“**Affluent Start**”) and Mr. King Pak Fu in relation to, inter alia, the acquisition by Affluent Start of 195,487,000 shares of the Company (the “**Sale Shares**”) from Tai-I BVI at a cash consideration of HK\$0.3925 per Sale Share and the subscription by Affluent Start of 210,000,000 new shares of the Company (the “**Subscription Shares**”) at a cash consideration of HK\$0.06 per Subscription Share upon and subject to the terms and conditions contained therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) subject to and conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the issue and allotment of the Subscription Shares to Affluent Start pursuant to the terms and conditions of the Agreement be and is hereby approved; and
- (iii) the directors of the Company (the “**Directors**”) be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to carry into effect or to give effect to the Agreement (a copy of which is produced to the Meeting marked “A” for the purpose of identification) and the transactions contemplated thereunder;

**AND THAT**, subject to completion of the Agreement,

(iv) the termination agreement dated 23 December 2010 entered into between the Company and Tai-I Electric Wire & Cable Co., Ltd. (“**Taiwan Tai-I**”) to terminate the framework agreement dated 16 April 2009 entered into between the Company and Taiwan Tai-I with respect to the purchase of a variety of high voltage power wires and cables by the Company from Taiwan Tai-I and/or the party designated by Taiwan Tai-I as supplier (details of such framework agreement were disclosed in the announcement of the Company dated 20 April 2009) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to carry into effect or to give effect to the aforesaid termination agreement (a copy of which is produced to the Meeting marked “B” for the purpose of identification) and the transactions contemplated thereunder;

**AND THAT**, subject to the obtaining any third-party consents or approvals, including all regulatory consents, required to the give effect to the reorganisation of the Company and its subsidiaries (the “**Group**”), the reorganisation of the Group in the following manner (the “**Group Restructuring**”) be and is hereby approved, confirmed and ratified:-

(v) the Company is to transfer its entire interests in Tai-I Copper (BVI) Limited and United Development International Limited (being the companies through which the Company holds its entire interest in bare copper wires and magnetic wire business) and in the Domain Name (as defined in the circular dated 18 January 2011 (the “**Circular**”) of which this notice forms part), free from all encumbrances and third party rights, to Tai-I International (Bermuda) Limited (the “**Privateco**”), a wholly-owned subsidiary of the Company, prior to Completion (as defined in the Agreement);

(vi) the Company is to effect the Novation as explained and elaborated in the Circular whereby certain outstanding payment obligations owed by the Company to Tai-I Copper (BVI) Limited are to be transferred to the Privateco, resulting in that payment obligation be owed by the Privateco to Tai-I Copper (BVI) Limited;

(vii) in consideration of and in exchange for the said acquisition, the Privateco is to issue and allot such number of shares in the Privateco (the “**Privateco Shares**”) credited as fully paid to the Company so that the total number of the Privateco Shares in issue is equal to the number of shares of the Company (the “**Shares**”) in issue on the Record Date (as defined below);

(viii) the Directors be and are hereby authorised to apply the entire amount standing to the credit of the share premium account of the Company from time to time (the “**Share Premium Account**”) and the reserve accounts of the Company (the “**Share Premium and Reserve Application**”) for the implementation of the Distribution In Specie (as defined below); and

(ix) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable

or appropriate to carry into effect or to give effect to the Group Restructuring and the Share Premium and Reserve Application;

**AND THAT**, subject to the satisfaction of the conditions to the Distribution In Specie, including completion of the formation of the Privateco and the Group Restructuring to form the Privateco and its subsidiaries, the passing of an ordinary resolution in general meeting to approve the Share Premium and Reserve Application and the Distribution In Specie, and completion of the Agreement as explained and elaborated in the Circular, the distribution in specie in the following manner (the “**Distribution In Specie**”) be and is hereby approved:-

- (x) subject to (xi) below, the Privateco Shares of HK\$0.01 each held by the Company will be distributed to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company as at the close of business of a record date (the “**Record Date**”) as determined by the Directors, which shall be a date falling before the date of Completion, on a one-for-one basis (i.e. one Privateco Share for one Share held by such Shareholders) by a distribution from the Share Premium Account and the reserve accounts of the Company and the amount to be distributed will be equivalent to the carrying value of the Privateco and its subsidiaries, it being noted that the Directors have determined that the Company will be able to pay its debts as they fall due in the ordinary course of its business immediately following the date on which the Distribution In Specie is implemented;
- (xi) for those overseas shareholders of the Company whose names appear on the register of members of the Company as at the close of business of the Record Date but to whom the Directors, based on enquiries made with its lawyers, considers it necessary or expedient not to offer the Privateco Shares to them under the Distribution in Specie, a trustee in Hong Kong be authorised by the Directors to hold such Privateco Shares on trust for such overseas Shareholders and to sell such Privateco Shares at his absolute discretion for the benefits and accounts of such overseas Shareholders; and
- (xii) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to carry into effect or to give effect to the foregoing.”

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

Hong Kong, 18 January 2011

<i>Registered office:</i>	<i>Principal place of business in Hong Kong:</i>	<i>Principal place of business in the PRC:</i>
Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	Room 1502, 15th Floor The Chinese Bank Building 61-65 Des Voeux Road Central Hong Kong	No. 77 Dongpeng Avenue Eastern District of Guangzhou Economic and Technological Development Zone Guangzhou Guangdong Province The PRC

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not be a member of the Company.
2. The register of members of the Company will be closed from Wednesday, 2 February 2011 to Tuesday, 8 February 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the Meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 1 February 2011.
3. A proxy form of the Meeting is enclosed. If the appointer is a corporation, the proxy form must be made under its common seal or under the hand of an officer or attorney duly authorized on its behalf.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
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 thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. As at the date of this announcement, 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.