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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Tai-I International Holdings Limited to 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 is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

27 April 2007

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## DEFINITIONS

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*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 held at 9:30 a.m on Tuesday, 22 May 2007 39th Floor, Atrium Room, Island Shangri-La, Pacific Place, Supreme Court Road, Hong Kong
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company adopted pursuant to written resolutions of the Shareholders passed on 18 December 2006
“associate”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	Tai-I International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected person”	has the same meaning as defined in the Listing Rules
“Director(s)”	the 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 and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 13 in the AGM notice
“Latest Practicable Date”	25 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no.14 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of (a) Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
%	Per cent

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LETTER FROM THE BOARD

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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**

*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

*Registered office:*

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

*Principal Place of business  
in Hong Kong:*

Suite 6405  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

27 April 2007

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the re-election of Directors; (ii) set out an explanatory statement regarding the Repurchase Mandate; and (iii) give you notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

At the AGM, Mr. Huang Cheng-Roang (alias Vincent Huang), 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. Atsushi Kanayama will retire in accordance with Articles 87(1) and (2). Mr. Huang Cheng-Roang (alias Vincent Huang), 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. Atsushi Kanayama are eligible and will offer themselves for re-election. The particulars of these directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 9:30a.m. on Tuesday, 22 May 2007 39th Floor, Atrium Room, Island Shangri-La, Pacific Place, Supreme Court Road, Hong Kong is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. 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 you so wish.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice. The Directors also recommend that the Shareholders vote in favour of the relevant resolutions for re-election of Directors.

Your attention is also drawn to the additional information set out in the Appendix I and Appendix II to this circular.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of the Company 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 2006 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the repurchase proposal to repurchase a maximum of 60,000,000 Shares.

### **4. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions



and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles of the Company.

## **6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a purchase of Shares, a shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert, depending on the level of increase in the interest of the shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of such increase. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Tai-I International (BVI) Limited ("Tai-I (BVI)") held 229,905,000 Shares, representing approximately 38.32% of the issued share capital of the Company.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and on the assumption that no further shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the shareholding interest of Tai-I (BVI) would increase to approximately 42.58% of the issued share capital of the Company. In the event of such increase, Tai-I (BVI), together with its associates, would, in the absence of a waiver from the Securities and Futures Commission, be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholder or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

## **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company since the day the Shares commenced trading on the Stock Exchange on 11 January 2007 and ending on the Latest Practicable Date.

**9. SHARE PRICE**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous four months since the day the Shares commenced trading on the Stock Exchange on 11 January 2007 and up till the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2007</b>		
January	1.76	1.47
February	1.49	1.30
March	1.40	1.05
April (up to and including the Latest Practicable Date)	1.35	1.16

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed by the Listing Rules are set out below:

### Executive Directors

**Mr. Huang Cheng-Roang** (alias Vincent Huang), aged 47, is the Chairman of the Company and an executive Director. Mr. Huang graduated from the Tunghai University with a bachelor's degree in law. He is currently taking a master degree in Business Administration at Jinan University and he is also a research student there. He worked in the legal field in the early years of his career. He worked in the internal legal department of Taiwan Tai-I from 1995 to 1997. He joined the Group in 1997. Mr. Huang is the head of the Strategic Planning Unit of both Tai-I Jiang Corp and Tai-I Copper. He was appointed as an executive Director on 31 August 2006. He does not and has not, in the past three years, held directorships in listed companies.

Mr. Huang does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

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. Mr. Huang is entitled to an annual salary of RMB180,000. 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).

Save as disclosed above, there is no other information relating to Mr. Huang that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Huang that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Lin Chi-Ta**, aged 50, is an executive Director and the Chief Executive Office of the Company. Mr. Lin graduated from the Southern Taiwan University of Technology specialising in Industrial Management. Mr. Lin had worked in ceramic products manufacturing factories before he joined Taiwan Tai-I in 1990. Mr. Lin was the head of the Yangmei Factory of Taiwan Tai-I, a factory principally engaged in the bare copper wire production, from 1990 to 1998. He joined the Group in responsible for overseeing the production division of the Group. He was appointed as an executive Director on 20 April 2006. He does not and has not, in the past three years, held directorships in listed companies.

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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Mr. Lin does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lin 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. Mr. Lin is entitled to an annual salary of RMB248,000. 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).

Save as disclosed above, there is no other information relating to Mr. Lin that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Lin that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Huang Kuo-Feng**, aged 33, is an executive Director. Mr. Huang graduated from the National Taipei College of Business specialising in Finance and Taxation. He worked in the Accounting Department of Taiwan Tai-I from 1997-1999. He then joined the Group in 1999 and worked in the Finance Department of Tai-I Jiang Corp. In 2003, Mr. Huang was promoted to the Manager of the Assets Management Team of the Finance Department of Tai-I Jiang Corp. He is also the Assistant Manager of the Strategic Planning Unit of Tai-I Copper. He was appointed as an executive Director on 31 August 2006. He does not and has not, in the past three years, held directorships in listed companies.

Mr. Huang does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

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. Mr. Huang is entitled to an annual salary of RMB144,000. 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).

Save as disclosed above, there is no other information relating to Mr. Huang that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Huang that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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**Mr. Du Chi-Ting**, aged 54, is an executive Director. Mr. Du graduated from the Chungyu Institute of Technology specialising in Corporate Management. Before joining the Group in 2003, Mr. Du had worked in Taiwan Tai-I for over 25 years and gained extensive experience in production, domestic sales and marketing of cable and wire. Mr. Du. is the Executive Assistant General Manager and the head of the Management Department of both Tai-I Jiang Corp and Tai-I Copper. He was appointed as an executive Director on 31 August 2006. He does not and has not, in the past three years, held directorships in listed companies.

Mr. Du does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Du 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. Mr. Du is entitled to an annual salary of RMB180,000. 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).

Save as disclosed above, there is no other information relating to Mr. Du that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Huang that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

### **Independent non-executive Directors**

**Mr. Kang Jung-Pao**, aged 54, is an independent non-executive Director. 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 Corp., a public company in Taiwan and a supervisor of Gintech Energy Corporation, a public company in Taiwan. He was appointed as an independent non-executive Director on 12 December 2006. Save as disclosed above, he does not and has not, in the past three years, held directorships in listed companies.

Mr. Kang does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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Mr. Kang was appointed as an independent non-executive Director for an initial term of two years commencing on 11 January 2007 with an annual fee of HK\$240,000. Such appointment 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.

Save as disclosed above, there is no other information relating to Mr. Kang that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Kang that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Cheng Yang-Yi**, aged 64, is an independent non-executive Director. Mr. Cheng graduated from the National Taiwan University and the Meijo University 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. He was appointed as an independent non-executive Director on 12 December 2006. Save as disclosed above, he does not and has not, in the past three years, held directorships in listed companies.

Mr. Cheng does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Cheng was appointed as an independent non-executive Director for an initial term of two years commencing on 11 January 2007 with an annual fee of HK\$240,000. Such appointment 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.

Save as disclosed above, there is no other information relating to Mr. Cheng that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Cheng that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Tsay Yang-Tzong**, aged 53, is an independent non-executive Director. Mr. Tsay graduated from the National Taiwan University and the National Cheng-Chi University with a bachelor's degree in Business Administration and a master degree in commerce respectively. He also obtained a degree of Doctor of Philosophy from the University of Maryland. He has been a professor of the department of accounting in the National Taiwan University since 1993 and was the chairman of such department from 1997 to 2000. Mr. Tsay had also been a visiting scholar at the University of Toronto and the Tohoku University in Japan. He is a qualified government accountant and auditor in Taiwan, a Certified Public Accountant in Taiwan and a Certified Internal Auditor in the US. He joined the Group in 2006. Mr. Tsay is a director of Bank of Taiwan, an independent director of a supervisor of Taiwan Tobacco and Liquor Corporation and Chinese Television System Corp., all being public companies in Taiwan, a supervisor of Chang Hwa Commercial Bank Ltd. and an independent supervisor of Cyberlink Co., both being listed companies in Taiwan, an

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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independent supervisor of Speed Tech Corp. and Shin Zu Shing Co., Ltd., all being GTSM (OTC) listed companies in Taiwan and an independent director of Kingpak Technology Inc., an emerging stock company in Taiwan. Mr. Tsay was an independent non-executive director of Asia Pacific Wire and Cable Corporation Limited, a company quoted on the Pink Sheets and engaged in the cable and wire industry, from March 2005 to June 2006. He was appointed as an independent non-executive Director on 12 December 2006. Save as disclosed above, he does not and has not, in the past three years, held directorships in listed companies.

Mr. Tsay does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tsay was appointed as an independent non-executive Director for an initial term of two years commencing on 11 January 2007 with an annual fee of HK\$240,000. Such appointment 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.

Save as disclosed above, there is no other information relating to Mr. Tsay that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Tsay that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Yan Minghe**, aged 79, is an independent non-executive Director. Mr. Yan graduated from Wuhan University majoring in Electrical Engineering and has been a power production technology senior engineer in the PRC since 1990. He worked in the Guangdong Power Bureau from 1952 to 1994. He was the vice president of the Guangdong Power Bureau before his retirement. He is experienced in domestic and international power and cable technologies. He joined the Group in 2006. Currently, he is the Honourable Officer of the Gas Turbine Power Generation Special Committee in the PRC and the Guangdong Society for Electrical Engineering. He is also the consultant to China Huaneng Group which is a central-government-administered stateowned enterprise. The major businesses of China Huaneng Group include, but not limited to, the investment, construction, operation and management of power generation assets and the production and sale of power and heat; and the investment, construction and operation of business in information technology, transportation, renewable energy, environment protection, trade and fuel. He was appointed as an independent non-executive Director on 12 December 2006. He does not and has not, in the past three years, held directorships in listed companies.

Mr. Yan does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

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## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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Mr. Yan was appointed as an independent non-executive Director for an initial term of two years commencing on 11 January 2007 with an annual fee of HK\$240,000. Such appointment 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.

Save as disclosed above, there is no other information relating to Mr. Yan that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Yan that can be disclosed pursuant to any of the requirements of Rule 13.51(2).

**Mr. Atsushi Kanayama**, aged 48, is an independent non-executive Director. Mr. Atsushi obtained a bachelor's degree in Veterinary Medicine from Kitasato University in Japan and a Certificate in Chinese language from Zhengzhou University in the PRC. He worked in Mitsubishi Cable Industries, Ltd., a listed company in Japan principally engaged in the wire and cable and wiring system business and Dai 1 Denko Co., Ltd., both being companies in the cable and wire industry, from 1988 to 1998. Since 1999, he has been working in Akashi Seisen Co., Ltd., a Japanese company principally engaged in the manufacture of copper wire. He is currently the manager of the manufacturing department of Akashi Seisen Co., Ltd.. Mr. Kanayama has gained extensive experiences in the management and production technology of bare copper wire and the business planning and sales management of magnet wire through his years working in the cable and wire industry. He joined the Group in 2006. He was appointed as an independent non-executive Director on 12 December 2006. Save as disclosed above, he does not and has not, in the past three years, held directorships in listed companies.

Mr. Kanayama does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Kanayama was appointed as an independent non-executive Director for an initial term of two years commencing on 11 January 2007 with an annual fee of HK\$240,000. Such appointment 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.

Save as disclosed above, there is no other information relating to Mr. Kanayama that can be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules and there is no other information relating to Mr. Kanayama that can be disclosed pursuant to any of the requirements of Rule 13.51(2).



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## NOTICE OF ANNUAL GENERAL MEETING

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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**

**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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.