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**INTERNATIONAL**

**VEDAN INTERNATIONAL (HOLDINGS) LIMITED**

**味丹國際（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2317)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of Vedan International (Holdings) Limited will be held at Alexandra Room, 2/F, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on 22 June 2009 (Monday) at 3:00 p.m. for the purpose of transacting the following business:

As ordinary business:

- (1) To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2008.
- (2) To re-elect retiring Directors
  - (a) Mr. Yang, Tou-Hsiung
  - (b) Mr. Yang, Cheng
  - (c) Mr. Chao, Pei-Hong.
- (3) To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration.

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

## **ORDINARY RESOLUTIONS**

(4) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares (“**Shares**”) in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution (4), and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution (4), “**Relevant Period**” means the period from the passing of this Resolution (4) until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the revocation or variation of the authority given under this Resolution (4) by ordinary resolution of shareholders of the Company in general meeting.”

(5) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) any executive or employee share option or incentive scheme, or (ii) a Rights Issue, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution (5); plus
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (5) (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution (5)),

and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution (5):

**“Relevant Period”** means the period from the passing of this Resolution (5) until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company;
- (bb) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (cc) the revocation or variation of the approval given under this Resolution by ordinary resolution of shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Company or by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (6) “**THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional Shares pursuant to Resolution (5) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution (4) above, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution (6).”
- (7) “**THAT:**
- (a) the sales agreement dated 23 December 2008 entered into between the Company and 味丹企業股份有限公司 (Vedan Enterprise Corporation\*) (“**Taiwan Vedan**”) in respect of the sales of GA, MSG and cassava starch-based industrial products manufactured by the Company and its subsidiaries to Taiwan Vedan and its subsidiaries (“**Taiwan Sales Agreement**”) as supplemented by the supplemental sales agreement dated 29 April 2009 entered into between the Company and Taiwan Vedan (“**Supplemental Taiwan Sales Agreement**”) (copies of which have been produced to the meeting and marked “A” and “B” and initialed by the chairman of the meeting for the purpose of identification), the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
  - (b) the revised annual caps for the transactions contemplated under the Taiwan Sales Agreement as supplemented by the Supplemental Taiwan Sales Agreement for the three financial years ending 31 December 2009, 2010 and 2011, being US\$4,000,000, US\$4,800,000 and US\$4,800,000 (equivalent to approximately HK\$31,000,000, HK\$37,200,000 and HK\$37,200,000, respectively) (“**Revised Caps**”), respectively, be and are hereby approved, confirmed and ratified; and

- (c) any one Director of the Company, or any two Directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do or take all such actions or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Taiwan Sales Agreement as supplemented by the Supplemental Taiwan Sales Agreement.”

By Order of the Board

**Lo Chi Man**

*Company Secretary*

Hong Kong, 20 May 2009

*Principal place of business in Hong Kong:*

Suite 3706, 37th Floor

Shun Tak Centre, West Tower

200 Connaught Road Central

Hong Kong

*Notes:*

1. A form of proxy for use at the Annual General Meeting is enclosed.
2. Any member of the Company entitled to attend and vote at a meeting convened by the above notice is 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. A proxy need not be a member of the Company.
3. In order 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 of that power of attorney or authority, must be deposited with the Company's principal place of business in Hong Kong at Suite 3706, 37th Floor, Shun Tak Centre, West Tower, 200 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the annual general meeting or adjourned meeting.
4. In the case of joint holders of any Share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general 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 in respect of the joint holding.

As at the date of this announcement, the Board comprises the following members:–

*Executive Directors:–*

YANG, Tou-Hsiung

YANG, Cheng

YANG, Kun-Hsiang

YANG, Chen-Wen

*Non-executive Directors:–*

HUANG, Ching-Jung

CHOU, Szu-Cheng

*Independent non-executive Directors:–*

CHAO, Pei-Hong

KO, Jim-Chen

CHEN, Joen-Ray

\* *For identification purpose only*



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**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING  
to be held at Alexandra Room, 2/F, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong  
on Monday, 22 June 2009 at 3:00 p.m.**

I/We, (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_ shares of US\$0.01 each in the capital of  
Vedan International (Holdings) Limited (the "Company"), hereby appoint (note 3) \_\_\_\_\_ of  
\_\_\_\_\_ or (note 4) the  
Chairman of the Meeting as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("Meeting") to be held at Alexandra  
Room, 2/F, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on Monday, 22 June 2009 at 3:00 p.m. and at any adjournment thereof for the  
purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at such Meeting (or at any adjournment  
thereof) to vote on my/our behalf as indicated below.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf (note 5).

		FOR	AGAINST
(1)	To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2008		
(2)	To re-elect retiring Directors		
	(a) Mr. Yang, Tou-Hsiung		
	(b) Mr. Yang, Cheng		
	(c) Mr. Chao, Pei-Hong		
(3)	To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration		
(4)	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company		
(5)	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the issued share capital of the Company		
(6)	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by an amount not exceeding the nominal amount of shares repurchased by the Company		
(7)	To approve, confirm and ratify the Taiwan Sales Agreement (as defined in the circular of the Company dated 20 May 2009 (the "Circular") as supplemented by the Supplemental Taiwan Sales Agreement (as defined in the Circular) and the transactions contemplated thereunder, to approve the Revised Caps (as defined in the Circular) for the three financial years ending 31 December 2009, 2010 and 2011, and to authorise Director(s) to execute all such other documents and to do or take all such actions or things deemed to be incidental to, ancillary to or in connection with the Taiwan Sales Agreement as supplemented by the Supplemental Taiwan Sales Agreement		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2009. Shareholder's Signature \_\_\_\_\_ (note 6)

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) and to which this form of proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member of the Company entitled to attend and vote at the Meeting is 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. A proxy need not be a member of the Company.
- If any proxy other than the Chairman of the Meeting is desired, you must delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorised.
- In order 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 of that power of attorney or authority, must be deposited with the Company's principal place of business in Hong Kong, at Suite 3706, 37th Floor, Shun Tak Centre, West Tower, 200 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or adjourned Meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, this form of proxy shall be deemed to be revoked.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the 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 the Company in respect of the joint holding.