

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



VEDAN INTERNATIONAL (HOLDINGS) LIMITED

味丹國際（控股）有限公司

(Incorporated under the laws of 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 Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, WanChai, Hong Kong on 24 May 2011 (Tuesday) at 3:00 p.m. for the purpose of transacting the following business:

As ordinary business:

- (1) To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2010.
- (2) To consider and declare a final dividend of 0.240 US cents per Share for the year ended 31 December 2010.
- (3) To re-elect retiring Directors
 - (a) Mr. Huang, Ching-Jung
 - (b) Mr. Ko, Jim-Chen
 - (c) Mr. Chen Joen-Ray.

- (4) 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

- (5) **“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 (5), and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution (5), **“Relevant Period”** means the period from the passing of this Resolution (5) 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 (5) by ordinary resolution of shareholders of the Company in general meeting.”

(6) **“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 (6); 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 (6) (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 (6)),

and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution (6):

“**Relevant Period**” means the period from the passing of this Resolution (6) 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).”

- (7) “**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 (6) 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 (5) 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 (7).”

By Order of the Board
Lo Chi Man
Company Secretary

Hong Kong, 15 April 2011

Principal place of business in Hong Kong:

Suite 3706, 37th Floor
Shun Tak Centre, West Tower
200 Connaught Road Central
Hong Kong

Notes:

1. 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.
2. 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.
3. 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.
4. The register of members will be closed from Tuesday, 31 May 2011 to Friday, 3 June 2011, both dates inclusive, during which period no transfer of Shares can be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2011.

As at the date of this notice, our Board comprises of the following Directors:–

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



VEDAN INTERNATIONAL (HOLDINGS) LIMITED
味丹國際（控股）有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 2317)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING
to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, WanChai, Hong Kong
on Tuesday, 24 May 2011 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
Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, WanChai, Hong Kong on Tuesday, 24 May 2011 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 consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2010		
(2)	To consider and declare a final dividend of 0.240 US cents per Share for the year ended 31 December 2010		
(3)	To re-elect retiring Directors		
	(a) Mr. Huang, Ching-Jung		
	(b) Mr. Ko, Jim-Chen		
	(c) Mr. Chen Joen-Ray		
(4)	To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration		
(5)	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		
(6)	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		
(7)	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		

Dated the _____ day of _____, 2011. 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 INITIALED 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.