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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 **VEDAN INTERNATIONAL (HOLDINGS) LIMITED**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or the transferee(s).

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

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The logo for VEDAN INTERNATIONAL, featuring the word "VEDAN" in a bold, black, sans-serif font. The letter "V" is stylized with a white circle inside its upper loop. The letter "D" is also stylized with a white circle inside its upper loop. The letter "A" is a simple sans-serif "A". The letter "N" is a simple sans-serif "N".

*INTERNATIONAL*

**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)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AMENDMENTS TO ARTICLES OF ASSOCIATION  
ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at the Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Tuesday, 22 May 2012 at 3:00 p.m. is set out on pages 16 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it 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 to the Company's principal place of business in Hong Kong, at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vedaninternational.com](http://www.vedaninternational.com)). Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the annual general meeting if you so wish and in such event, the form of proxy will be deemed to be revoked.

19 April 2012

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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” or “Annual General Meeting”	the annual general meeting of the Company to be held at the Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Tuesday, 22 May 2012 at 3:00 p.m., or any adjournment thereof;
“Amended and Restated Articles of Association”	the amended and restated Articles of Association which incorporates and consolidates all the proposed amendments referred to in special resolution number (8) set out in the notice of the AGM in this document and all previous amendments to the Articles of Association made pursuant to resolutions passed by the members of the Company at general meeting;
“Articles of Association”	the articles of association of the Company;
“associate(s) “	has the meaning ascribed thereto under the Listing Rules;
“Billion Power”	Billion Power Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Taiwan Vedan, which holds 460,237,609 Shares as at the Latest Practicable Date;
“Board”	the board of Directors;
“Company”	Vedan International (Holdings) Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“Concord Worldwide”	Concord Worldwide Holdings Ltd., a company incorporated in the British Virgin Islands and beneficially owned by Messrs. Yang, Kun-Chou, Yang, Kun-Hsiang, Yang, Yung-Huang and Yang, Yung-Jen as to 26.7 per cent., 26.7 per cent., 26.7 per cent., and 19.9 per cent., respectively, all of whom together with Concord Worldwide Holdings Ltd., are members of the Yang Family. It directly holds 127,297,646 Shares as at the Latest Practicable Date;

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## DEFINITIONS

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“connected person”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“High Capital”	High Capital Investments Limited, a company incorporated in the British Virgin Islands and beneficially owned by Messrs. Yang, Chen-Wen, Yang, Tung, Yang, Wen-Hu, Ms. Yang, Wen-Yin, Ms. Yang, Shu-Hui and Ms. Yang, Shu-Mei as to 26.33 per cent., 26.33 per cent., 26.33 per cent., 7 per cent., 7 per cent., and 7 per cent., respectively, all of whom, together with High Capital Investments Limited, are members of the Yang Family. It directly holds 127,297,646 Shares as at the Latest Practicable Date;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“King International”	King International Limited, a company incorporated in the British Virgin Islands and beneficially owned by Messrs. Yang, Tou-Hsiung and Yang, Cheng as to 65 per cent. and 35 per cent., respectively, all of whom, together with King International Limited, are members of the Yang Family. It directly holds 169,730,196 Shares as at the Latest Practicable Date;
“Latest Practicable Date”	13 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange;

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## DEFINITIONS

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“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	share(s) of US\$0.01 per share in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Taiwan Vedan”	味丹企業股份有限公司 (Vedan Enterprise Corporation*) (formerly known as 味丹工業股份有限公司 (Vedan Industrial Corporation*) and 味正食品工業股份有限公司 (Ve Cheng Food Industry Corporation*)), a company incorporated in Taiwan and ultimately owned by the Yang Family;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share, Repurchases issued by the Securities and Futures Commission;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“Yang Family”	Messrs. Yang, Tou-Hsiung, Yang, Cheng, Yang, Yung-Huang, Yang, Kun-Hsiang, Yang, Kun-Chou, Yang, Yung-Jen, Yang, Chen-Wen, Yang, Wen-Hu, Yang, Tung, Ms. Yang, Wen-Yin, Ms. Yang, Shu-Hui and Ms. Yang, Shu-Mei and their respective associates, King International, Concord Worldwide, High Capital, Taiwan Vedan, 東海醱酵工業股份有限公司 (Tung Hai Fermentation Industrial Co., Ltd.*) and Billion Power.

\* For identification purpose only

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LETTER FROM THE BOARD

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INTERNATIONAL

**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)**

*Executive Directors:*

Mr. Yang, Tou-Hsiung  
Mr. Yang, Cheng  
Mr. Yang, Kun-Hsiang  
Mr. Yang, Chen-Wen  
Mr. Yang, Kun-Chou

*Non-executive Directors:*

Mr. Huang, Ching-Jung  
Mr. Chou, Szu-Cheng

*Independent Non-executive Directors:*

Mr. Chao, Pei-Hong  
Mr. Ko, Jim-Chen  
Mr. Chen, Joen-Ray

*Registered Office:*

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
British West Indies

*Principal place of business*

*in Hong Kong:*  
Level 28,  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

19 April 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AMENDMENTS TO ARTICLES OF ASSOCIATION  
ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for, amongst other things, (i) the adoption of the audited consolidated financial statements of the Company and the reports of the Directors and the auditors; (ii) the declaration of a final dividend; (iii) the re-election of retiring Directors; (iv) the re-appointment of the auditors; (v) the granting of the general mandates to repurchase and issue Shares to the Directors; (vi) the amendments to the Articles of Association; and (vii) the adoption of the Amended and Restated Articles of Association.

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## **LETTER FROM THE BOARD**

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### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS**

The annual report 2011 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2011 will be sent to the Shareholders before 20 April 2012. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

### **3. DECLARATION OF FINAL DIVIDEND**

The Board has recommended a final dividend of 0.311 US cents per Share for the year ended 31 December 2011 in cash and such final dividend will be paid on 15 June 2012 to the Shareholders registered on the register of members on 1 June 2012 (the record date). The register of members will be closed from Tuesday, 29 May 2012 to Friday, 1 June 2012, 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 registrar 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 Monday, 28 May 2012.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

According to Article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Furthermore, according to Article 86(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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Mr. Yang, Tou-Hsiung, Mr. Yang, Cheng, Mr. Chao, Pei-Hong and Mr. Yang, Kun-Chou will retire from office by rotation in accordance with Article 87 and Article 86(3) respectively of the Articles of Association in the forthcoming AGM of the Company.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **5. RE-APPOINTMENT OF AUDITORS**

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, PricewaterhouseCoopers be re-appointed as the auditors of the Company for the year of 2012.

### **6. GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES**

At the annual general meeting of the Company held on 24 May 2011, ordinary resolutions were passed, amongst other things, giving general mandates to the Directors (a) to repurchase the Shares on the Stock Exchange (or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for that purpose) of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at 24 May 2011; and (b) to allot, issue and deal with the Shares with an aggregate nominal value not exceeding the sum of (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at 24 May 2011, and (ii) (authorised by a separate ordinary resolution as required by the Listing Rules) the aggregate nominal amount of Shares repurchased by the Company.

Under the terms of the Articles of Association, the Listing Rules and/or any applicable laws, these general mandates will lapse at the conclusion of the annual general meeting of the Company for 2012 (i.e. the AGM), unless renewed at that meeting. Resolutions will be proposed at the AGM to approve the granting of general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange (or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for that purpose) of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution, namely, up to a maximum of 152,274,200 Shares on the basis that the issued share capital of the Company comprised 1,522,742,000 Shares as at the date of the AGM; and



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## LETTER FROM THE BOARD

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- (b) to allot, issue and deal with the Shares with an aggregate nominal value not exceeding the sum of (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution, namely, up to a maximum of 304,548,400 Shares on the basis that the issued share capital of the Company comprised 1,522,742,000 Shares as at the date of the AGM, and (ii) (authorised by a separate ordinary resolution as required by the Listing Rules) the aggregate nominal amount of Shares repurchased by the Company.

The general mandates will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions number (5) and (7) set out in the notice of the AGM. The explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed repurchase mandate is set out in Appendix I to this circular.

### **7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board proposes to amend the Articles of Association to align them with the relevant recent changes to the Listing Rules relating to, among other things, the constitutional documents of listed issuers and the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules.

Set out below is a summary explanation of the proposed amendments to the Articles of Association:

- |                                 |   |
|---------------------------------|---|
| Articles 103(1)(v), (2) and (3) | To be consistent with the provisions of the amended Rule 13.44 of the Listing Rules, being that the 5% threshold exemption for voting by a director on a resolution in which he has an interest has been removed. |
|---------------------------------|---|

Please refer to the special resolution number (8) set out in the notice of the AGM in this document for details of the proposed amendments to the Articles of Association.

### **8. ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board also proposes to adopt the Amended and Restated Articles of Association which incorporates and consolidates all the proposed amendments to the Articles of Association and all the previous amendments to the Articles of Association made pursuant to resolutions passed by the members of the Company at general meetings.

Please refer to the special resolution number (9) set out in the notice of AGM in this document for details of the adoption of the Amended and Restated Articles of Association.

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## LETTER FROM THE BOARD

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Copies of the Articles of Association and the Amended and Restated Articles of Association will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. (save for Saturdays, Sundays and public holiday(s)) at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong from the date of this circular up to the date of the AGM.

### 9. ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 16 to 21 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it 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 to the Company's principal place of business in Hong Kong, at Level 28, Three Pacific Place 1 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion of the form of proxy and its return to the Company will not preclude you from attending, and voting at, the AGM if you so wish and in such event, the form of proxy will be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 10. RECOMMENDATIONS

The Directors believe that the resolutions number (1) to (9) as set out in the notice of the AGM are all in the interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of all such resolutions to be proposed at the AGM.

### 11. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
**Yang, Kun-Hsiang**

*Executive Director and Chief Executive Officer*

*The following contains the particulars that are required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate for repurchase of Shares:*

- (a) The proposed general repurchase mandate will authorise the repurchase by the Company of up to 10 per cent. of the Shares in issue at the date of passing the resolution to approve the general repurchase mandate. As at the Latest Practicable Date, the number of Shares in issue was 1,522,742,000 Shares. On the basis of such figure (and assuming no new Shares will be issued or no Share will be repurchased after the Latest Practicable Date and up to the date of passing of such resolution), exercise in full of the general repurchase mandate would result in the repurchase by the Company of up to 152,274,200 Shares.
- (b) The Directors believe that the general authority from the Shareholders to enable repurchase of Shares is in the interests of the Company and the Shareholders. Such repurchases may, depending on the circumstances and the market conditions, lead to an increase in net assets and/or earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances and the market conditions then pertaining.
- (c) The funds required for any repurchase would be derived from the distributable profits of the Company legally available for such purpose in accordance with the Company's constitutive documents, the Listing Rules and the applicable laws of the Cayman Islands.
- (d) In the event that the general repurchase mandate were exercised in full at any time during the proposed repurchase period, there could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent audited accounts for the year ended 31 December 2011). However, the Directors do not propose to exercise the general 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 level which in the opinion of the Directors is from time to time appropriate for the Company.

- (e) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of the Directors of the Company who have a present intention, in the event that the general repurchase mandate is granted by the Shareholders, to sell Shares to the Company.
- (f) The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.
- (g) As at the Latest Practicable Date, to the best of the Directors' knowledge:
  - (i) King International, Concord Worldwide, High Capital, Yang, Tou-Hsiung, Yang Cheng, Yang, Kun-Chou, Yang, Kun-Hsiang, Yang, Yung-Huang, Yang, Yung-Jen, Yang, Chen-Wen, Yang, Tung, Yang, Wen-Hu, Yang, Wen-Yin, Yang, Shu-Hui, Yang, Shu-Mei, Taiwan Vedan and Billion Power were the controlling shareholders of the Company and together held an aggregate of approximately 58.09% of the issued share capital of the Company as at such date. On such basis, if the Directors exercise in full the repurchase mandate, then the aggregate percentage of shareholding of such controlling shareholders in the Company would increase to 64.54%, but such increase will not give rise to any obligation under Rule 26 of the Takeovers Code to make a mandatory offer.
  - (ii) Billion Power held an aggregate of approximately 30.22% of the issued share capital of the Company as at such date. On such basis, if the Directors exercise in full the repurchase mandate, then the aggregate percentage of such shareholding in the Company would increase to 33.58%. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. At present, the Directors do not intend to exercise the repurchase mandate to such extent as will give rise to such obligation.
- (h) No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

- (i) No connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell Shares to the Company in the event that the general repurchase mandate is granted by shareholders of the Company.
- (j) The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous twelve months (and April 2012 through to the Latest Practicable Date) are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April 2011	0.73	0.65
May 2011	0.66	0.62
June 2011	0.66	0.58
July 2011	0.64	0.56
August 2011	0.61	0.40
September 2011	0.55	0.45
October 2011	0.49	0.435
November 2011	0.49	0.43
December 2011	0.475	0.425
January 2012	0.495	0.4550
February 2012	0.51	0.46
March 2012	0.59	0.50
April 2012 (through to the Latest Practicable Date)	0.52	0.50

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

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*This appendix sets out the details of each of the Directors proposed to be re-elected at the Annual General Meeting pursuant to Rule 13.74 of the Listing Rules:*

**Mr. Yang, Tou-Hsiung**, aged 69, the Chairman and an executive Director of the Company. Mr. Yang, Tou-Hsiung graduated from Taichung Min Der Commercial Vocational High School. Mr. Yang, Tou-Hsiung has approximately 49 years' working experience in the MSG industry and is one of the founders of Taiwan Vedan. Mr. Yang, Tou-Hsiung is responsible for formulating the Group's overall corporate strategy. Mr. Yang, Tou-Hsiung is a director of Vedan (Vietnam) Enterprise Corporation Limited ("**Vietnam Vedan**"), an indirect wholly-owned subsidiary of the Company and a director of Billion Power and Taiwan Vedan. Mr. Yang, Tou-Hsiung indirectly holds approximately 19.77 per cent. interest in Taiwan Vedan. Mr. Yang, Tou-Hsiung is also a director and a shareholder of King International, a company which is beneficially owned by Mr. Yang, Tou-Hsiung as to 40 per cent. King International, Billion Power and Taiwan Vedan, together with various other parties, are the controlling shareholders of the Company. Mr. Yang, Tou-Hsiung is a member of the Yang Family. Mr. Yang, Tou-Hsiung is the elder brother of Mr. Yang, Cheng and the cousin of Mr. Yang Kun-Hsiang, Mr. Yang, Chen-Wen and Mr. Yang, Kun-Chou. Mr. Yang, Cheng, Mr. Yang Kun-Hsiang, Mr. Yang, Chen-Wen and Mr. Yang, Kun-Chou are executive Directors of the Company.

Mr. Yang, Tou-Hsiung has entered into a service agreement with the Company for a term of three years commencing on 27 June 2003 and thereafter shall continue from year to year until terminated by the giving of not less than three months' prior notice in writing thereof by either party to the other. In accordance with the service agreement, Mr. Yang, Tou-Hsiung is entitled to an annual remuneration of US\$280,000. After each completed year of service, the remuneration payable to Mr. Yang, Tou-Hsiung may, subject to the discretion of the Directors, be increased by not more than 15 per cent. He is also eligible to a discretionary bonus as the Board may determine, the amount of which is computed based on audited combined/consolidated profit after taxation and minority interests (and after the payment of such bonus) but before extraordinary items for the relevant year ("**Adjusted Profit**") of the Company and the specified percentage applicable to each level of the Adjusted Profit. Mr. Yang, Tou-Hsiung is also entitled to reimbursement of traveling expenses in the sum of US\$3,000 per quarter of each year of service. Mr. Yang, Tou-Hsiung was entitled to director's emoluments of US\$479,000 for the year ended 31 December 2011. The emoluments of Mr. Yang, Tou-Hsiung have been determined by the Company with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration for executives of similar position.

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

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Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. Yang, Tou-Hsiung was deemed to be interested in 169,730,196 Shares held by King International by reason that he was entitled to exercise or control the exercise of more than one-third of the voting power of King International. Mr. Yang, Tou-Hsiung had not been a director in any other listed public companies in the past three years. Save as disclosed above, Mr. Yang, Tou-Hsiung does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of the Company. Mr. Yang, Tou-Hsiung has not been and is not involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Yang, Tou-Hsiung as an executive Director of the Company.

**Mr. Yang, Cheng**, aged 57, an executive Director of the Company. Mr. Yang, Cheng had approximately 36 years' working experience in the MSG industry. Mr. Yang, Cheng is responsible for formulating the Group's business development strategy. Mr. Yang, Cheng is also a director of Vietnam Vedan, Billion Power and Taiwan Vedan. He indirectly holds approximately 9.89 per cent. interest in Taiwan Vedan. Mr. Yang, Cheng is also a director and a shareholder of King International, a company which is beneficially owned by Mr. Yang, Cheng as to 20 per cent. King International, Billion Power and Taiwan Vedan, together with various other parties, are the controlling shareholders of the Company. Mr. Yang, Cheng is a member of the Yang Family. Mr. Yang, Cheng is the younger brother of Mr. Yang, Tou-Hsiung and the cousin of Mr. Yang Kun-Hsiang, Mr. Yang, Chen-Wen and Mr. Yang, Kun-Chou. Mr. Yang, Tou-Hsiung, Mr. Yang Kun-Hsiang, Mr. Yang, Chen-Wen and Mr. Yang, Kun-Chou are executive Directors of the Company. Mr. Yang, Cheng is also a member of Taiwan MSG Manufacturing Association. Mr. Yang, Cheng holds an EMBA Degree from Xiamen University in China in 2004.

Mr. Yang, Cheng has entered into a service agreement with the Company for a term of three years commencing on 27 June 2003 and thereafter shall continue from year to year until terminated by the giving of not less than three months' prior notice in writing thereof by either party to the other. In accordance with the service agreement, Mr. Yang, Cheng is entitled to an annual remuneration of US\$200,000. After each completed year of service, the remuneration payable to Mr. Yang, Cheng may, subject to the discretion of the Directors, be increased by not more than 15 per cent. He is also eligible to a discretionary bonus as the Board may determine, the amount of which is computed based on the Adjusted Profit of the Company and the specified percentage applicable to each level of the Adjusted Profit. Mr. Yang, Cheng is also entitled to reimbursement of traveling expenses in the sum of US\$3,000 per quarter of each year of service. Mr. Yang, Cheng was entitled to director's emoluments of US\$223,000 for the year ended 31 December 2011. The emoluments of Mr. Yang, Cheng have been determined by the Company with reference to his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration for executives of similar position.

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

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Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. Yang, Cheng was deemed to be interested in 169,730,196 Shares held by King International by reason that he was entitled to exercise or control the exercise of more than one-third of the voting power of King International. Mr. Yang, Cheng had not been a director in any other listed public companies in the past three years. Save as disclosed above, Mr. Yang, Cheng does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of the Company. Mr. Yang, Cheng has not been and is not involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Yang, Cheng as an executive Director of the Company.

**Mr. Chao, Pei-Hong**, aged 50, an independent non-executive Director and a member of the audit committee of the Company. Mr. Chao, Pei-Hong obtained a bachelor degree in law in 1984 and a master degree in law from Soochow University, Taiwan in 1986 and a master degree in law from the University of Houston in 1992. Mr. Chao, Pei-Hong is an executive partner of Jurist Law Offices, a law firm in Taiwan. Mr. Chao, Pei-Hong has approximately 19 years' experience in his practice.

Mr. Chao, Pei-Hong has entered into a service agreement with the Company for a term of one year commencing on 27 June 2003 and thereafter shall continue from year to year until terminated by the giving of one month's notice in writing thereof by either party to the other. Mr. Chao, Pei-Hong is entitled to reimbursement of traveling expenses in the sum of US\$3,000 per quarter of each year of service. The reimbursement amount of the traveling expenses payable to Mr. Chao, Pei-Hong is determined by reference to the estimated amount of traveling expenses to be incurred by Mr. Chao, Pei-Hong in each quarter of each year of service.

Pursuant to Part XV of the SFO, Mr. Chao, Pei-Hong was interested in 500,000 Shares as at the Latest Practicable Date. Mr. Chao, Pei-Hong had not been a director in any other listed company in Hong Kong in the past three years. Mr. Chao, Pei-Hong does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of the Company. Mr. Chao, Pei-Hong has not been and is not involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Chao, Pei-Hong as an independent non-executive Director of the Company.



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

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**Mr. Yang, Kun-Chou**, aged 52, joined the Group in 1984 and had approximately 30 years' working experience in the food, beverage and consumer products industry and has extensive experience in marketing of products and business development. Mr. Yang, Kun-Chou is responsible for assisting with the go-to market strategy, sales and operations for the Group in China and Vietnam. Mr. Yang, Kun-Chou graduated from Tamsui Oxford College, Taiwan in 1982. Mr. Yang, Kun-Chou is a director and the Deputy Chief Executive Officer of the consumer products department of Taiwan Vedan and is also a director of Vietnam Vedan, Shanghai Vedan, Xiamen Mao Tai. Mr. Yang, Kun-Chou also holds directorship in Ve Wong Corporation (a company listed on the Taiwan Stock Exchange Corporation) since 28 June 2006. Mr. Yang, Kun-Chou is a member of the Yang Family. He is the younger brother of Mr. Yang, Kun-Hsiang and the cousin of Mr. Yang, Tou-Hsiung, Mr. Yang, Cheng and Mr. Yang, Chen-Wen. Mr. Yang, Tou-Hsiung, Mr. Yang, Cheng, Mr. Yang, Kun-Hsiang and Mr. Yang, Chen-Wen are executive Directors.

Mr Yang, Kun-Chou has not been and is not involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

There is a service agreement entered into between Mr. Yang, Kun-Chou and the Company. He has been appointed for a fixed period of three years commencing on 8 March 2012, Mr. Yang, Kun-Chou will be entitled to a remuneration of US\$150,000 per annum and a reimbursement of travelling expenses of US\$12,000 per annum, which is determined by reference to his duties and responsibilities with the Company, the Company's performance and current market situation. Mr. Yang, Kun-Chou will also be entitled to a discretionary bonus as the Board may determine, in its absolute discretion, from time to time subject to the total amount of bonuses payable to all the Directors shall not, in respect of any financial year, be amounted to more than certain percentages applicable to each level of the Group's audited combined/consolidated profit after taxation and minority interests (and after the payment of such bonus) but before extraordinary items for that year as set out in the service agreement.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang, Kun-Chou (i) has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, senior management or any substantial or controlling shareholders of the Company; and (iii) as at the date of this announcement, does not have any interest in the Shares within the meaning of Part XV of the SFO. There is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the proposed re-election of Mr. Yang, Kun-Chou as an executive Director of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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INTERNATIONAL

### 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 the Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 22 May 2012 (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 2011.
- (2) To consider and declare a final dividend of 0.311 US cents per Share for the year ended 31 December 2011.
- (3) To re-elect retiring Directors
  - (a) Mr. Yang, Tou-Hsiung
  - (b) Mr. Yang, Cheng
  - (c) Mr. Chao, Pei-Hong
  - (d) Mr. Yang, Kun-Chou
- (4) To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the 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, to pass with or without modification the following resolutions of which resolutions number (5) to (7) will be proposed as ordinary resolutions and resolutions number (8) and (9) will be proposed as special resolutions:

### ORDINARY RESOLUTIONS

- (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:

“**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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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:

**“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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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) 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:

“**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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

- (8) “**THAT** the articles of association of the Company be hereby amended by deleting the existing Articles 103(1)(v), (2) and (3) and replacing each deleted provision with the words “Intentionally deleted”.”
- (9) “**THAT** the amended and restated articles of association of the Company in the form of the document marked “A” produced at this meeting and for the purposes of identification signed by the Chairman of this meeting, which incorporates and consolidates all the proposed amendments referred to in special resolution number (8) above and all previous amendments to the articles of association of the Company made pursuant to resolutions passed by the members of the Company at general meeting, be and are hereby approved and adopted in place of and in substitution for and to the exclusion of the existing articles of association of the Company.”.

By Order of the Board  
**Wong Wai Yee, Ella**  
*Company Secretary*

Hong Kong, 19 April 2012

*Principal place of business in Hong Kong:*

Level 28  
Three Pacific Place  
1 Queen’s Road East  
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 Level 28, Three Pacific Place, 1 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the annual general meeting or adjourned meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.
  
5. The register of members will be closed from Tuesday, 29 May 2012 to Friday, 1 June 2012, 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 Monday, 28 May 2012.