



**VEEKO INTERNATIONAL HOLDINGS LIMITED**  
**威高國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1173)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of VEEKO INTERNATIONAL HOLDINGS LIMITED (“**Company**”) will be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 16th September, 2004 at 10:30 a.m. to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors of the Company and the Company's auditors for the year ended 31st March, 2004;
2. to approve the declaration of a final dividend for the year ended 31st March, 2004;
3. to re-elect the retiring director and to authorise the board of directors to fix the remuneration of directors;
4. to re-appoint the Company's auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary or (as the case may be) special resolutions (with or without modifications):

5. as a special resolution, to amend the articles of association of the Company;
6. as an ordinary resolution, to grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution;
7. as an ordinary resolution, to grant a general mandate to the board of directors of the Company to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution;
8. as an ordinary resolution, subject to the passing of resolutions numbered 6 and 7, to extend the general mandate granted by resolution numbered 6 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution numbered 7.

By order of the Board  
**Veeko International Holdings Limited**  
**Wong Chi Ying**  
*Company Secretary*

Hong Kong, 2nd August, 2004

As at the date of this notice, the directors of the Company are as follows:

Executive directors:	Cheng Chung Man, Johnny Lam Yuk Sum
Independent non-executive directors:	Cheng Chung Hoo Yang Wei Tak

*Principal office in Hong Kong:*  
10th Floor, Wyler Centre Phase II  
192-200 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

*Notes:*

1. This is a summary of the full text of the notice of annual general meeting. The full text of the resolutions is set out in the notice of the annual general meeting which is included in the circular despatched to the shareholders of the Company on 2nd August, 2004 ("Circular"). A copy of the full version of the notice of the annual general meeting is also published on the website of The Stock Exchange of Hong Kong Limited on 2nd August, 2004.
2. A member, being a holder of more than one share, entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
3. A form of proxy for use at the annual general meeting is enclosed with the Circular. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar ("Branch Registrar"), Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
4. In relation to the proposed resolution numbered 2 above, the register of members of the Company will be closed from Monday, 13th September, 2004 to Thursday, 16th September, 2004, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Branch Registrar by no later than 4:00 p.m. on Friday, 10th September, 2004.

Please also refer to the published version of this announcement in The Standard.