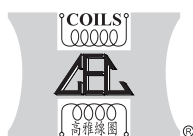


The Stock Exchange of Hong Kong Limited (the "Stock Exchange") takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or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



CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際 控 股 有 限 公 司 *

(Incorporated in Bermuda with limited liability)
(Stock Code: 0759)

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 30TH APRIL, 2005

The entitlement under the Scrip Dividend Scheme would be calculated by reference to the average closing prices per Share on the Stock Exchange of the existing issued Shares from Friday, 16th September, 2005 to Friday, 23rd September, 2005 (both dates inclusive), which was HK\$0.143. Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as defined in a circular of the Company dated 30th August, 2005.

The board of directors of CEC International Holdings Limited (the "Company") announces that (i) a final dividend of HK0.7 cent per Share for the year ended 30th April, 2005 (the "Final Dividend") was declared with a scrip option payable to shareholders of the Company (the "Shareholders") whose names appeared on the register of members of the Company (the "Register of Members") on 23rd September, 2005 (the "Record Date") and (ii) the Scrip Dividend Scheme was approved at the annual general meeting of the Company held on 23rd September, 2005.

Entitlement under Scrip Dividend Scheme

The entitlement under the Scrip Dividend Scheme would be calculated by reference to the average closing prices per Share on the Stock Exchange on the five consecutive trading days from 16th September, 2005 up to and including the Record Date, which was HK\$0.143. The formula below set out the number of Scrip Shares to be received by eligible Shareholders under the Scrip Dividend Scheme:

$$\text{Number of Scrip Shares to be received} = \frac{\text{Number of Shares held on the Record Date for which share election is made in lieu of the payment in cash of the Final Dividend} \times \text{HK\$0.007 (Final Dividend per Share)}}{\text{HK\$0.143, being the average closing prices per Share of the five consecutive trading days up to and including the Record Date}}$$

The number of Scrip Shares to be issued under the Scrip Dividend Scheme will be rounded down to the nearest whole number. Fraction of Scrip Shares under the Scrip Dividend Scheme will not be issued to Shareholders entitled thereto. The benefit of fractional entitlements will be aggregated and sold and the net proceeds from such sales will be retained for the benefit of the Company. The Scrip Shares to be issued under the Scrip Dividend Scheme are identical and will rank pari passu in all respects with the existing issued Shares when issued, save in respect of the entitlements to the Final Dividend but will rank in full for all future dividends and distributions which may be declared, made or paid after the date of issue thereof.

The Shareholder with registered address in the People's Republic of China as shown in the Register of Members on the Record Date (the "Excluded Shareholder") will not be permitted to participate in the Scrip Dividend Scheme and will receive the Final Dividend wholly in cash accordingly.

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Scrip Shares. Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares.

On 27th September, 2005, a circular setting out the details of the Scrip Dividend Scheme, together with a form of election, will be sent to Shareholders whose names appeared on the Register of Members as at the close of business on the Record Date. The Excluded Shareholder will be excluded from receiving the form of election.

Return of Form of Election

Eligible Shareholders who choose to receive Scrip Shares in lieu of the cash dividend, whether in whole or in part, should complete and sign the form of election in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by **no later than 4:00 p.m. on Monday, 17th October, 2005.**

If eligible Shareholders do not complete and return the form of election before the time stated above, they will receive the whole of the Final Dividend in cash.

Dividend warrants and/or share certificates for the Scrip Shares to be issued under the Scrip Dividend Scheme are expected to be sent by ordinary post to the Shareholders entitled thereto on or before Monday, 24th October, 2005 at their own risk.

By Order of the Board
Lam Wai Chun
Chairman

Hong Kong, 23rd September, 2005

* *For identification purpose only*

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*