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

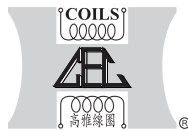
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The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in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

**If you have sold or transferred** all your shares in CEC International Holdings Limited, you should at once hand this circular and the accompanying 2005/2006 Annual Report and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser.

**If you are in any doubt** as to any aspect of this circular or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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**CEC INTERNATIONAL HOLDINGS LIMITED****CEC 國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0759)

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of CEC International Holdings Limited to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, on Wednesday, 27th September, 2006 at 10:30 a.m. is set out on pages 13 to 21 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of CEC International Holdings Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if you so wish.

\* For identification purpose only

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## CONTENTS

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|  | <i>Page</i> |
|--|-------------|
| <b>Definitions</b> .....   | 1           |
| <b>Letter from the Chairman</b>  |             |
| Introduction .....   | 3           |
| General Mandates to Issue and Repurchase Shares .....                        | 4           |
| Re-election of Retiring Directors .....                                      | 4           |
| Amendments to Bye-laws .....   | 5           |
| Notice of Annual General Meeting .....                                       | 5           |
| Procedures for Demanding a Poll .....  | 5           |
| Recommendation .....   | 6           |
| <b>Appendix I – Explanatory Statement on Repurchase Proposal</b> .....       | 7           |
| <b>Appendix II – Particulars of Retiring Directors for Re-election</b> ..... | 10          |
| <b>Notice of Annual General Meeting</b> .....                                | 13          |

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context requires otherwise:*

|                           |  |
|---------------------------|--|
| “Annual General Meeting”  | the annual general meeting of the Company to be held on Wednesday, 27th September, 2006 at 10:30 a.m., the notice of which is set out on pages 13 to 21 of this circular   |
| “Board”                   | the board of Directors   |
| “Company”                 | CEC International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange   |
| “Directors”               | the directors of the Company   |
| “Group”                   | the Company and its subsidiaries   |
| “HK\$” and “cents”        | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC   |
| “Latest Practicable Date” | 25th August, 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time  |
| “PRC”                     | the People’s Republic of China   |
| “Repurchase Proposal”     | the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to repurchase the Shares, details of which are set out in the section headed “General Mandates to Issue and Repurchase Shares” of this circular |
| “SFC”                     | the Securities and Futures Commission  |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |

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## DEFINITIONS

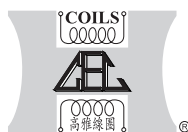
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|                  |   |
|------------------|---|
| “Share(s)”       | share(s) of HK\$0.10 each in the share capital of the Company |
| “Shareholders”   | holders of Shares   |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited                       |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers                   |
| “%”              | per cent.   |

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## LETTER FROM THE CHAIRMAN

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### CEC INTERNATIONAL HOLDINGS LIMITED

### CEC 國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0759)

*Executive Directors:*

Mr. Lam Wai Chun (*Chairman*)

Ms. Tang Fung Kwan

*(Deputy Chairman and Managing Director)*

Mr. Chua You Sing

Ms. Li Hong

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Independent Non-executive Directors:*

Dr. Tang Tin Sek

Mr. Au Son Yiu

Mr. Lee Wing Kwan, Denis

Mr. Goh Gen Cheung

*Principal Place of Business*

*in Hong Kong:*

2nd Floor, Hing Win Factory Building

110 How Ming Street

Kwun Tong

Kowloon

Hong Kong

30th August, 2006

*To Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting relating to, inter alia, (i) the grant of general mandates to the Directors to issue new Shares, (ii) the Repurchase Proposal, (iii) the re-election of retiring Directors and (iv) the amendments to the Bye-laws of the Company to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions.

\* For identification purpose only

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution relating to a general mandate will be proposed which, subject to the said resolution being passed at the Annual General Meeting, empowers the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution during the period up to the conclusion of the next annual general meeting of the Company, or at the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Bye-laws of the Company to be held, or on the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there were in issue an aggregate of 716,610,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, no more than 143,322,159 Shares may be allotted and issued by the Company in exercising in full of the mandate.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to repurchase the Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.

An explanatory statement in connection with the proposed ordinary resolution for the approval of the Repurchase Proposal is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

Subject to the passing of the proposed ordinary resolutions regarding the Shares issue general mandate and the Repurchase Proposal, a separate resolution will also be proposed to grant a general mandate to the Directors to add all the aggregate nominal amount of Shares which may from time to time be purchased under the Repurchase Proposal to the 20% Shares issue general mandate.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Company's Bye-laws, Mr. Lam Wai Chun, Mr. Au Son Yiu and Mr. Lee Wing Kwan, Denis shall retire by rotation in the Annual General Meeting and, all being eligible, offer themselves for re-election. In accordance with Bye-law 86(2) of the Company's Bye-laws, Mr. Goh Gen Cheung will hold office until the Annual General Meeting and, being eligible, offer himself for re-election. The details of the aforesaid Directors as required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

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## LETTER FROM THE CHAIRMAN

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### AMENDMENTS TO BYE-LAWS

A special resolution will be proposed at the Annual General Meeting to seek Shareholders' approval for amending the Company's Bye-laws, inter alia, to remove a Director by way of passing an ordinary resolution, instead of a special resolution, in line with the recent amendments to the Listing Rules which came into effect on 1st March, 2006. The other major proposed amendments in respect of the use of electronic means will provide flexibility to the Company for the despatch of corporate communication (with the meaning ascribed thereto under the Listing Rules). Details of the proposed amendments are set out in special resolution numbered 9 of the notice of the Annual General Meeting.

### NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 13 to 21 of this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the accompanying form of proxy to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if you so wish.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Company's Bye-laws, at any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or

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## LETTER FROM THE CHAIRMAN

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- (e) if required by the rules of the Stock Exchange, by the chairman of such meeting and/or any Director(s) who, individually or collectively, hold proxies in respect of Shares representing five per cent. or more of the total rights of the Shareholders having the right to vote at the meeting.

### RECOMMENDATION

The Directors are of the opinion that (i) the proposed general mandates to issue Shares, (ii) the Repurchase Proposal, (iii) the re-election of retiring Directors and (iv) the amendments to Bye-laws of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**CEC International Holdings Limited**  
**Lam Wai Chun**  
*Chairman*



**THE REPURCHASE PROPOSAL**

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase its issued Shares subject to the criteria set out in this appendix.

While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to repurchase Shares, the Directors believe that the grant of a general mandate to repurchase Shares would give the Company additional flexibility that would be beneficial. The repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company. On the basis of the consolidated financial position of the Company as at 30th April, 2006 (being the date to which the latest published audited financial statements the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed purchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position as at 30th April, 2006), nor if on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

**SOURCE OF FUNDS**

Repurchase must be funded out of funds legally available for the purpose. Any repurchases will be made out of funds of the Company legally permitted in accordance with its memorandum of association and Bye-laws and the laws of Bermuda to be utilized in this connection, including profits available for distribution and sums standing to the credit of the shares premium account of the Company, the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital, if the Company is able, immediately following such payment, to pay its debts as they fall due in the ordinary course of business.

As at the Latest Practicable Date, there were in issue an aggregate of 716,610,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, not more than 71,661,079 Shares may be repurchased on the Stock Exchange.

**DIRECTORS AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the Repurchase Proposal is approved by the Shareholders, to sell Shares to the Company.

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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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No persons who are connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Proposal is approved by the Shareholders.

### **UNDERTAKING TO THE STOCK EXCHANGE**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Proposal in accordance with the Listing Rules, all applicable laws of Bermuda, the jurisdiction in which the Company was incorporated, and the Memorandum of Association and Bye-laws of the Company.

### **HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, Mr. Lam Wai Chun ("Mr. Lam") and his spouse, Ms Law Ching Yee, are deemed to be interested in 441,194,848 Shares, representing approximately 61.57% of the issued share capital of the Company, of which 17,409,188 Shares are beneficially owned by Mr. Lam and 423,785,660 Shares are ultimately held by his family trust through Ka Yan China Development (Holding) Company Limited, Ka Yan China Investments Limited and HSBC International Trustee Limited, for the purpose of the SFO.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, assuming the present shareholdings otherwise remain the same, the interests of Mr. Lam and Ms Law Ching Yee together with his family trust in the Company would be increased to approximately 68.41% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed Shares which are in the hands of the public falling below 25% under the Listing Rules.

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**APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL**

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**MISCELLANEOUS**

During the six months preceding the Latest Practicable Date, no Share was purchased by the Company.

During each of the previous twelve months ended 31st July, 2006 and the current month up to the Latest Practicable Date, the highest and lowest prices at which the Shares traded on the Stock Exchange were as follows:

| <b>Month</b>                               | <b>Per Share</b>              |                              |
|--|-------------------------------|------------------------------|
|  | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
| <b>2005</b>                                |                               |                              |
| August                                     | 0.1700                        | 0.1480                       |
| September                                  | 0.1710                        | 0.1400                       |
| October                                    | 0.1630                        | 0.1400                       |
| November                                   | 0.1550                        | 0.1400                       |
| December                                   | 0.1550                        | 0.1400                       |
| <b>2006</b>                                |                               |                              |
| January                                    | 0.1730                        | 0.1470                       |
| February                                   | 0.1690                        | 0.1400                       |
| March                                      | 0.1600                        | 0.1300                       |
| April                                      | 0.1700                        | 0.1400                       |
| May  | 0.1590                        | 0.1320                       |
| June                                       | 0.1470                        | 0.1260                       |
| July                                       | 0.1490                        | 0.1310                       |
| August (up to the Latest Practicable Date) | 0.1630                        | 0.1310                       |

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## APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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The following is the information as required to be disclosed under the Listing Rules on the retiring Directors standing for re-election at the Annual General Meeting:

**Mr. LAM Wai Chun**, aged 47, was appointed as an executive Director with effect from 29th September, 1999, and was appointed the Chairman of the Company with effect from 4th October 1999. Mr. Lam founded the Group in 1979 and has over 35 years of experience in the coils manufacturing industry. Mr. Lam is also a director of a number of other subsidiaries of the Company, including Coils Electronic Co., Limited, CEC-Coils Singapore Pte Ltd., Coils Electronic (Zhong Shan) Co., Ltd., Xiamen Coils Electronic Co., Ltd. and 南京國仲磁性材料製品有限公司 (Nanjing Guo Zhong Magnetic Material Co., Ltd.).

As at the Latest Practicable Date, Mr. Lam has a total interest in 441,194,848 Shares (representing approximately 61.57% of the issued share capital of the Company), which comprised (i) a personal interest in 17,409,188 Shares and (ii) a trust interest in 423,785,660 Shares (for being a founder of his family trust), and is deemed to have an interest in 14,000,000 non-voting deferred shares of Coils Electronic Co., Limited, an associate corporation (as defined under the SFO) of the Company, within the meaning of Part XV of the SFO and holds shares in certain subsidiaries of the Group as trustee for their holding companies. Mr. Lam's trust interest in 423,785,660 Shares (representing approximately 59.14% of the issued share capital of the Company) was ultimately held by his family trust through three substantial shareholders, namely Ka Yan China Development (Holding) Company Limited, Ka Yan China Investments Limited and HSBC International Trustee Limited. The discretionary beneficiaries of Mr. Lam's family trust are his spouse and children. Mr. Lam is the sole director of Ka Yan China Development (Holding) Company Limited, and his spouse, Ms. Law Ching Yee, was deemed a substantial shareholder due to Mr. Lam's interests in the Company for the purpose of SFO. Mr. Lam is not related to any Directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any other listed public companies in the three years preceding the Latest Practicable Date.

Mr. Lam entered into a service agreement with the Company on 27th September, 1999 for an initial period of three years commencing on 1st October, 1999 and thereafter until terminated by either party giving to the other not less than six months' notice in writing terminating on or after the expiry of the initial term of three years. Under the service agreement, Mr. Lam is entitled to an annual remuneration of HK\$1,001,000, reimbursement of insurance premium and an annual management bonus, which was determined by the Board by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark. The annual management bonus equivalent to 2% of the audited consolidated profit of the Group attributable to shareholders (after taxation but before extraordinary items and before such management bonus) (the "Net Profit") if the Net Profit for the relevant financial year exceeds HK\$50,000,000 and 4% of the Net Profit if the Net Profit for the relevant year exceeds HK\$70,000,000. Since then, no management bonus has been paid to Mr. Lam.

Save as disclosed above, Mr. Lam confirmed that there is no other matters relating to his re-election that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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**Mr. AU Son Yiu**, aged 60, was appointed as an independent non-executive director of the Company with effect from 29 September 1999 and is a member of the Audit Committee and the chairman of Remuneration Committee of the Company. Mr. Au has extensive experience in the securities industry. He is a director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited and The Institute of Securities Dealers Limited, and a consultant to Dao Heng Securities Limited.

As at the Latest Practicable Date, Mr. Au personally interested in 6,767,440 Shares (representing approximately 0.94% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Mr. Au is not related to any Directors, senior management, substantial or controlling Shareholders of the Company and is also an independent non-executive director of Frankie Dominion International Limited, Texwinca Holdings Limited and Chun Wo Holdings Limited, all of which are companies whose shares are listed on the Stock Exchange. During the three years preceding the Latest Practicable Date, he was an independent non-executive director of Sun East Technology (Holdings) Limited and Midland Holdings Limited (formerly known as Midland Realty (Holdings) Limited), all of which are companies whose shares are listed on the Stock Exchange. Mr. Au is the Ex-Deputy Chairman of Hong Kong Clearing (1992-1994) and Ex-Council member of the Stock Exchange (1988-1994), and was a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council.

Mr. Au is not appointed for a specific term but is subject to retirement by rotation in accordance with the Company's Bye-laws. There is no service contract between the Company and him. Mr. Au currently receives a director's fee of HK\$360,000 per annum, the rate of which was approved by the Shareholders at the annual general meeting of the Company held in 2005, and will be entitled to a proposed additional remuneration for acting as chairman of the Remuneration Committee at the rate of HK\$48,000 per annum with effect from 1st May, 2006 until the conclusion of next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting. The aforesaid additional remuneration was recommended by the Remuneration Committee of the Company and determined by the Board by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Au confirmed that there is no other matter relating to his re-election that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LEE Wing Kwan, Denis**, aged 61, was appointed as an independent non-executive director of the Company with effect from 29th September 1999 and is a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Lee is the immediate past chairman of the Small and Medium Enterprises Committee of the HKSAR Government (1996-2000) and the former council and general committee member of Hong Kong General Chamber of Commerce (1994-2002). He is also a former member of the Executive Committee of the Hong Kong Coalition of Service Industries. Mr. Lee is now a member of Trade and Industry Board of the HKSAR Government.

As at the Latest Practicable Date, Mr. Lee has no interests in the Shares within the meaning of Part XV of the SFO. Mr. Lee is not related to any Directors, senior management, substantial or controlling Shareholders and did not hold any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. There is no service contract between the Company and him.

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## APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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Mr. Lee is not appointed for a specific term but is subject to retirement by rotation in accordance with the Company's Bye-laws. Mr. Lee receives a director's fee of HK\$360,000 per annum, the rate of which was approved by the Shareholders at the annual general meeting of the Company held in 2005. The aforesaid director's fee was recommended by the Remuneration Committee of the Company and determined by the Board by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Lee confirmed that there is no other matter relating to his re-election that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Goh Gen Cheung**, aged 59, was appointed as an independent non-executive director of the Company with effect from 1st December, 2005 and is a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Goh has over 30 years of treasury, finance and banking experience. He is an associate member of The Hong Kong Institute of Bankers and obtained a Master's degree in Business Administration from the University of East Asia, Macau in 1987. Mr. Goh is also an independent non-executive director of Shinhint Acoustic Link Holdings Limited, Peaktop International Holdings Limited, Karce International Holdings Company Limited, China Flavors and Fragrances Company Limited, all of which are companies whose shares are listed on the Stock Exchange, and Standard Bank Asia Limited.

As at the Latest Practicable Date, Mr. Goh does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and is not related to any directors, senior management, substantial or controlling Shareholders of the Company. Mr. Goh was the head of treasury of Standard Chartered Bank (Hong Kong) Limited from January 1988 to June 1995. He was also an independent non-executive director of Sun East Technology (Holdings) Limited and China Photar Electronics Group Limited, all of which are companies whose shares are listed on the Stock Exchange, during the three years preceding the Latest Practicable Date. Mr. Goh was an independent non-executive director of Wah Lee Resources Holdings Limited (now known as Guo Xin Group Limited) ("Wah Lee") from August 1996 to October 2000. Wah Lee had been put into provisional liquidation for a period of six months from April 2000 to October 2000. He resigned from the post of independent non-executive director of Wah Lee with effect from the date on which the restructuring of Wah Lee was successfully completed in October 2000. He was not involved in any investigation by the Stock Exchange, the SFC, the provisional liquidators or any of the other regulators.

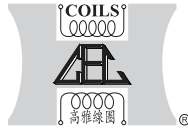
Mr. Goh is not appointed for a specific term, but shall be subject to retirement by rotation in accordance with the Company's Bye-laws. There is no service contract made between the Company and him. Mr. Goh receives a director's fee of HK\$360,000 per annum, the rate of which was approved by the Shareholders at the annual general meeting of the Company held in 2005.

Save as disclosed above, Mr. Goh confirmed that there is no other matter relating to his re-election that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

---



### CEC INTERNATIONAL HOLDINGS LIMITED

### CEC 國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0759)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CEC International Holdings Limited (the “Company”) will be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, on Wednesday, 27th September, 2006 at 10:30 a.m. for the following purposes:

#### **As ordinary business**

1. To receive and adopt the audited financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 30th April, 2006.
2. To declare a final dividend for the year ended 30th April, 2006.
3. To re-elect the retiring Directors.
- 4A. To approve the payment of a director’s fee of HK\$360,000 per annum for each of the independent non-executive Directors until the conclusion of the next annual general meeting of the Company.
- 4B. To approve additional remuneration for each of the chairman of the Audit Committee and Remuneration Committee at the rate of HK\$60,000 per annum and HK\$48,000 per annum respectively with effect from 1st May, 2006 until the conclusion of the next annual general meeting of the Company.
5. To re-appoint PricewaterhouseCoopers as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### As special business

To consider, and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

6. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares or securities convertible into or exchangeable for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares or securities convertible into or exchangeable for shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (iii) 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 pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) the exercise of any options granted under the share option scheme adopted by the Company; (c) the exercise of rights of subscription or conversion under the terms of any warrants or any securities convertible into shares of the Company or any similar instruments requiring the Company to issue shares, or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Company’s Bye-laws, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Bye-laws of the Company to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by passing an ordinary resolution of the Company in general meeting;

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors 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 applicable to the Company).”

7. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws of the Company to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by passing an ordinary resolution of the Company in general meeting.”

8. **“THAT** conditional upon the passing of the Resolutions numbered 6 and 7 set out in the notice of convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the Resolution numbered 6 set out in the said notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate 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 the said Resolution numbered 7, 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 as at the date of passing this Resolution.”

To consider, and if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

### SPECIAL RESOLUTION

9. **“THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

- (a) by inserting the following new definitions after the existing definition of ““dollars” and “\$”” in Bye-law 1:

““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time.

“electronic communication” shall mean a communication sent by electronic transmission in any form through any medium.

“Hong Kong” the Hong Kong Special Administrative Region of the People’s Republic of China.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) by inserting the following words after the words “in a visible form” in Bye-law 2(e):
- “, and including representations take in the form of electronic display through electronic communication in accordance with the Statutes, any applicable laws, rules and regulations and these Bye-laws”
- (c) by replacing the full-stop “.” appearing at the end of Bye-law 2(j) with a semi-colon “;” and inserting the word “and” immediately after the semi-colon and inserting the following new Bye-law 2(k) immediately after Bye-law 2(j):
- “(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”
- (d) by deleting the existing Bye-law 3(2) in its entirety and substituting therefor the following new Bye-law 3(2):
- “(2) Subject to the Act, the Company’s memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares (including its redeemable shares) and warrants or other securities shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit”
- (e) by deleting the existing Bye-law 6 in its entirety and substituting therefor the following new Bye-law 6:
- “6. The Company may from time to time by ordinary resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”
- (f) by deleting the words “Subject to the Act, and these Bye-laws” in Bye-law 12(1) and substituting therefor the following words:
- “Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting”
- (g) by inserting the following words after the words “any other newspapers in accordance with the requirements of any Designated Stock Exchange” in Bye-law 44:
- “or by any means and in such manner as may be accepted by the Designated Stock Exchange”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (h) by inserting the following words after the words “any other newspapers in accordance with the requirements of any Designated Stock Exchange” in Bye-law 51:

“or by any means and in such manner as may be accepted by the Designated Stock Exchange”
- (i) by inserting the word “or by any means” immediately after the words “and caused advertisement in newspapers” in Bye-law 55(2)(c).
- (j) by deleting the existing Bye-law 86(4) in its entirety and replacing it with the following new Bye-law 86(4):

“(4) Subject to any provision to the contrary in these Bye-laws, the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”
- (k) by deleting the words “whereupon the Board resolves to accept such resignation” appearing at the end of Bye-law 89(1).
- (l) by substituting the existing Bye-law 133(1)(c) with the following new Bye-law 133(1)(c):

“(c) of all resolutions and proceedings of each general meeting of the Members, meetings of the Board and meetings of committees of the Board.”
- (m) by deleting the words “Any dividend, interest or other sum payable in cash” appearing at the beginning of Bye-law 143 and substituting therefor the following words:

“Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash”
- (n) by deleting the words “Section 40(2A) of” after the words “for the purposes of this Bye-law and subject to” in Bye-law 148.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (o) by deleting the existing Bye-law 160 in its entirety and substituting therefor the following new Bye-law 160:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws and the rules of the Designated Stock Exchange, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the Notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share, all Notices or documents shall be given to that one of the joint holders whose name stands first in the Register and the Notice or document so given shall be deemed a sufficient service on or delivery to all the joint holders.”

- (p) by deleting the words “Any notice or other document:” appearing at the beginning of Bye-law 161 and substituting therefor the following:

“Any Notice or other document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange) given or issued by the Company:”

- (q) by deleting the word “and” appearing at the end of Bye-law 161(a).

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## NOTICE OF ANNUAL GENERAL MEETING

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- (r) by renumbering the existing Bye-law 161(b) as a new Bye-law 161(c) and by inserting the following new Bye-law 161(b) immediately after Bye-law 161(a):
- “(b) if sent by electronic communication, shall be deemed to have been served or delivered on the day on which it is transmitted from the server of the Company or its agent. A Notice or other document placed on the Company’s website or the website of the Designated Stock Exchange, is deemed to have been served or delivered by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; and”
- (s) by deleting the existing Bye-law 162(1) in its entirety and substituting therefor the following new Bye-law 162(1):
- “162. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member or served by any means permitted by and in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”
- (t) by inserting, in Bye-law 163, after the words “a cable or telex or facsimile”, the words “or electronic”.

By Order of the Board  
**Li Lai Sheung**  
*Company Secretary*

Hong Kong, 30th August, 2006

*Principal Place of Business in Hong Kong:*  
2nd Floor, Hing Win Factory Building  
110 How Ming Street  
Kwun Tong  
Kowloon  
Hong Kong

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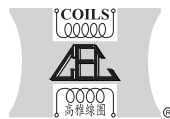
## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and, including on a poll, vote in his stead. 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. A form of proxy for the meeting is enclosed herewith. Completion and return of the form of proxy will not preclude a member from attending the meeting if he so wishes. In the event that a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof.
4. In the case of joint holders of any share, any one of such holders 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 personally or by proxy, the said holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
5. For the purpose of determining the entitlements to the proposed final dividend and the entitlement to vote at the meeting, the register of members of the Company will be closed from Thursday, 21st September, 2006 to Wednesday, 27th September, 2006, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and to attend and vote at the meeting, all completed transfer forms of shares (together with the relevant share certificates) must be lodged with 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 for registration by no later than 4:00 p.m. on Wednesday, 20th September, 2006.
6. Members of the Company are advised to read the circular dated 30th August, 2006 which contains information concerning the relevant resolutions to be proposed in this notice.

*As at the date of this Notice, the board of directors of the Company comprises four Executive Directors, namely Mr. Lam Wai Chun, Ms. Tang Fung Kwan, Mr. Chua You Sing and Ms. Li Hong, and four Independent Non-executive Directors, namely Mr. Au Son Yiu, Mr. Lee Wing Kwan, Denis, Dr. Tang Tin Sek and Mr. Goh Gen Cheung.*



# CEC INTERNATIONAL HOLDINGS LIMITED

## CEC 國際控股有限公司\*

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

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We<sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each (the "Shares") in the capital of CEC International Holdings Limited (the "Company") HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting, as my/our proxy to act for me/us and to attend on my/our behalf at the Annual General Meeting to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 27th September, 2006 at 10:30 a.m. (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

| RESOLUTIONS |  | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|-------------|--|-------------------------|-----------------------------|
| 1.          | To receive and adopt the audited financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 30th April, 2006.  |                         |                             |
| 2.          | To declare a final dividend of HK0.9 cent per Share for the year ended 30th April, 2006.   |                         |                             |
| 3.          | (i) To re-elect Mr. Lam Wai Chun as a Director.  |                         |                             |
|             | (ii) To re-elect Mr. Au Son Yiu as a Director.   |                         |                             |
|             | (iii) To re-elect Mr. Lee Wing Kwan, Denis as a Director.  |                         |                             |
|             | (iv) To re-elect Mr. Goh Gen Cheung as a Director.   |                         |                             |
| 4A.         | To approve the payment of a director's fee of HK\$360,000 per annum for each of the independent non-executive Directors until the conclusion of the next annual general meeting of the Company.  |                         |                             |
| 4B.         | To approve additional remuneration for each of the chairman of the Audit Committee and Remuneration Committee at the rate of HK\$60,000 per annum and HK\$48,000 per annum respectively with effect from 1st May, 2006 until the conclusion of the next annual general meeting of the Company. |                         |                             |
| 5.          | To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.  |                         |                             |
| 6.          | Special business: To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20 per cent. of the issued share capital of the Company.  |                         |                             |
| 7.          | Special business: To grant a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the issued share capital of the Company.  |                         |                             |
| 8.          | Special business: To extend the general mandate granted to the Directors to allot, issue and deal with new Shares not exceeding the aggregate nominal amount of Shares repurchased by the Company.   |                         |                             |
| 9.          | Special business: To amend the Bye-laws of the Company.  |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2006

Signatures <sup>(note 7)</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the full name and address of proxy in the space provided. **ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and, including on poll, 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.
6. Completion and return of the form of proxy will not preclude a member from attending the meeting if he so wishes. In the event that a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
7. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
8. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notationally certified copy of that power or authority, must be deposited at the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
9. In the case of joint holders of any Share, any one of such holders 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 personally or by proxy, the said holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that Share.

\* For identification purpose only