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Veeko®

**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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The directors of the Company announce that a special resolution for amending the Articles will be proposed at the annual general meeting of the Company to be held on 16 September 2004 to ensure compliance of the Articles with the amended Listing Rules.

A circular containing details of, among other matters, the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

As announced by The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) in its press release dated 30 January 2004, the Stock Exchange has revised the Rules (“**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange based on the results of the Consultation Conclusions on Proposed Amendments to the Listing Rules relating to Corporate Governance Issues issued in January 2003. To ensure compliance with the revised Appendix 3 to the Listing Rules which came into effect on 31 March 2004, a special resolution for amending the articles of association (“**Articles**”) of the Company will be proposed, among other matters, at the annual general meeting of the Company to be held on 16 September 2004.

In general, the proposed amendments to the Articles are to be made to conform to the following that relates to corporate governance:

- (a) the minimum seven-day period of lodgment by the shareholders of notice to nominate a director shall commence no earlier than the date after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (b) a director shall abstain from voting at the meeting of the board of directors on any matter in which he or any of his associates has a material interest and not to be counted towards the quorum of the relevant meeting of the board of directors; and
- (c) where any shareholder is, under the amended Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

A circular containing details of, among other matters, the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

As at the date of this announcement, 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

By Order of the board of directors of  
**Veeko International Holdings Limited**  
**Cheng Chung Man, Johnny**  
*Chairman and Managing Director*

Hong Kong, 23 July 2004

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