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

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

**If you have sold or transferred** all your shares in Veeko International Holdings Limited 威高國際控股有限公司, you should at once hand this circular and the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SCRIP DIVIDEND SCHEME, PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE NEW SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2014 Annual General Meeting of Veeko International Holdings Limited 威高國際控股有限公司 (the “Company”) to be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 August 2014 at 10:30 a.m. at which the above proposals will be considered is set out on pages 13 to 16 of this circular.

A form of proxy for the 2014 Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company’s share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 10:30 a.m. on Wednesday, 27 August 2014. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

18 July 2014

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## DEFINITIONS

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

“AGM”	the 2014 Annual General Meeting of the Company
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	Veeko International Holdings Limited 威高國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Core 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	14 July 2014 being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 % of the issued share capital of the Company as at the date of passing of the relevant resolution
“Scrip Dividend Scheme”	the declaration of a final dividend for the year ended 31 March 2014 of HK0.9 cent per Share by way of cash with an option to elect to receive wholly or partly on allotment and issue of Shares credited as fully paid in lieu of cash payment

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Cheng Chung Man, Johnny

*(Chairman)*

Ms. Lam Yuk Sum

*(Chief Executive Officer)*

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent Non-Executive Directors:*

Dr. Fok Kam Chu, John

Mr. Yang Wei Tak

Mr. Yeung Wing Kay

*Principal Place of Business in Hong Kong:*

10th Floor, Wyler Centre Phase II

192-200 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

18 July 2014

*To the Shareholders*

Dear Sir/Madam,

**SCRIP DIVIDEND SCHEME, PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE NEW SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Friday, 29 August 2014. These include ordinary resolutions relating to (i) the Scrip Dividend Scheme; (ii) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and (iii) the re-election of each of the retiring Directors.

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## LETTER FROM THE BOARD

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### SCRIP DIVIDEND SCHEME

By way of announcement of results for the year ended 31 March 2014 of the Company dated 27 June 2014, the Directors announced that they had resolved to recommend the payment of a final dividend of HK0.9 cent per Share for the year ended 31 March 2014 to the Shareholders whose names appear on the register of members of the Company on 10 September 2014 (“**Record Date**”) and also to recommend the Scrip Dividend Scheme to the Shareholders whose registered address are in Hong Kong as shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme (“**Qualifying Shareholders**”), subject to the approval of the Shareholders on the payment of final dividend by way of Scrip Dividend Scheme at the AGM and the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme (“**Scrip Shares**”).

In arriving at the decision to recommend the Scrip Dividend Scheme to the Shareholders, the Directors consider that while the Company should declare a final dividend for the financial year ended 31 March 2014, the retention of cash, which would otherwise have been paid to the Shareholders as a cash dividend, within the Group would enhance the continuous growth, maintain the financial stability and reduce the financing costs of the Group. On the other hand, the Scrip Dividend Scheme will give those Qualifying Shareholders who wish to further invest in the Company the opportunity to increase their equity investment in the Company.

Qualifying Shareholders are entitled to elect to have the final dividend to be made payable to them wholly in cash or in Shares or partly in cash and in Shares. Shareholders whose registered addresses are outside Hong Kong as shown in the register of members of the Company on the Record Date (if any) may not be permitted to participate in the Scrip Dividend Scheme if the Directors consider that the circulation of an offer of such to such Shareholders would or might be unlawful or impracticable and accordingly no form of election will be sent to such Shareholders and they will receive the final dividend wholly in cash. As at the Latest Practicable Date, there was one Shareholder with registered address in the Philippines as appeared on the register of members of the Company. Should this Shareholder or any other Shareholders with registered addresses outside Hong Kong are shown in the register of members of the Company on the Record Date, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for considering whether to exclude such Shareholder from the Scrip Dividend Scheme and it may only exclude such Shareholder on the basis that, having made such enquiry, it would be necessary or expedient to do so.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the Board at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date less a discount of 10% of such average price or the par value of Shares, whichever is the higher. The number of Scrip Shares to be issued will be rounded down the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

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## LETTER FROM THE BOARD

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The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of Scrip Shares save that they will not be entitled to the final dividend for the year ended 31 March 2014.

On the condition that the payment of the above final dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the AGM, an announcement in relation to the basis of allotment of the Scrip Shares will be published on the next business day after the AGM and a circular containing details of the Scrip Dividend Scheme, together with a form of election (to the Qualifying Shareholders only), will be despatched to the Shareholders shortly after the AGM.

Subject to the passing of the resolution concerned at the AGM, application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares.

No part of the Scrip Shares will be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

In order to ascertain the entitlements to the final dividend for the year ended 31 March 2014, the register of members of the Company will be closed from 8 September 2014 to 10 September 2014 (both days inclusive) during which period no transfer of Shares will be registered.

The last day for dealing in Shares cum entitlements to the proposed final dividend for the year ended 31 March 2014 will be 3 September 2014. Shareholders are reminded that in order to qualify for the proposed final dividend for the year ended 31 March 2014, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Company's share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 5 September 2014.

Subject to the approval by the Shareholders of the Scrip Dividend Scheme at the AGM and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares on the Stock Exchange, the share certificates for the Scrip Shares are expected to be despatched on or around 23 October 2014.

It is expected that share certificates for the Scrip Shares will be posted to the Qualifying Shareholders at their own risk on or about 23 October 2014 and dealings in the Scrip Shares are expected to commence on or about 24 October 2014.

### **THE REPURCHASE MANDATE**

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10 % of the issued share capital of the Company as at the date of passing of the relevant resolution.

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## **LETTER FROM THE BOARD**

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An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### **THE ISSUE MANDATE**

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20 % of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 2,316,666,372 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 463,333,274 Shares.

In addition, an ordinary resolution will further be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

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

In relation to items 3 and 4 in the notice of the AGM, Mr. Cheng Chung Man, Johnny and Mr. Yang Wei Tak shall retire from office as Directors at the AGM and, being eligible, offer themselves for re-election pursuant to article 108 of the Articles.

Mr. Yang does not hold any positions with the Company or its subsidiaries, others than that of an independent non-executive Director. Mr. Yang was appointed in 1999 and hence, has served the Board for more than 9 years. The Company has continued to receive written confirmation from him annually on his independence, and by reference to the Listing Rules which sets out certain criteria on independence of the independent non-executive Director, the Board considers that Mr. Yang is independent. Further, in view of the extensive knowledge and experience of Mr. Yang, the Board believes that his re-election is in the best interests of the Company and its shareholders as a whole.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 13 to 16 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.irasia.com/listco/hk/veeko/index.htm](http://www.irasia.com/listco/hk/veeko/index.htm)) respectively. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

### VOTING AT THE 2014 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must 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. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. No shareholders are required to abstain from voting on any of the resolutions at the AGM according to Rule 13.40 of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Veeko International Holdings Limited**  
威高國際控股有限公司  
**Cheng Chung Man, Johnny**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT FOR REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

### **1.      SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 2,316,666,372 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 231,666,637 Shares, being 10 % of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

### **2.      REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3.      FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2014) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

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**APPENDIX I      EXPLANATORY STATEMENT FOR REPURCHASE MANDATE**

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**4.      SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:–

<b>Month</b>	<b>Share Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
July	0.225	0.203
August	0.229	0.208
September	0.229	0.199
October	0.250	0.206
November	0.395	0.222
December	0.400	0.295
<b>2014</b>		
January	0.390	0.310
February	0.380	0.335
March	0.365	0.290
April	0.320	0.285
May	0.290	0.248
June	0.300	0.245
July (up to and including the Latest Practicable Date)	0.300	0.260

**5.      GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any Core Connected Person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

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**APPENDIX I      EXPLANATORY STATEMENT FOR REPURCHASE MANDATE**

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If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum, both directors of the Company, were deemed to have interests in 1,678,074,443 shares representing 72.43% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate interest of Mr. Cheng and Ms. Lam in the Company would be increased to approximately 80.48% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors proposed for re-election at the AGM:

**1. MR. CHENG CHUNG MAN, JOHNNY**

Mr. Cheng Chung Man, Johnny (鄭鐘文先生), aged 57, is an executive Director and the Chairman of the Company. He is also chairman of the nomination committee and a member of the remuneration committee. Mr. Cheng established the Group in 1984 and is responsible for the overall strategic planning and formulation of corporate policies of the Group. He also holds other directorships in the Company's subsidiaries. He has over 30 years of experience in the manufacturing and retailing business. He was awarded the Young Industrialist Awards of Hong Kong in November 2001 and the Ernst & Young Entrepreneur Award of the Year 2012 China in November 2012.

Mr. Cheng has entered into a service agreement with the Company for a term of three years, determinable by either party by giving 3 months' prior written notice, and he is subject to retirement by rotation and re-election at least once every 3 years at the annual general meeting of the Company in accordance with the provisions of the Articles. For the year ended 31 March 2014, Mr. Cheng received total emoluments of HK\$1,575,000 from the Group. The emoluments of Mr. Cheng are determined by the Board with the recommendation of the Remuneration Committee by reference to the Company's operating results, his performance and commitment and the market rates for the position.

Mr. Cheng does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Cheng was beneficially interested in 168,003,953 Shares within the meaning of Part XV of the SFO. He was also deemed to be interested in 245,132,515 Shares owned by his spouse, Ms. Lam Yuk Sum, and 1,264,937,975 Shares owned by Silver Crown Profits Limited which was in turn held by the trustee of the J Cheng Family Trust, a discretionary trust, the discretionary objects of which included family members of Mr. Cheng and Ms. Lam. Save as disclosed herein, Mr. Cheng does not have any relationships with other directors, senior management or substantial or controlling shareholders of the Company.

**2. MR. YANG WEI TAK**

Mr. Yang Wei Tak (楊威德先生), aged 83, is an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He joined the Company since 1 November 1999. He has over 40 years of experience in international trading and has been a managing director of an import and export company for over 30 years.

Mr. Yang does not hold any positions with the Company or its subsidiaries, other than that of an independent non-executive Director. Mr. Yang was appointed in 1999 and hence, has served the Board for more than 9 years. The Company has continued to receive written confirmation from him annually on his independence, and by reference to the Listing Rules which sets out certain criteria on independence of the independent non-executive Director, the Board considers that Mr. Yang is independent. Further, in view of the extensive knowledge and experience of Mr. Yang, the Board believes that his re-election is in the best interests of the Company and its shareholders as a whole.

Mr. Yang has signed an appointment letter with the Company for a term of two years and he is subject to retirement by rotation and re-election at least once every 3 years at the annual general meeting of the Company in accordance with the provisions of the Articles. He is entitled to an annual director's fee of HK\$100,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the Remuneration Committee by reference to the market practices.

Mr. Yang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any positions in the Group. He does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yang did not have any interests in the Shares within the meaning of Part XV of the SFO.

### **3. GENERAL**

Save as disclosed above, each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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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)

### NOTICE OF 2014 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting of Veeko International Holdings Limited 威高國際控股有限公司 (the “**Company**”) (the “**Meeting**”) will be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 August 2014 at 10:30 a.m. for the following purposes:–

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March 2014.
2. To declare a final dividend for the year ended 31 March 2014 of HK0.9 cent per share by way of cash with an option to elect to receive wholly or partly on allotment and issue of shares credited as fully paid in lieu of cash.
3. To re-elect Mr. Cheng Chung Man, Johnny as a director.
4. To re-elect Mr. Yang Wei Tak (who has served as an independent non-executive director for more than 9 years) as a director.
5. To authorise the board of directors to fix the directors’ remuneration.
6. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
7. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:–

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares 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 recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
8. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:–

**“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares in the capital of the Company (or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate nominal amount of the share capital issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:–
  - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);



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- (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant or issue or rights to acquire shares of the Company;
  - (iii) any issue of shares in the Company upon the exercise of rights of conversion or under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company;
  - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company; or
  - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
9. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:–

“**THAT** conditional upon the passing of resolutions 7 and 8 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 8 to exercise the powers of the Company to issue, allot and deal with the unissued shares in the share capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company to be repurchased by the Company under the authority granted pursuant to resolution 7, provided that such amount in aggregate shall not exceed 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Veeko International Holdings Limited**  
威高國際控股有限公司  
**Wong Chi Ying**  
*Company Secretary*

Hong Kong  
18 July 2014

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*Notes:*

- (1) All resolutions at the Meeting 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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (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 notarially certified copy thereof, must be deposited at the Company's share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
- (4) For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 27 August 2014 to Friday, 29 August 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, investors are required to lodge all transfers of shares accompanied by the relevant share certificates with the Company's share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 August 2014.
- (5) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 8 September 2014 to Wednesday, 10 September 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 September 2014.

*The directors of the Company as at the date of this notice are Mr. Cheng Chung Man, Johnny (Chairman) and Ms. Lam Yuk Sum (Chief Executive Officer) being the executive directors and Dr. Fok Kam Chu, John, Mr. Yang Wei Tak and Mr. Yeung Wing Kay being the independent non-executive directors.*