



CEC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CEC International Holdings Limited (the "Company") will be held at Horizon Room, Millennium City Club, Level 6, Tower I, Millennium City 1, 388 Kwun Tong Road, Kowloon, Hong Kong, on Thursday, 26th September, 2002 at 10:30 a.m. for the following purposes:

As ordinary business

1. To receive and adopt the audited accounts of the Company and the Reports of the Directors and the Auditors of the Company for the year ended 30th April, 2002.
- 2A. To re-elect retiring Directors, Mr. Tang Tin Sek and Mr. Lam Wing Kin, Sunny.
- 2B. To approve the payment of a director's fee of HK\$300,000 per annum for each of the non-executive Directors until the conclusion of the next annual general meeting of the Company.
3. 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 to fix their remuneration.

As special business

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

4. **"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 schemes 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
 - (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 open for a period fixed by the Directors to holders of shares 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)."

5. **"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 and warrants of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities 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 and warrants 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 10 per cent. of the aggregate amount of warrants of the Company outstanding as at the date of passing this Resolution, in each case and the said approval shall be limited accordingly; and

- (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."
6. **"THAT** conditional upon the passing of the Resolutions numbered 4 and 5 set out in the notice of convening this meeting at which this Resolution is considered, 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 4 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 5, 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."
 7. **"THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, shares which may be issued pursuant to the exercise of the options (the "Options") under the New Scheme (as defined below), representing 10 per cent. of the total issued share capital of the Company as at the date of the approval of the New Scheme and (ii) the Bermuda Monetary Authority granting its consent in respect of the issue of Options under the New Scheme, if required,
 - (a) the new share option scheme of the Company (the "New Scheme", a copy of the rules of such scheme has been produced to this meeting marked 'A' and initialled by the chairman of the meeting for the purpose of identification) be and is hereby approved and adopted and that the Directors be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue shares of the Company pursuant to the exercise of subscription rights attaching to any Options up to 10 per cent. of the total issued share capital of the Company as at the date of passing this Resolution;
 - (b) the share option scheme of the Company adopted on 26th October, 1999 (the "Existing Scheme") be and is hereby terminated with effect from the conclusion of this meeting and that no further options shall be offered thereafter but in all other respects the provisions of the Existing Scheme shall remain in full force and that holders of all options granted under the Existing Scheme prior to such termination shall be entitled to exercise the options pursuant to the terms of the Existing Scheme until the expiry of the said options; and
 - (c) the Directors be and are hereby authorised to execute all such documents and to take all such actions as they deem appropriate or expedient in order to give effect to the New Scheme."

To consider and, if thought fit, pass the following special resolution with or without amendments:

8. **"THAT** the Bye-laws of the Company be and are hereby amended in the following manner:
 - (a) by inserting "or of an affiliated company" after "Such auditor may be a Member but no Director or officer or employee of the Company" in Bye-law 154(1); and
 - (b) by deleting Bye-law 157 in its entirety and substituting therefor the following:

"157. The Board may fill any casual vacancy in the office of auditor arising from any reason whatsoever, but while any such vacancy continues the surviving or continuing Auditors (if any) may act."

By Order of the Board
Li Lai Sheung
Company Secretary

Hong Kong, 30th August, 2002
Principal Place of Business in Hong Kong:
Units 3507-09, Level 35,
Tower I, Millennium City 1,
388 Kwun Tong Road,
Kowloon,
Hong Kong

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 registrars of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1901-5, 19th 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. The register of members of the Company will be closed from 20th September, 2002 to 26th September, 2002, both dates inclusive, during which period no transfer of shares will be effected and no shares will be allotted and issued on the exercise of the subscription rights attaching to the outstanding warrants of the Company.