



# CEC INTERNATIONAL HOLDINGS LIMITED

## CEC 國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0759)

### 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 Strategic Financial Relations Limited, Room 3203, 32th Floor, Admiralty Centre I, 18 Harcourt Road, Queensway, Hong Kong, on Friday, 23rd September, 2005 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, 2005.
- 2A. To re-elect the retiring Directors.
- 2B. To approve an increase in the rate of director's fee for each of the independent non-executive Directors from HK\$300,000 per annum to HK\$360,000 per annum with effect from 1st May, 2005 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 of the Company to fix their remuneration.
- 4A. To declare a final dividend of HK0.7 cent per share for the year ended 30th April, 2005.
- 4B. To approve that subject to the listing of, and permission to deal in, such new shares to be issued by the Company pursuant to this Resolution having been or being granted by the Listing Committee of The Stock Exchange of Hong Kong Limited, the final dividend of HK0.7 cent per share for the year ended 30th April, 2005 be distributed, at the election of the shareholders of the Company whose names appear on the Company's register of members at the close of business on 23rd September, 2005, in the form of new shares in lieu of cash dividend pursuant to the scrip dividend scheme.

#### As special business

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

#### ORDINARY RESOLUTIONS

5. **"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 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)."
6. **"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
  - (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."
7. **"THAT** conditional upon the passing of the Resolutions numbered 5 and 6 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 5 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 6, 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

8. **"THAT** the Bye-laws of the Company be and are hereby amended in the following manner:
  - (a) by inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" immediately after the words "decided on a show of hands unless" in Bye-law 66.

- (b) by deleting the full-stop at the end of Bye-law 66(d) and replacing therewith a semi-colon and adding the word "or" immediately thereafter and by inserting the following as new Bye-law 66(e):

"(e) if required by the rules of the Designated 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 all the Members having the right to vote at the meeting."
- (c) by deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

"68. If a poll is duly demanded, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."
- (d) by deleting the existing Bye-law 84(2) in its entirety and substituting therefor the following as new Bye-law 84(2):

"(2) Where a Member is a clearing house (or its nominee(s) and in each case, being a corporation), it may authorise such person(s) as it thinks fit to act as its proxy or proxies or as its corporate representative(s) at any meeting of the Company or at any meeting of any class of shares in respect of which each such proxy or corporate representative is so authorised. Each person so authorised without further evidence of the facts shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, without limitation, the right to vote individually on a show of hands."
- (e) by deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following new 86(2):

"(2) (a) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election at that meeting.

(b) Without prejudice to Bye-law 86(2)(a), the Company may from time to time in general meeting elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company, and shall then be eligible for re-election at that meeting."
- (f) by deleting the existing Bye-law 87 in its entirety and substituting therefor the following:

"87. Notwithstanding any other provisions in these Bye-laws or other terms on which any Director may be appointed or engaged, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years, or in any event, no later than the third annual general meeting after he was last elected or re-elected. A retiring Director shall be eligible for re-election and shall retain office until conclusion of the meeting or adjourned meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation."
- (g) by deleting the words "five (5) minutes" in the fourth line of the existing Bye-law 118 and substituting therefor the words "twenty (20) minutes".
- (h) re-numbering the existing Bye-law 136 as Bye-law 136(1) and inserting the following new Bye-law 136(2):

"(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim."

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

Hong Kong, 30th August, 2005

*Principal Place of Business in Hong Kong:*

2nd Floor, Hing Win Factory Building  
110 How Ming Street  
Kwun Tong  
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 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. The register of members of the Company will be closed from Friday, 16th September, 2005 to Friday, 23rd September, 2005, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and the scrip dividend scheme, 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 Thursday, 15th September, 2005.
6. Members of the Company are advised to read the circular dated 30th August, 2005 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 three Independent Non-executive Directors, namely Mr. Au Son Yiu, Mr. Lee Wing Kwan, Denis and Dr. Tang Tin Sek.

\* For identification purpose only