



# 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 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

- 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.
- To declare a final dividend for the year ended 30th April, 2006.
- To re-elect the retiring Directors.
- 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.
- 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.
- 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.

#### As special business

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

#### ORDINARY RESOLUTIONS

- "THAT:**
    - 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;
    - 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;
    - 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
    - for the purposes of this Resolution:

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

      - the conclusion of the next annual general meeting of the Company;
      - 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
      - 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)."
- "THAT:**
    - 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;
    - 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
    - for the purposes of this Resolution:

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

      - the conclusion of the next annual general meeting of the Company;
      - 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
      - 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."
  - "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

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

- 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."
- 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"
- 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"
- 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"
- by inserting the word "or by any means" immediately after the words "and caused advertisement in newspapers" in Bye-law 55(2)(c).
- 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."
- by deleting the words "whereupon the Board resolves to accept such resignation" appearing at the end of Bye-law 89(1).
- 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."
- 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"
- 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.
- 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 of, 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."
- 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:"
- by deleting the word "and" appearing at the end of Bye-law 161(a).
- 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"
- 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 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."
- 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

#### Notes:

- 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.
- 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.
- 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.
- 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 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.
- 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.

\* For identification purpose only