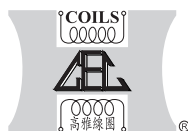

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you have sold or transferred all your shares in CEC International Holdings Limited, you should at once hand this circular and the accompanying 2006/2007 Annual Report and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser.

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



CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0759)

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

A notice convening the Annual General Meeting of CEC International Holdings Limited to be held at 4th Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, on Thursday, 27th September, 2007 at 10:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of CEC International Holdings Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if you so wish.

30th August, 2007

* For identification purpose only

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DEFINITIONS

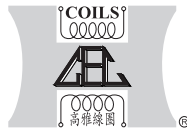
In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 27th September, 2007 at 10:00 a.m., the notice of which is set out on pages 13 to 17 of this circular
“Board”	the board of Directors
“Company”	CEC International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	28th August, 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Proposal”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to repurchase the Shares, details of which are set out in the section headed “General Mandates to Issue and Repurchase Shares”, and Appendix I to, of this circular
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	holders of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0759)

Executive Directors:

Mr. Lam Wai Chun (*Chairman*)
Ms. Tang Fung Kwan (*Deputy Chairman
and Managing Director*)
Mr. Chua You Sing
Ms. Li Hong

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Independent Non-executive Directors:

Dr. Tang Tin Sek
Mr. Au Son Yiu
Mr. Lee Wing Kwan, Denis
Mr. Goh Gen Cheung
Professor Zhu Yuhe

*Principal Place of Business
in Hong Kong:*

2nd Floor, Hing Win Factory Building
110 How Ming Street
Kwun Tong
Kowloon
Hong Kong

30th August, 2007

To Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting relating to, inter alia, (i) the grant of general mandates to the Directors to issue new Shares, (ii) the Repurchase Proposal and (iii) the re-election of retiring Directors to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution relating to a general mandate will be proposed which, subject to the said resolution being passed at the Annual General Meeting, empowers the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution during the period up to the conclusion of the next annual general meeting of the Company, or at 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, or on the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there were in issue an aggregate of 716,610,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, no more than 143,322,159 Shares may be allotted and issued by the Company in exercising in full of the mandate.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to repurchase the Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.

An explanatory statement in connection with the proposed ordinary resolution for the approval of the Repurchase Proposal is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

Subject to the passing of the proposed ordinary resolutions regarding the Shares issue general mandate and the Repurchase Proposal, a separate resolution will also be proposed to grant a general mandate to the Directors to add all the aggregate nominal amount of Shares which may from time to time be purchased under the Repurchase Proposal to the 20% Shares issue general mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Company's Bye-laws, Mr. Chua You Sing, Ms. Li Hong and Dr. Tang Tin Sek shall retire by rotation in the Annual General Meeting. Ms. Li Hong and Dr. Tang Tin Sek shall, being eligible, offer themselves for re-election, whilst Mr. Chua You Sing has indicated that he will not offer himself for re-election. In accordance with Bye-law 86(2) of the Company's Bye-laws, Professor Zhu Yuhe will hold office until the Annual General Meeting and, being eligible, offer himself for re-election. The details of the aforesaid retiring directors who stand for re-election at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 13 to 17 of this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) in person if you so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Company's Bye-laws, at any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in case of Shareholder being a corporation, by its duly authorised corporate representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the rules of the 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 the Shareholders having the right to vote at the meeting.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that (i) the proposed general mandates to issue Shares, (ii) the Repurchase Proposal and (iii) the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board of
CEC International Holdings Limited
Tang Fung Kwan
Deputy Chairman and Managing Director

THE REPURCHASE PROPOSAL

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase its issued Shares subject to the criteria set out in this appendix.

While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to repurchase Shares, the Directors believe that the grant of a general mandate to repurchase Shares would give the Company additional flexibility that would be beneficial. The repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company. On the basis of the consolidated financial position of the Company as at 30th April, 2007 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed purchases were to be carried out in full at any time during the proposed purchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position as at 30th April, 2007), nor if on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

SOURCE OF FUNDS

Repurchase must be funded out of funds legally available for the purpose. Any repurchases will be made out of funds of the Company legally permitted in accordance with its memorandum of association and Bye-laws and the laws of Bermuda to be utilized in this connection, including profits available for distribution and sums standing to the credit of the shares premium account of the Company, the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital, if the Company is able, immediately following such payment, to pay its debts as they fall due in the ordinary course of business.

As at the Latest Practicable Date, there were in issue an aggregate of 716,610,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, not more than 71,661,079 Shares may be repurchased on the Stock Exchange.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the Repurchase Proposal is approved by the Shareholders, to sell Shares to the Company.

No persons who are connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Proposal is approved by the Shareholders.

UNDERTAKING TO THE STOCK EXCHANGE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Proposal in accordance with the Listing Rules, all applicable laws of Bermuda, the jurisdiction in which the Company was incorporated, and the Memorandum of Association and Bye-laws of the Company.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, (i) Mr. Lam Wai Chun ("Mr. Lam") and his spouse, Ms Law Ching Yee, are deemed to be interested in 451,086,848 Shares, representing approximately 62.95% of the issued share capital of the Company, of which 22,531,188 Shares are beneficially owned by Mr. Lam and 428,555,660 Shares are ultimately held by his family trust through Ka Yan China Development (Holding) Company Limited, a wholly-owned subsidiary of Ka Yan China Investments Limited, for the purpose of the SFO; and (ii) each of Ka Yan China Investments Limited, the ultimate holding company of the Company, and HSBC International Trustee Limited, the trustee of Mr. Lam's family trust, is deemed to be interested in 423,785,660 Shares, representing approximately 59.14% of the issued share capital of the Company, and duplicates each other forming part of the Shares in which Ka Yan China Development (Holding) Company Limited is interested. As at the Latest Practicable Date, the actual duplicate interests held by Ka Yan China Investments Limited and HSBC International Trustee Limited in the Company is 428,555,660 Shares which are also the same Shares held by Ka Yan China Development (Holding) Company Limited as mentioned above.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, assuming the present shareholdings otherwise remain the same, the interests of Mr. Lam and Ms Law Ching Yee together with his family trust in the Company through Ka Yan China Development (Holding) Company Limited would be increased to approximately 69.94% of the issued share capital of the Company. The Directors consider that such increase would not

give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed Shares which are in the hands of the public falling below 25% under the Listing Rules.

MISCELLANEOUS

During the six months preceding the Latest Practicable Date, no Share was purchased by the Company.

During each of the previous twelve months ended 31st July, 2007, the highest and lowest prices at which the Shares traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
August	0.1630	0.1310
September	0.1530	0.1310
October	0.2200	0.1490
November	0.1800	0.1420
December	0.1850	0.1480
2007		
January	0.1950	0.1530
February	0.2500	0.1660
March	0.2300	0.1800
April	0.2900	0.1860
May	0.2950	0.2000
June	0.3850	0.2600
July	0.3800	0.2460

The following is the information as required to be disclosed under the Listing Rules on the retiring Directors standing for re-election at the Annual General Meeting:

Ms. LI Hong, aged 38, was appointed as an executive Director with effect from 1st May, 2005. She is also a director and the general manager of Xiamen Coils Electronic Co., Ltd. (“Xiamen Coils”), an indirect wholly-owned subsidiary of the Company, as well as a director of 南京國仲磁性材料製品有限公司 (Nanjing Guo Zhong Magnetic Material Co., Ltd.), an indirect wholly-owned subsidiary of the Company, and is responsible for the overall management of the Group’s business operation in Xiamen and the marketing of the Group in PRC. Ms. Li received a bachelor degree of English literature from Changchun Teacher’s College, the PRC in 1991 and a master of business administration from The University of Northern Virginia, the United States of America in 2003. Ms. Li joined the Group in 1994.

Under her current employment contract, which was amended by the supplemental agreement to employment contract dated 30th April, 2007, made with Xiamen Coils for a term of one year commencing from 1st May, 2007 regarding her employment as general manager, Ms. Li is entitled to receive a monthly salary of RMB15,000 and a monthly management bonus based on her performance determined by the board of directors of Xiamen Coils at its absolute discretion, provided that the total amount of bonuses payable to Ms. Li shall not exceed RMB120,000 per annum, which is determined by reference to her experience, duties, the Company’s remuneration policy and the market conditions. In addition, Ms. Li currently receives HK\$20,000 per month as director’s remuneration under a service agreement made with the Company for a term of one year commencing from 1st May, 2007 until terminated by either party giving to the other a prior notice of three months in writing (or such other period as the parties may agree in writing from time to time, but in any event not more than three months) before its expiration. The total remuneration of Ms. Li under the aforesaid agreements was approved by Remuneration Committee of the Company by reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the market benchmark.

As at the Latest Practicable Date, Ms. Li is personally interested in 548,000 Shares (representing approximately 0.08% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Ms. Li is not related to any Directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any other listed public companies in the three years preceding the Latest Practicable Date.

Save as disclosed above, there is no other matter relating to the re-election of Ms. Li that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. TANG Tin Sek, aged 48, was appointed as an executive Director with effect from 29th September, 1999, and has been re-designated as a non-executive Director and an independent non-executive Director with effect from 1st January, 2000 and 3rd June, 2003 respectively. He is also the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Dr. Tang is a Certified Public Accountant and a partner of Terence Tang & Partners. He has over 26 years’ experience in corporate finance, business advisory, financial management and auditing. Dr. Tang is also a member of The Chinese Institute of Certified Public Accountants, The Institute of Chartered Accountants in Australia and The Chartered Association of Certified Accountants in the United Kingdom. He obtained a Bachelor of Science degree from The University of Hong Kong in 1980, a Master of Business

APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Administration degree from The University of Sydney, Australia in 1990 and a Doctor of Accountancy degree from The Hong Kong Polytechnic University in 2004.

As at the Latest Practicable Date, Dr. Tang is personally interested in 3,714,000 Shares (representing approximately 0.52% of the issued share capital of the Company) within the meaning of Part XV of the SFO. During the three years preceding the Latest Practicable Date, Dr. Tang is not related to any Directors, senior management, substantial or controlling shareholders of the Company and is also an independent non-executive director of Sinofert Holdings Limited (formerly known as Sinochem Hong Kong Holdings Limited) (“Sinochem”), New Smart Energy Group Limited (formerly known as New Smart Holdings Limited), Frankie Dominion International Limited and Interchina Holdings Company Limited, all of which are companies whose shares are listed on the Stock Exchange. Dr. Tang was as an independent non-executive director of China Mining Resources Group Limited (formerly known as INNOMAXX Biotechnology Group Limited), the shares of which are listed on the Stock Exchange, for the period from 28th May, 2000 to 16th May, 2007. Save as disclosed herein, Dr. Tang did not hold any directorships in other listed public companies in the three years immediately prior to the Latest Practicable Date.

Dr. Tang is not appointed for a specific term but is subject to retirement by rotation in accordance with the Company’s Bye-laws. There is no subsisting service contract between the Company and him. Dr. Tang currently receives a director’s fee and an additional remuneration for acting as chairman of the Audit Committee of HK\$360,000 per annum and HK\$60,000 per annum respectively, the rates of which were approved by the Shareholders at the annual general meeting of the Company held in 2006. The aforesaid director’s fee was proposed to be increased to HK\$420,000 per annum with effect from 1st October, 2007 until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting. The total remuneration and the aforesaid increase in director’s fee of Dr. Tang were recommended by the Remuneration Committee of the Company and determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the market benchmark.

Dr. Tang was employed by Allied Group Limited, the shares of which are listed on the Stock Exchange, as its group accounting manager during the period from 4th December, 1989 to 13th April, 1991. His main duty was the supervision of the accounts department which was responsible for keeping books and records and preparation of financial accounts and management information. In 1992, the then financial secretary of the Government of Hong Kong appointed an independent inspector to conduct investigations into certain affairs of a number of companies including Allied Group Limited, Allied Properties (H.K.) Limited and Allied Industries International Limited (together, the “Allied Group”). The investigations covered transactions carried out by the Allied Group from 1990 to 1992. A report on the findings of the inspector was submitted to the then financial secretary of the Government of Hong Kong and an abridged version of the report was published in September, 1993. Subsequent to the publication of the report, the Listing Committee of the Stock Exchange conducted investigations and hearings into the conduct of a number of individuals in senior management positions within the Allied Group concerning a number of transactions referred to and matters arising from the report. The Listing Committee concluded that these transactions were in breach of the Listing Rules contained in Chapters 13 and 14 of the Listing Rules then in force and such individuals were censured. However, Dr. Tang has never been contacted or been under investigation by the authorities mentioned above in respect of such matters. In 2001, the Listing Division of the Stock Exchange alleged that Sinochem had breached paragraph 2(1) of the listing agreement

between Sinochem and the Stock Exchange and practice note 19 under the Listing Rules then in force relating to a late disclosure of a guarantee given by Sinochem on 4th August, 2000. The Listing Committee of the Stock Exchange conducted a hearing in relation to this matter in October 2001 and concluded that Sinochem had committed the breach in question. The Listing Committee determined that the appropriate sanction for the matter was a private reprimand but made no reference to the independent non-executive directors in its conclusion.

Save as disclosed above, there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter relating to the re-election of Dr. Tang that need to be brought to the attention of the Shareholders.

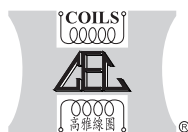
Professor ZHU Yuhe, aged 69, was appointed as an independent non-executive Director with effect from 1st April 2007, and is a member of the Remuneration Committee of the Company. Professor Zhu is a professor of School of Humanities and Social Sciences in Tsinghua University (“Tsinghua”) in charge of some advanced courses relating to China’s conditions and China’s political economics. He is a Managing Director of 中國老教授協會 (China Senior Professor Association) and Vice Chairman of 國杰老教授科學技術諮詢開發研究院 (Guojie Senior Professor Science and Technology Development Academy). Professor Zhu graduated from Tsinghua in electrical engineering in 1960 and was subsequently sent to Renmin University of China for further studies on modern history of China by Tsinghua. Professor Zhu has 45 years’ extensive teaching experience in history, philosophy and political economics at Tsinghua and also held offices in Tsinghua, including Director of Department of History, Vice Dean of School of Humanities and Social Sciences, teaching adviser of the President of Tsinghua during various periods.

As at the Latest Practicable Date, Professor Zhu does not have any interests in the Shares within the meaning of Part XV of the SFO. Professor Zhu is not related to any Directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any other listed public companies in the three years preceding the Latest Practicable Date.

Professor Zhu is not appointed for a specific term but is subject to retirement by rotation in accordance with the Company’s Bye-laws. There is no service contract between the Company and him. Professor Zhu currently receives a director’s fee of HK\$360,000 per annum, which was previously recommended by the Remuneration Committee of the Company and determined by the Board for being an independent non-executive Director and subsequently approved by the Shareholders at the annual general meeting of the Company held in 2006. The aforesaid director’s fee was proposed to be increased to HK\$420,000 per annum with effect from 1st October, 2007 until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting. The aforesaid increase in director’s fee of Professor Zhu was recommended by the Remuneration Committee of the Company and determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the market benchmark.

Save as disclosed above, there is no other matter relating to the re-election of Professor Zhu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0759)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CEC International Holdings Limited (the “Company”) will be held at 4th Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, on Thursday, 27th September, 2007 at 10:00 a.m. for the following purposes:

As ordinary business

1. To receive and adopt the audited financial statements of the Company and the Report of the Directors and the Independent Auditor’s Report for the year ended 30th April, 2007.
2. To declare a final dividend for the year ended 30th April, 2007.
3. To re-elect the retiring Directors.
- 4A. To approve an increase in the rate of a director’s fee for each of the independent non-executive Directors from HK\$360,000 per annum to HK\$420,000 per annum with effect from 1st October, 2007 until the conclusion of the next annual general meeting of the Company.
- 4B. 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 until the conclusion of the next annual general meeting of the Company.
5. To re-appoint PricewaterhouseCoopers as the auditor 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 its remuneration.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

As special business

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

ORDINARY RESOLUTIONS

6. **“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 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

- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

7. **“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.”

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8. “**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.”

By Order of the Board
Li Lai Sheung
Company Secretary

Hong Kong, 30th August, 2007

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.

NOTICE OF ANNUAL GENERAL MEETING

5. 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, 20th September, 2007 to Thursday, 27th September, 2007, 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, 19th September, 2007.
6. Members of the Company are advised to read the circular dated 30th August, 2007 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 (Chairman), Ms. Tang Fung Kwan (Deputy Chairman and Managing Director), Mr. Chua You Sing and Ms. Li Hong, and five Independent Non-executive Directors, namely Mr. Au Son Yiu, Mr. Lee Wing Kwan, Denis, Dr. Tang Tin Sek, Mr. Goh Gen Cheung and Professor Zhu Yuhe.