

CEC-COILS®

CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 759)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each (the "Shares") in the capital of CEC International Holdings Limited (the "Company") HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us and to attend on my/our behalf at the Annual General Meeting to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 29th September, 2009 at 10:00 a.m. (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Resolutions		FOR ^(note 4)	AGAINST ^(note 4)
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, 2009.		
2.	(i) To re-elect Ms. Li Hong as a Director;		
	(ii) To re-elect Mr. Au Son Yiu as a Director;		
	(iii) To re-elect Mr. Lee Wing Kwan, Denis as a Director; and		
	(iv) To authorize the Board to fix the remuneration of the Directors.		
3.	(i) To approve the payment of a director's fee of HK\$420,000 per annum for each of the independent non-executive Directors until the conclusion of the next annual general meeting of the Company; and		
	(ii) To approve the additional remuneration for each of the chairman of the Audit Committee and the Remuneration Committee at the rate of HK\$78,000 per annum and HK\$60,000 per annum respectively until the conclusion of the next annual general meeting of the Company.		
4.	(i) To elect Mr. Chung Wai Kin as Director and to authorize the Board to fix his remuneration;		
	(ii) To elect Mr. Au Son Yiu as independent non-executive Director; and		
	(iii) To elect Mr. Lee Wing Kwan, Denis as independent non-executive Director.		
5.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board of Directors of the Company to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20 per cent. of the issued share capital of the Company.		
7.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the issued share capital of the Company.		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares not exceeding the aggregate nominal amount of Shares repurchased by the Company.		

Dated this _____ day of _____, 2009 Signatures ^(note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the full name and address of proxy in the space provided. **ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 poll, vote instead of him. 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.
- 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.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- 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 Rooms 1806-1807, 18th 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 adjournment 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 identification purposes only