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If you have sold or transferred all your shares in CEC International Holdings Limited, you should at once hand this circular and the accompanying 2010/2011 Annual Report and the 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-COILS[®]
CEC INTERNATIONAL HOLDINGS LIMITED
CEC 國際控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 759)

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

A notice convening the Annual General Meeting of CEC International Holdings Limited to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong, on Tuesday, 27th September, 2011 at 10:00 a.m. is set out on pages 12 to 16 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 17M 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.

* For identification purpose only

25th August, 2011

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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 at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 27th September, 2011 at 10:00 a.m., the notice of which is set out on pages 12 to 16 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” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18th August, 2011, 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 but, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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” of the Letter from the Board of, and Appendix I to, this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended from time to time
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to allot, issue and deal with new Shares, details of which are set out in the section headed “General Mandates to Issue and Repurchase Shares” of the Letter from the Board of this circular
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

CEC-COILS®
CEC INTERNATIONAL HOLDINGS LIMITED
CEC 國際控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 759)

Executive Directors:

Mr. Lam Wai Chun (*Chairman*)
Ms. Tang Fung Kwan
Ms. Li Hong
Mr. Chung Wai Kin

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

25th August, 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
ELECTION OF 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 Share Issue Mandate, (ii) the Repurchase Proposal and (iii) the election of Directors to enable the Shareholders to make informed decisions as to 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 the Share Issue 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 (i) the conclusion of the next annual general meeting of the Company, or (ii) 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 (iii) 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 666,190,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, no more than 133,238,159 Shares may be allotted and issued by the Company if the Share Issue Mandate is exercised in full.

At the Annual General Meeting, another ordinary resolution will also 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 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 as to whether to vote for or against the relevant resolution.

Subject to the passing of the proposed ordinary resolutions regarding the Share Issue Mandate and the Repurchase Proposal, a separate resolution will also be proposed to grant a general mandate to the Directors to include the aggregate nominal amount of Shares which may from time to time be repurchased by the Company pursuant to the Repurchase Proposal to the Share Issue Mandate.

ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Company's Bye-laws, Ms. Tang Fung Kwan, Mr. Goh Gen Cheung and Mr. Lee Wing Kwan, Denis shall retire by rotation at the Annual General Meeting. Ms. Tang Fung Kwan and Mr. Goh Gen Cheung, being eligible, offer themselves for re-election, whilst Mr. Lee Wing Kwan, Denis has indicated that he will not offer himself for re-election. The biographical details of the aforesaid Directors who stand for re-election at the Annual General Meeting are set out in Appendix II to this circular.

The Board also proposes to appoint Mr. Ho Man Lee as an executive Director. At the Annual General Meeting, a resolution will be proposed to elect Mr. Ho Man Lee as an executive Director with effect from 27th September, 2011. Brief biographical details of Mr. Ho Man Lee are also 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 12 to 16 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 attend 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 17M 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the Annual General Meeting must be taken by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that (i) the Share Issue Mandate, (ii) the Repurchase Proposal and (iii) the election of 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
Lam Wai Chun
Chairman

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 as set out in this appendix.

While it is not possible to anticipate in advance any specific circumstances in which the Directors might consider it appropriate to repurchase Shares, the Directors believe that the grant of a general mandate to repurchase Shares would provide the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole. The repurchases may, depending on the market conditions and funding arrangements of the Company at the material 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 2011 (being the date on 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 repurchase mandate was to be exercised in full at any time during the proposed repurchase period. However, no repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company, nor if on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase 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 for this purpose, 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 666,190,798 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, not more than 66,619,079 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, 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 472,250,848 Shares, representing approximately 70.89% of the issued share capital of the Company, of which 29,955,188 Shares are beneficially owned by Mr. Lam and 442,295,660 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 442,295,660 Shares, representing approximately 66.39% of the issued share capital of the Company, and duplicates with each other forming 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 442,295,660 Shares which also duplicate with the 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 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 78.76% 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 Shares which are in the hands of the public falling below 25%.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE PROPOSAL

MISCELLANEOUS

During each of the six months preceding the Latest Practicable Date, the Company repurchased its own Shares on the Stock Exchange as follows:

Date of Repurchase	No. of Shares repurchased	Purchase Price (per Share)		
		Highest	Lowest	Price
21st March, 2011	1,356,000	0.385	0.380	–
4th April, 2011	2,432,000	0.395	0.380	–
18th April, 2011	1,610,000	0.375	0.360	–
19th April, 2011	170,000	–	–	0.370
22nd June, 2011	2,954,000	0.330	0.320	–

During each of the previous twelve months ended 31st July, 2011 and the current month up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:–

Month	Per Share	
	Highest HK\$	Lowest HK\$
2010		
August	0.350	0.235
September	0.330	0.240
October	0.335	0.265
November	0.350	0.285
December	0.440	0.330
2011		
January	0.420	0.370
February	0.410	0.375
March	0.400	0.330
April	0.395	0.330
May	0.355	0.295
June	0.330	0.290
July	0.315	0.285
August (up to the Latest Practicable Date)	0.315	0.240

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

Ms. TANG Fung Kwan, aged 41, was appointed as an executive Director with effect from 29th September, 1999. She is responsible for the Group's overall strategic planning, corporate development, sales and marketing as well as formulation of corporate policies. Ms. Tang was awarded with the degree of Bachelor of Social Sciences with Honours by The University of Hong Kong in 1992, the degree of International Master of Business Administration by The University of South Australia, Australia, in 1998, the degree of Bachelor of Laws (LLB) by The Manchester Metropolitan University, United Kingdom, in 2006, the Postgraduate Certificate in Laws and the degree of Master of Laws in Arbitration and Dispute Resolution by The University of Hong Kong in 2008 and 2010 respectively. She joined the Group in 1993. Ms. Tang is also the director of Coils Electronic (Zhong Shan) Co., Ltd., 南京國仲磁性材料製品有限公司 (Nanjing Guo Zhong Magnetic Material Co., Ltd.) and a number of other subsidiaries of the Company. She is also a member of the Remuneration Committee and the chairman of the Accounts Receivable Supervisory Committee of the Company. She was the Managing Director of the Company for the period from 5th May, 2003 until 28th September, 2009 and the Deputy Chairman of the Company for the period from 1st August, 2003 until 28th September, 2009.

As at the Latest Practicable Date, Ms. Tang personally interested in 4,194,611 Shares (representing approximately 0.63% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Ms. Tang 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.

Ms. Tang entered into a service agreement with the Company on 28th April, 2008 for a term of three years commencing on 1st May, 2008. On 28th April, 2011, Ms. Tang entered into a new service agreement with the Company for a term of three years, commencing on 1st May, 2011 which service agreement may be terminated within its term by either party giving to the other a prior notice of three months (or a shorter period as the parties may agree in writing from time to time), but in any event not exceeding its term. Ms. Tang's appointment will be subject to the retirement by rotation requirement under the Bye-laws of the Company. Under the service agreement with the Company, Ms. Tang is entitled to receive a monthly salary of HK\$100,000. On 1st August, 2009, Ms. Tang entered into a service contract, which was amended by a service contract dated 29th April, 2011, with Coils Electronic (Zhong Shan) Co., Ltd. ("Zhongshan Coils"), an indirectly wholly-owned subsidiary of the Company, for a term commencing from 1st August, 2009 to 31st July, 2012 relating to her appointment as the director of Zhongshan Coils which service contract may be terminated upon the occurrence of any of the termination events as specified in the service contract. Under the service contract with Zhongshan Coils, Ms. Tang is entitled to receive a monthly salary of RMB10,000. Further on 1st September, 2010, Ms. Tang entered into a service contract with Nanjing Guo Zhong Magnetic Material Co., Ltd. (南京國仲磁性材料製品有限公司) ("Nanjing Guo Zhong"), an indirectly wholly-owned subsidiary of the Company, for a term commencing from 1st September, 2010 to 31st August, 2013 relating to her appointment as the director of Nanjing Guo Zhong which service contract may be terminated upon the occurrence of any of the termination events as specified in the service contract. Under the service contract with Nanjing Guo Zhong, Ms. Tang is entitled to receive a monthly salary of RMB5,000. The total remuneration of Ms. Tang under the aforesaid agreement/service contracts was determined by the Remuneration Committee of the Company by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Ms. Tang confirmed that she has no other major appointments and there is no other matter relating to her re-election 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.

Mr. GOH Gen Cheung, aged 64, was appointed as an independent non-executive Director of the Company with effect from 1st December, 2005 and is a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Goh has over 30 years of treasury, finance and banking experience. He is an associate member of The Hong Kong Institute of Bankers and obtained a Master's degree in Business Administration from the University of East Asia, Macau in 1987. Mr. Goh is also an independent non-executive director of Shinhint Acoustic Link Holdings Limited, Beijing Properties (Holdings) Limited (formerly known as Peaktop International Holdings Limited), both of which are companies whose shares are listed and traded on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and Standard Bank Asia Limited. He was also an independent non-executive director of Karce International Holdings Company Limited and China Flavors and Fragrances Company Limited, both of which are companies whose shares were listed and traded on the Stock Exchange, until 8th February, 2009 and 16th December, 2009 respectively.

As at the Latest Practicable Date, Mr. Goh does not have any interests in the Shares within the meaning of Part XV of the SFO and is not related to any Directors, senior management, substantial or controlling Shareholders of the Company. Mr. Goh was the head of treasury of Standard Chartered Bank (Hong Kong) Limited from January 1988 to June 1995. He was also an independent non-executive director of Wah Lee Resources Holdings Limited (now known as Kai Yuan Holdings Limited) ("Wah Lee") from August 1996 to October 2000. Wah Lee is a company whose shares are listed and traded on the Stock Exchange and had been put into provisional liquidation for a period of six months from April 2000 to October 2000. He resigned from the post of independent non-executive director of Wah Lee with effect from the date on which the restructuring of Wah Lee was successfully completed in October 2000. He was not involved in any investigation by the Stock Exchange, the Securities and Futures Commission, the provisional liquidators or any of the other regulators.

As at the Latest Practicable Date, Mr. Goh 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. Upon re-election, the Company and Mr. Goh will enter into an appointment letter with specific term of appointment commencing from 1st October, 2011 and expiring on 30th September, 2013. Mr. Goh receives a director's fee of HK\$420,000 per annum, the rate of which was approved by the Shareholders at the annual general meeting of the Company held on 28th September, 2010. The aforesaid director's fee was recommended by the Remuneration Committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Goh confirmed that he has no other major appointments and there is no other matter relating to his re-election 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.

The following is the information required to be disclosed under the Listing Rules on the Director proposed to be elected at the Annual General Meeting:

Mr. HO Man Lee, aged 31, joined the Group in 2001 and is the senior manager of the administration department of Coils Electronic Co., Limited, an indirectly wholly-owned subsidiary of the Company, responsible for the administration and personnel management functions of the Group and coordinating the lease of shops for the retail business. He is also a director of 北京高雅恒健科技有限公司 (CEC-Technology Beijing Limited), an indirectly wholly-owned subsidiary of the Company. He was a director of Coils Electronic Co., Limited for the period from 6th October, 2006 until 30th June, 2008. Mr. Ho obtained a degree of Bachelor of Computer Science with Honours from The Hong Kong University of Science and Technology in 2001 and a degree of Master of Business Administration from The Chinese University of Hong Kong in 2006.

As at the Latest Practicable Date, Mr. Ho personally interested in 30,000 Shares (representing approximately 0.0045% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Mr. Ho is not related to any Directors, senior management, substantial or controlling Shareholders and did not hold any directorship in any other listed public companies during the three years preceding the Latest Practicable Date.

If the election of Mr. Ho as an executive Director is approved by the Shareholders at the Annual General Meeting, the Company and Mr. Ho will enter into a service agreement, pursuant to which Mr. Ho will be appointed for a term of three (3) years and is subject to retirement by rotation in accordance with the Company's Bye-laws. Mr. Ho will receive a monthly salary of HK\$40,000, which is subject to the review by the Board. Other than the aforesaid, he will not be entitled to other salary from other members of the Group. The aforesaid director's remuneration was determined by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Ho confirmed that he has no other major appointments and there is no other matter relating to his appointment that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

None of the above Directors has entered into any service agreement/appointment letter with the Company which was not determinable by the Company within one year without payment of compensation other than the statutory compensation.

NOTICE OF ANNUAL GENERAL MEETING

CEC-COILS®

CEC INTERNATIONAL HOLDINGS LIMITED

CEC 國際控股有限公司*

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

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 Tuesday, 27th September, 2011 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, 2011.
2. To declare a final dividend of HK0.50 cent per share for the year ended 30th April, 2011.
3. To re-elect Ms. Tang Fung Kwan as an executive Director.
4. To re-elect Mr. Goh Geh Cheung as an independent non-executive Director.
5. To elect Mr. Ho Man Lee as an executive Director.
6. To authorize the Board to fix the remuneration of the Directors elected at the Meeting.
7. (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.
8. 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 their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

A. **“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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

B. **“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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

C. “**THAT** conditional upon the passing of the Resolutions numbered 9A and 9B set out in this notice, 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 9A set out in this 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 9B, 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

Ho Wing Yi

Company Secretary

Hong Kong, 25th August, 2011

NOTICE OF ANNUAL GENERAL MEETING

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 17M 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. For the purpose of determining the entitlement to vote at the meeting, the register of members of the Company will be closed from Friday, 23rd September, 2011 to Tuesday, 27th September, 2011, both dates inclusive, during which period no transfer of shares will be effected. In order 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 4:30 p.m. on Thursday, 22nd September, 2011.
6. For the purpose of determining the entitlement to the final dividend (if approved), the register of members of the Company will be closed from Friday, 7th October, 2011 to Tuesday, 11th October, 2011, both dates inclusive, during which period no transfer of shares will be effected. To be entitled to the final dividend (if approved), 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 4:30 p.m. on Thursday, 6th October, 2011.
7. Members of the Company are advised to read the circular dated 25th August, 2011 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, Ms. Li Hong and Mr. Chung Wai Kin, 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.