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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

**If you have sold or transferred** all your shares in CEC International Holdings Limited, you should at once hand this circular and the accompanying 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 or the transferee.

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

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

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

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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, Hong Kong, on Tuesday, 29th September 2020 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, Wanchai, 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 and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

**PRECAUTIONARY MEASURES AT THE AGM**

To safeguard the health and safety of Shareholders and to prevent the spread of COVID-19, the Company will implement precautionary measures (please refer to page 1 of this circular for details) at the AGM, including:

- **Compulsory body temperature checks and health declarations**
- **Compulsory wearing of surgical face masks**
- **No distribution of corporate gifts and no provision of refreshments**

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law. **In the current circumstances, the Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the AGM arrangements, if any.

\* For identification purpose only

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## PRECAUTIONARY MEASURES FOR AT THE AGM

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To safeguard the health and safety of Shareholders and to prevent the spread of COVID-19, the following precautionary measures will be implemented by the Company at the AGM:

- Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius, or is exhibiting flu-like or other unwell symptoms will be denied entry into the AGM venue or be required to leave the AGM venue.
- All attendees of the AGM will be required to complete a health declaration form and the Company will refuse entry if the required declaration form cannot be provided. The health declaration form is sent to all registered Shareholders together with this circular and you are strongly advised to complete it in advance and bring the completed form to the AGM venue.
- All attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- No corporate gifts and refreshments will be provided by the Company.

Attendees who do not comply with the precautionary measures above or is subject to any Hong Kong Government prescribed quarantine will be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

Seating at the AGM venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM. The Company will limit the number of attendees at the AGM as may be necessary to avoid over-crowding. Shareholders are kindly reminded that subject to the situation of COVID-19 pandemic at the time of the AGM, the attendance at the AGM may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. **The Company strongly encourages the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for further announcements and updates on the AGM arrangements, if any.

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Hong Kong on Tuesday, 29th September 2020 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
“Bye-laws”	the Bye-laws of the Company, as amended from time to time
“Company”	CEC International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 759)
“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”	19th August 2020, 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 II to, this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended from time to time

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## DEFINITIONS

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“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“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.

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LETTER FROM THE BOARD

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**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:*

Ms. Tang Fung Kwan (*Chairman*)  
Mr. Ho Man Lee  
Mr. Lam Kwok Chung

*Independent Non-executive Directors:*

Mr. Au Son Yiu  
Mr. Goh Gen Cheung  
Mr. Chan Chiu Ying

*Registered Office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal Place of Business in Hong Kong:*

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

27th August 2020

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
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 re-election of retiring Directors, (ii) the Share Issue Mandate, and (iii) the Repurchase Proposal to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Ms. Tang Fung Kwan and Mr. Goh Gen Cheung shall retire by rotation at the Annual General Meeting. All of them, being eligible, offer themselves for re-election. The biographical details of the aforesaid retiring Directors who stand for re-election at the Annual General Meeting are set out in Appendix I to this circular.

Mr. Goh Gen Cheung has served as an independent non-executive Director of the Company for more than nine years. According to the code provision A.4.3 of Appendix 14 to the Listing Rules, further appointment of Mr. Goh as an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. The Nomination Committee of the Company has reviewed and assessed his annual confirmation of independence based on the independence factors set out in Rule 3.13 of the Listing Rules. With his extensive treasury and banking experience, Mr. Goh has provided valuable independent advice for the Group's business development in his previous tenures. As Mr. Goh is not involved in the day-to-day management of the Company and there is no evidence that his independence would be affected by his length of term, the Board considers that Mr. Goh will continue to provide valuable contributions to the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote for his re-election.

### 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 II 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.

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## LETTER FROM THE BOARD

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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.

### 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 in person, 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, Wanchai, 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 and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

### RECOMMENDATIONS

The Directors are of the opinion that (i) the re-election of retiring Directors, (ii) the Share Issue Mandate and (iii) the Repurchase Proposal 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.

### 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.

Yours faithfully,  
For and on behalf of the Board of  
**CEC International Holdings Limited**  
**Tang Fung Kwan**  
*Chairman*

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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*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 50, was appointed as an executive Director of the Company with effect from 29th September 1999, and has been the Chairman and Managing Director of the Company since 19th August 2018. She is responsible for leading the strategic planning, business development and overall management of the Group. Ms. Tang is also the managing director of Coils Electronic (Zhong Shan) Co., Ltd. and a number of other subsidiaries of the Company. She has been admitted to the degree of Bachelor of Social Sciences with Honours in The University of Hong Kong in 1992, the degree of International Master of Business Administration in The University of South Australia, Australia, in 1998, the degree of Bachelor of Laws (LLB) in 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 in The University of Hong Kong in 2008 and 2010 respectively. She joined the Group in 1993.

Ms. Tang is also currently a member of the Remuneration Committee and the Chairman of the Nomination Committee and the Accounts Receivable Supervisory Committee of the Company.

As at the Latest Practicable Date, Ms. Tang was 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 the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Ms. Tang entered into a service agreement with the Company on 4th May 2020, which was subsequently amended on 29th July 2020, for a term of three years commencing on 1st May 2020 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. Under the service agreement with the Company, Ms. Tang is entitled to receive a monthly salary of HK\$300,000. Further, Ms. Tang is entitled to receive a monthly salary of RMB10,000 for her appointment as the director of Coils Electronic (Zhong Shan) Co., Ltd., an indirectly wholly-owned subsidiary of the Company. The total remuneration of Ms. Tang under the aforesaid agreement was recommended by the Remuneration Committee of the Company and approved by the Board with reference to her 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 Ms. Tang 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.

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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**Mr. GOH Gen Cheung**, aged 73, 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, the Remuneration Committee and the Nomination Committee of the Company. Mr. Goh has over 30 years of treasury, finance and banking experience. He is a Certified Banker 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 Beijing Properties (Holdings) Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed herein, Mr. Goh did not hold any directorships in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately prior to the Latest Practicable Date.

Mr. Goh has entered into an appointment letter with the Company with specific term of appointment commencing from 1st October 2019 and expiring on 30th September 2021 and is subject to retirement by rotation in accordance with the Bye-laws. Mr. Goh currently receives a director's fee of HK\$462,000 per annum. The aforesaid director's fee was recommended by the Remuneration Committee of the Company and approved by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark. As at the Latest Practicable Date, Mr. Goh did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Goh is not related to any directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Goh 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.

**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 2020 (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 Kwok Chung ("Mr. Lam") had an interest in 442,295,660 Shares of the Company, representing approximately 66.39% of the issued share capital of the Company. Such 442,295,660 Shares are ultimately held by a discretionary trust (the "Trust") (of which Mr. Lam is a discretionary beneficiary) 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 the 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 interest of Mr. Lam in his capacity as a discretionary beneficiary of the Trust would be increased to approximately 73.77% 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.

## MISCELLANEOUS

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

During the previous twelve months ended 31st July 2020 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\$
<b>2019</b>		
August	0.500	0.400
September	0.465	0.405
October	0.470	0.400
November	0.460	0.400
December	0.570	0.400
<b>2020</b>		
January	0.480	0.405
February	1.150	0.440
March	0.730	0.410
April	0.690	0.520
May	0.620	0.520
June	0.600	0.520
July	0.960	0.570
August (up to the Latest Practicable Date)	1.100	0.730

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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, Hong Kong, on Tuesday, 29th September 2020 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 2020.
2. To declare a final dividend of HK0.50 cent per share for the year ended 30th April 2020.
3.
  - (i) To re-elect Ms. Tang Fung Kwan as an executive Director;
  - (ii) To re-elect Mr. Goh Gen Cheung as an independent non-executive Director;
  - (iii) To authorise the Board to fix the remuneration of the Directors.
4. 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 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**

5. **“THAT:**
  - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares or securities convertible into or exchangeable for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws of the Company to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by passing an ordinary resolution of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional upon the passing of the Resolutions numbered 5 and 6 set out in the notice of convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the Resolution numbered 5 set out in the said notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution numbered 6, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board  
**Ho Wing Yi**  
*Company Secretary*

Hong Kong, 27th August 2020

*Principal Place of Business in Hong Kong:*  
2nd Floor, Hing Win Factory Building,  
110 How Ming Street,  
Kwun Tong,  
Kowloon  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*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, Wanchai, 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 Wednesday, 23rd September 2020 to Tuesday, 29th September 2020, 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, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 22nd September 2020.
6. For the purpose of determining the entitlement to the final dividend, the register of members of the Company will be closed from Friday, 9th October 2020 to Tuesday, 13th October 2020, both dates inclusive, during which period no transfer of shares will be effected. 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, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 8th October 2020.
7. Members of the Company are advised to read the circular dated 27th August 2020 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 three executive Directors, namely Ms. Tang Fung Kwan, Mr. Ho Man Lee and Mr. Lam Kwok Chung; and three independent non-executive Directors, namely Mr. Chan Chiu Ying, Mr. Au Son Yiu and Mr. Goh Gen Cheung.*

**CEC-COILS®**  
**CEC INTERNATIONAL HOLDINGS LIMITED**  
**CEC 國際控股有限公司\***  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code: 759)  
(股份代號: 759)

**HEALTH DECLARATION FORM**  
**健康申報表**

To: CEC International Holdings Limited ("Company")  
Re: 2020 Annual General Meeting ("AGM")

致: CEC國際控股有限公司(「本公司」)  
有關2020年股東週年大會(「股東週年大會」)事宜

**PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING**  
**股東週年大會的預防措施**

To safeguard the health and safety of shareholders and to prevent the spread of COVID-19, the Company will implement precautionary measures at the AGM, including:

為保障股東的健康以及安全，並防止2019冠狀病毒病(COVID-19)的傳播，本公司將於股東週年大會上實施以下預防措施，包括：

- **Compulsory body temperature checks and health declarations**  
強制體溫檢查及健康申報
- **Compulsory wearing of surgical face masks**  
必須佩戴外科口罩
- **No distribution of corporate gifts**  
不派發禮品
- **No provision of refreshments**  
不提供茶點

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue. All the attendees are requested to wear surgical face masks at all the time at the AGM venue and to maintain a safe distance. **In the current circumstances, the Company strongly encourages shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.**

任何不遵守預防措施的人士將會被拒絕進入股東週年大會會場。所有出席人士於任何時候均須於股東週年大會會場內佩戴外科口罩，並須與其他出席人士保持安全距離。在目前情況下，本公司強烈建議股東委任股東週年大會主席作為其代表，於大會上就決議案投票，而毋須親身出席股東週年大會。

**I hereby declare that:**

本人謹此聲明：

1. I have not had any of the following symptoms in the past 14 days: fever, malaise, dry cough, shortness of breath or other flu-like or unwell symptoms.  
本人於過去14天並無下列任何病徵：發燒、乏力、乾咳、呼吸困難或其他類似流感或其他不適症狀。
2. I have not travelled outside of Hong Kong in the past 14 days.  
本人於過去14天並無離開香港。
3. I am not, nor is anyone with whom I reside, subject to mandatory quarantine (at home or otherwise).  
本人或與本人同住的人士並沒有正在接受強制隔離(不論在家中或其他地方)。
4. To the best of my knowledge, I have not been in close contact with anyone with a suspected, probable or confirmed case of COVID-19 in the past 14 days.  
就本人所知，本人於過去14天並無與任何懷疑、疑似或確診感染COVID-19之人士有緊密接觸。

I confirm that the above information and declaration is accurate to the best of my knowledge. I understand that making a false statement may jeopardise the health and safety of other attendees of the AGM. I also understand, despite the Company taking precautions to minimise the risk of exposure to COVID-19 at the AGM, it cannot eliminate that risk. I accept the risk of exposure to COVID-19 at the AGM, and its potential consequences to my health, and I will not hold the Company or any of its staff responsible if this occurs.

本人確認就本人所知，上述資料及聲明乃真確無誤。本人明白作出虛假陳述，有可能危害其他出席股東週年大會人士之健康安全。本人亦清楚明白，儘管本公司採取了預防措施以盡量減少COVID-19在股東週年大會傳播的風險，但仍然無法完全消除這種風險。本人接受在股東週年大會上可能有暴露於COVID-19的風險，及其對本人健康可能造成的影響，如果發生這種情況，本人將不會要求本公司或其任何員工負上任何責任。

Full name:

全名：\_\_\_\_\_

Signature:

簽署：\_\_\_\_\_

Date: 29 September 2020

日期：2020年9月29日

**By signing this form, I consent to the uses of my personal data described in the Personal Information Collection Statement below.**

本人簽署此表格，即代表同意按下文之收集個人資料聲明所述使用本人之個人資料。

**PERSONAL INFORMATION COLLECTION STATEMENT**

**收集個人資料聲明**

The Company may use and retain the personal data collected through this form or which the Company or the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, already holds about you, for the purpose of the assessment of health risks related to the AGM, including contact tracing and other health-related purposes, for the purpose of reporting to and complying with requests from government or regulatory authorities, including the Centre for Health Protection and other agencies of the Department of Health.

本公司或會使用及保留透過此表格收集之個人資料或本公司或本公司的香港股份過戶登記分處香港中央證券登記有限公司已持有有關閣下之個人資料，以作評估與股東週年大會相關之健康風險，包括追蹤關聯人士及其他與健康相關之目的、向政府或監管機構(包括衛生署轄下衛生防護中心及其他機構)作出匯報並遵照其要求。

The Company would also like to draw your attention to section 59(2) of the Personal Data (Privacy) Ordinance, which provides that in circumstances in which the application of statutory restrictions on the use of personal data would be likely to cause serious harm to the physical health of the data subject or any other individual, personal data relating to the identity or location of an individual may be disclosed to a relevant third party without consent.

本公司亦在此務請閣下注意個人資料(私隱)條例第59(2)條，該條規定使用個人資料之法定限制適用之情況下，若有相當可能會對該資料當事人或任何其他個人的身體健康造成嚴重損害，則可在毋須獲得同意之情況下，向相關第三方披露關於個人的身份或所在之個人資料。

\* For identification purpose only  
僅供識別