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Veeko®

VEEKO INTERNATIONAL HOLDINGS LIMITED

威高國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1173)

SCRIP DIVIDEND SCHEME

Reference is made to the Announcement dated 27 June 2014 and the Circular dated 18 July 2014.

By the Announcement, it was announced that the Directors had resolved to recommend the Final Dividend by way of the Scrip Dividend Scheme to the Qualifying Shareholders.

The Board is pleased to announce that the Final Dividend and the Scrip Dividend Scheme were approved by the Shareholders at the Annual General Meeting held on 29 August 2014.

This announcement serves to advise the Qualifying Shareholders as to how the entitlements under the Scrip Dividend Scheme were arrived at.

Reference is made to the announcement (“**Announcement**”) of Veeko International Holdings Limited (“**Company**”) dated 27 June 2014 and the circular (“**Circular**”) of the Company dated 18 July 2014. Terms used in this announcement have the same meanings as defined in the Circular, unless the context otherwise requires.

SCRIP DIVIDEND SCHEME

By the Announcement, it was announced that the Directors had resolved to recommend a final dividend (“**Final Dividend**”) for the year ended 31 March 2014 of HK0.9 cent per Share by way of the Scrip Dividend Scheme to the Qualifying Shareholders whose names appear on the register of members of the Company on 10 September 2014. At the AGM held on 29 August 2014, the Final Dividend and the Scrip Dividend Scheme were approved by the Shareholders.

As at the Record Date, there was one Shareholder with registered address in the Philippines as appeared on the register of members of the Company. The Board has made enquiries with its legal adviser as to the laws of the relevant place as to whether there is any legal restriction under the applicable securities legislation of the relevant place or requirement of any relevant regulatory body or stock exchange with respect to the offer of Scrip Shares to such Shareholder in the relevant place. The Company has been advised by its legal adviser as to the Philippines laws that there is no legal restriction under the applicable legislation of the relevant place or requirement of any relevant regulatory body or stock exchange with respect to the offer of the Scrip Shares to the Shareholder in the relevant place. Based on the advice of the Company's legal adviser as to the Philippines laws, the Directors believe that the documents regarding the Scrip Dividend Scheme would not be required to be registered under the relevant laws and regulations of the relevant place and may be despatched to the Shareholder with registered address in the Philippines without any restrictions. In view of this, the Directors have decided to extend the offer of the Scrip Shares to the Shareholder with registered address in the Philippines and such Shareholder, together with the Shareholders with registered addresses in Hong Kong, are Qualifying Shareholders for the purpose of the Scrip Dividend Scheme. The Company will send the documents regarding the Scrip Dividend Scheme to such Qualifying Shareholders and accordingly, all Shareholders whose names appear on the register of members of the Company on the Record Date fall within the definition of Qualifying Shareholders and are therefore eligible to participate in the Scrip Dividend Scheme.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares has been fixed by the Board at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date of HK\$0.2920 less a discount of 10% of such average closing price. The Board has therefore fixed the price per Scrip Share at HK\$0.2628.

Qualifying Shareholders are entitled to elect to have the Final Dividend to be made payable to them wholly in cash or in Scrip Shares, or partly in cash and partly in Scrip Shares.

The number of Scrip Shares to be allotted and issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme. Fractional entitlements to the Scrip Shares will be aggregated and sold for the benefit of the Company.

The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the Final Dividend.

Qualifying Shareholders who wish to receive the Final Dividend wholly or partly in Scrip Shares should complete the form of election and lodge it with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong **not later than 4:30 p.m. on 9 October 2014**.

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Scrip Shares. Subject to the Scrip Shares being admitted to listing, it is expected that certificates for the Scrip Shares and dividend cheques will be posted at the risk of those entitled to them on or about **23 October 2014**.

A circular containing further details of the Scrip Dividend Scheme and the basis of allotment of the Scrip Shares pursuant to the Scrip Dividend Scheme and a form of election (to be sent to the Qualifying Shareholders only) will be despatched to the Shareholders shortly.

The directors of the Company as at the date of this notice are Mr. Cheng Chung Man, Johnny (Chairman) and Ms. Lam Yuk Sum (Chief Executive Officer) being the executive directors and Dr. Fok Kam Chu, John, Mr. Yang Wei Tak and Mr. Yeung Wing Kay being the independent non-executive directors.

For and on behalf of the Board
Veeko International Holdings Limited
Cheng Chung Man, Johnny
Chairman

Hong Kong, 10 September 2014