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

If you have sold or transferred all your shares in **Veeko International Holdings Limited** 威高國際控股有限公司, you should at once hand this circular and the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED FINAL DIVIDEND WITH SCRIP DIVIDEND ALTERNATIVE,
PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING**

A notice convening the 2018 annual general meeting (the “**AGM**”) of Veeko International Holdings Limited 威高國際控股有限公司 (the “**Company**”) to be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 5 September 2018 at 10:30 a.m. at which the above proposals will be considered is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, 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 AGM (i.e. no later than 10:30 a.m. on Monday, 3 September 2018) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

27 July 2018

CONTENTS

	<i>Page</i>
Definitions	1-2
Letter from the Board	3-6
Appendix I – Explanatory Statement for Repurchase Mandate	7-9
Appendix II – Biographical Details of Retiring Directors Proposed for Re-election	10-12
Notice of 2018 Annual General Meeting	13-17

DEFINITIONS

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

“AGM”	the 2018 annual general meeting of the Company to be held on Wednesday, 5 September 2018 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Veeko International Holdings Limited 威高國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution
“Latest Practicable Date”	23 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution

DEFINITIONS

“Scrip Dividend Scheme”	the declaration of a final dividend for the year ended 31 March 2018 of HK0.5 cent per Share by way of cash with an option to elect to receive wholly or partly on allotment and issue of Shares credited as fully paid in lieu of cash payment
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent.
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Cheng Chung Man, Johnny (*Chairman*)

Ms. Lam Yuk Sum (*Chief Executive Officer*)

Non-Executive Director:

Mr. Lam Man Tin

Independent Non-Executive Directors:

Mr. Au-Yeung Hau Cheong

Dr. Fok Kam Chu, John

Mr. Yeung Wing Kay

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

10th Floor, Wyler Centre Phase II

192-200 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

27 July 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED FINAL DIVIDEND WITH SCRIP DIVIDEND ALTERNATIVE,
PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM. These include ordinary resolutions relating to (i) proposed final dividend with scrip dividend alternative; (ii) the granting to the Directors the Repurchase Mandate and the Issue Mandate; and (iii) the re-election of each of the retiring Directors.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND (WITH SCRIP ALTERNATIVE)

By way of announcement of results for the year ended 31 March 2018 of the Company dated 26 June 2018, the Directors announced that they had resolved to recommend the payment of a final dividend of HK0.5 cent per Share for the year ended 31 March 2018 to the Shareholders whose names appear on the register of members of the Company on Monday, 17 September 2018 (“**Record Date**”) and also to recommend the Scrip Dividend Scheme to the Shareholders whose registered address are in Hong Kong as shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme (“**Qualifying Shareholders**”), subject to the approval of the Shareholders on the payment of final dividend by way of Scrip Dividend Scheme at the AGM and the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme (“**Scrip Shares**”).

A circular containing details of the Scrip Dividend Scheme and an election form (where applicable) are expected to be despatched to the Shareholders on or about Tuesday, 2 October 2018. If the resolution for the proposed final dividend is passed at the AGM, the proposed final dividend and/or share certificates for the Scrip Shares are expected to be paid and/or despatched on or about Wednesday, 31 October 2018.

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 2,457,576,574 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 491,515,314 Shares.

LETTER FROM THE BOARD

In addition, an ordinary resolution will further be proposed at the AGM to extend the Issue Mandate by adding any Shares to be repurchased under the Repurchase Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Cheng Chung Man, Johnny, Dr. Fok Kam Chu, John and Mr. Lam Man Tin shall retire by rotation from office as Directors at the AGM. In addition, Mr. Au-Yeung Hau Cheong who has been appointed by the Board on 13 July 2018 shall hold office until the AGM pursuant to article 112 of the Articles of Association. All of the above retiring Directors, being eligible, offer themselves for re-election at the AGM. Separate resolutions will be proposed at the AGM to re-elect the retiring Directors.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 13 to 17 of this circular.

Pursuant to the Listing Rules, any vote of the Shareholders at a 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. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM appointing proxy is despatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.irasia.com/listco/hk/veeko/index.htm) respectively. To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 10:30 a.m. on Monday, 3 September 2018) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed final dividend with scrip alternative, the proposed granting of the Repurchase Mandate and Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Veeko International Holdings Limited
威高國際控股有限公司
Cheng Chung Man, Johnny
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,457,576,574 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 245,757,657 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2018) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

5. SHARE PRICES

The following table shows the highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:-

Month	Share Price Per Share	
	Highest HK\$	Lowest HK\$
2017		
July	0.180	0.163
August	0.190	0.153
September	0.186	0.151
October	0.173	0.155
November	0.195	0.155
December	0.172	0.155
2018		
January	0.175	0.151
February	0.177	0.159
March	0.200	0.160
April	0.214	0.163
May	0.255	0.198
June	0.245	0.200
July (up to and including the Latest Practicable Date)	0.205	0.185

6. GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum, both directors of the Company, together were deemed to have interests in 1,798,391,449 Shares representing 73.18% of the voting rights of the Company. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate interest of Mr. Cheng and Ms. Lam in the Company would be increased to approximately 81.31% of the voting rights of the Company.

The Directors consider that such increase in voting rights would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total shares in issue. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any Shares repurchase made under the Repurchase Mandate.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the retiring Directors proposed for re-election at the AGM:

1. **MR. CHENG CHUNG MAN, JOHNNY**

Mr. Cheng Chung Man, Johnny (鄭鐘文先生), aged 61, is an executive Director and the chairman of the Group. He is also the chairman of the nomination committee and a member of the remuneration committee of the Board. He established the Group in 1984 and is responsible for the overall strategic planning and formulation of corporate policies of the Group. He also holds other directorships in the Company's subsidiaries. Mr. Cheng has over 34 years of experience in the manufacturing and retail business. Mr. Cheng was awarded the Young Industrialist Awards of Hongkong in November 2001 and the Ernst & Young Entrepreneur Award of the Year 2012 China in November 2012. He is the husband of Ms. Lam Yuk Sum.

Mr. Cheng has entered into a service agreement with the Company for a term of three years, determinable by either party by giving 3 months' prior written notice, and he is subject to retirement by rotation and re-election at least once every 3 years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. For the year ended 31 March 2018, Mr. Cheng received total emoluments of HK\$1,578,000 from the Group. The emoluments of Mr. Cheng are determined by the Board with the recommendation of the remuneration committee by reference to the Company's operating results, his performance and commitment and the market rates for the position.

Mr. Cheng does not, at present, nor did he in the past three years, hold any directorships in any other public companies, the securities of which are listed in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Cheng was beneficially interested in 179,790,762 Shares within the meaning of Part XV of the SFO. He was also deemed to be interested in 264,917,303 Shares owned by his spouse, Ms. Lam Yuk Sum (an executive Director and substantial Shareholder of the Company), and 1,353,683,384 Shares owned by Silver Crown Profits Limited (a controlling Shareholder of the Company) which was in turn held by the trustee of The J Cheng Family Trust, a discretionary trust, the discretionary objects of which included family members of Mr. Cheng and Ms. Lam. Save as disclosed herein, Mr. Cheng does not have any relationships with other Directors, senior management or substantial or controlling shareholders of the Company.

2. **DR. FOK KAM CHU, JOHN**

Dr. Fok Kam Chu, John (霍錦柱博士), aged 68, has been an independent non-executive Director since 24 March 2011. He is also a member of each of the audit committee, remuneration committee and nomination committee of the Board. Dr. Fok holds a doctor degree in enterprise management, a master degree in business administration and a bachelor degree in laws. He is an associate member of the Institute of Financial Accountants in United Kingdom, a registered financial planner of the Society of Registered Financial Planners in Hong Kong and in Mainland China as well as a certified risk planner of The Institute of Crisis & Risks Management in Hong Kong. Dr. Fok has over 40 years' experience in banking and management. Currently, he serves as an independent non-executive director, a member of each of the audit committee, nomination committee and remuneration committee of Dynamic Holdings Limited 達力集團有限公司, a company listed on the Main Board of the Stock Exchange (stock code: 29).

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Fok has entered into an appointment letter with the Company for a term of two years and he is also subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to receive an annual director's fee of HK\$130,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Dr. Fok does not hold any other positions in members of the Group nor does he have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Fok did not have any interests in the Shares within the meaning of Part XV of the SFO.

3. **MR. LAM MAN TIN**

Mr. Lam Man Tin (林文鈿先生), aged 59, has been an independent non-executive Director since 2 February 2016 and re-designated as a non-executive Director with effect from 13 July 2018. He was a member of each of the audit committee, remuneration committee and nomination committee of the Board from 2 February 2016 to 12 July 2018. He graduated from the University of Hull with a master degree in strategic marketing (distance learning) in July 1996. Mr. Lam joined Aeon Stores Co., Ltd. in 1992 and has over 20 years of experience in retail and service industries. He was an executive director of Aeon Stores (Hong Kong) Co., Limited 永旺(香港)百貨有限公司 (“**Aeon Stores HK**”), a company listed on the Main Board of the Stock Exchange (stock code: 984) from May 1999 to May 2012. Mr. Lam served as the managing director of Aeon Stores HK from May 2006 to May 2012. Following his resignation from the board of directors of Aeon Stores HK, he was engaged as a consultant of Aeon Stores HK until September 2012. Mr. Lam has been the chief executive officer strategist of Shirble Department Store Holdings (China) Limited 歲寶百貨控股(中國)有限公司, a company listed on the Main Board of the Stock Exchange (stock code: 312) since September 2013. He was also an independent non-executive director, a member of each of the audit committee and the remuneration committee and the chairman of the nomination committee of S. Culture International Holdings Limited 港大零售國際控股有限公司, a company listed on the Main Board of the Stock Exchange (stock code: 1255), from May 2013 to July 2017. He is also the founding member of the Hong Kong Yau Yat Chuen Lions Club.

Mr. Lam has entered into an appointment letter with the Company for a term of two years and he is also subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to receive an annual director's fee of HK\$130,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lam does not hold any other positions in members of the Group nor does he have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lam did not have any interests in the Shares within the meaning of Part XV of the SFO.

4. MR. AU-YEUNG HAU CHEONG

Mr. Au-Yeung Hau Cheong (歐陽厚昌先生), aged 69, was appointed as an independent non-executive Director on 13 July 2018. He is also a member of each of the audit committee, the nomination committee and the remuneration committee of the Board. He has obtained extensive experience in property leasing industry since 1970. From March 1970 to December 2004, Mr. Au-Yeung worked at Sun Hung Kai Real Estate Estate Agency Limited and his last position was general manager at the leasing department. Mr. Au-Yeung worked at The Link Management Limited from December 2004 to October 2008 and his last position was head of project leasing at the project leasing department. Mr. Au-Yeung was an independent non-executive director, the chairman of the nomination committee, a member of each of the remuneration committee and the audit committee of EJE (Hong Kong) Holdings Limited 壹家壹品 (香港) 控股有限公司 (formerly known as Jia Meng Holdings Limited 家夢控股有限公司), a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8101), from August 2015 to April 2016.

Mr. Au-Yeung has entered into an appointment letter with the Company for a term of two years and he is also subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to receive an annual director's fee of HK\$130,000 (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Au-Yeung does not hold any other positions in members of the Group nor does he have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Au-Yeung did not have any interests in the Shares within the meaning of Part XV of the SFO.

5. GENERAL

Save as disclosed above, each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning his re-election that need to be brought to the attention of the Shareholders.

NOTICE OF 2018 ANNUAL GENERAL MEETING

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)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting of Veeko International Holdings Limited 威高國際控股有限公司 (the “**Company**”) (the “**Meeting**”) will be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 5 September 2018 at 10:30 a.m. for the following purposes:-

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March 2018.
2. To declare a final dividend for the year ended 31 March 2018 of HK0.5 cent per share by way of cash with an option to elect to receive wholly or partly on allotment and issue of shares of the Company credited as fully paid in lieu of cash payment.
3. To re-elect Mr. Cheng Chung Man, Johnny as a director.
4. To re-elect Dr. Fok Kam Chu, John as a director.
5. To re-elect Mr. Lam Man Tin as a director.
6. To re-elect Mr. Au-Yeung Hau Cheong as a director.
7. To authorise the board of directors to fix the directors’ remuneration.
8. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF 2018 ANNUAL GENERAL MEETING

9. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:-

“THAT

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company to exercise all powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares 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 recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the aggregate number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

10. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:-

“THAT

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company (the “**Directors**”) to exercise all powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (b) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant of rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company; or
 - (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

NOTICE OF 2018 ANNUAL GENERAL MEETING

11. To consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:-

“**THAT** conditional upon the passing of resolutions 9 and 10 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 10 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 9, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
Veeko International Holdings Limited
威高國際控股有限公司
Wong Chi Ying
Company Secretary

Hong Kong, 27 July 2018

Notes:

- (1) All resolutions at the Meeting will 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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s branch share registrar in Hong Kong no later than 10:30 a.m. on Monday, 3 September 2018. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 31 August 2018 to Wednesday, 5 September 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, non-registered holders of shares are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 30 August 2018.

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (5) For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed from Thursday, 13 September 2018 to Monday, 17 September 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, non-registered holders of shares are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 12 September 2018.

As at the date of this notice, the Directors are Mr. Cheng Chung Man, Johnny (Chairman) and Ms. Lam Yuk Sum (Chief Executive Officer) being the executive Directors, Mr. Lam Man Tin being the non-executive Director and Mr. Au-Yeung Hau Cheong, Dr. Fok Kam Chu, John and Mr. Yeung Wing Kay being the independent non-executive Directors.