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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 OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CEC International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 29 September 2023 at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Hong Kong, 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 30 April 2023.
2. To declare a final dividend of HK1.00 cent per share for the year ended 30 April 2023.
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 (“**PwC**”) 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.

\* For identification purpose only

## **As special businesses**

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;
- (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).”

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.”
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.”
8. To consider and, if thought fit, pass the following resolution (with or without amendments) as a special resolution:

#### **SPECIAL RESOLUTION**

“**THAT:**

- (a) the amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”) as set out in Appendix III to the circular of the Company dated 25 August 2023 be and are hereby approved with immediate effect after the close at this meeting;

- (b) the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments and in the form marked “A” as tabled at this meeting and for the purpose of identification signed by a Director, be approved and adopted in substitution for and to the exclusion of the Existing Bye-laws of the Company with immediate effect after the close at this meeting; and
- (c) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the above matters.”

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

Hong Kong, 25 August 2023

*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 and voting in person at 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 Monday, 25 September 2023 to Friday, 29 September 2023, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Friday, 22 September 2023.
6. For the purpose of determining the entitlement to the final dividend, the register of members of the Company will be closed from Wednesday, 11 October 2023 to Friday, 13 October 2023, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 10 October 2023.
7. Concerning Resolution 4 above, the Audit Committee of the Company (the "**Audit Committee**") approved auditor's remuneration and reviewed the work of PwC, the external auditor, and was satisfied with its independence, objectivity, qualifications, expertise, resources and the effectiveness of the audit process. The Audit Committee recommended to the board of directors of the Company (the "**Board**"), and the Board accepted the recommendation of, the re-appointment of PwC which has indicated its willingness to continue in office for the ensuing year.
8. Members of the Company are advised to read the circular dated 25 August 2023 which contains information concerning the relevant resolutions to be proposed in this notice.
9. **If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the meeting, the meeting will be held as scheduled. Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions and if they should choose to do so, they are advised to exercise care and caution.**

*As at the date of this Notice, the board of directors of the Company comprises three executive Directors, namely Ms. Tang Fung Kwan, Mr. Lam Kwok Chung and Mr. Ho Man Lee; and three independent non-executive Directors, namely Mr. Goh Gen Cheung, Mr. Chan Chiu Ying and Ms. Tsui Mei Ling, May.*