



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 2006 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2006 Annual General Meeting (the “Meeting”) of Veeko International Holdings Limited (the “Company”) will be held at 10th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 21st August, 2006 at 10:30 a.m. for the following purposes:–

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2006.
2. To declare a final dividend for the year ended 31st March, 2006.
3. To re-elect the retiring director and to authorise the Board of Directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.
5. To consider and if thought fit, pass, with or without amendments, the following resolutions as Ordinary Resolutions:–

A. **“THAT**

- (a) subject to paragraph A(b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company 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 securities 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, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed to be purchased by the Company

pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the 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.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares in the capital of the Company (or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares), 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;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the issued share capital 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 or issue or rights to acquire shares of the Company;
 - (iii) any issue of shares in the Company upon the exercise of rights of conversion or under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the 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.”

C. **“THAT** conditional upon Resolutions A and B being passed, the general mandate granted to the directors of the Company pursuant to Resolution B to exercise the powers of the Company to issue, allot and deal with unissued shares in the capital of the Company be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution A, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

6. As special business to consider and, if thought fit, pass, with or without amendments, the following resolution as a Special Resolution:–

“THAT the Articles of Association of the Company be and are hereby amended in the following manner:–

- (a) By inserting the words ‘voting by way of a poll is required by the rules of the relevant stock exchange or’ after the words ‘a show of hands unless’ in Article 72; and by deleting the full stop at the end

of Article 72(iv) and substituting therefor a semi-colon and inserting the word 'or' after the semi-colon.

Then by inserting the following as new Article 72(v):–

‘(v) if required by the rules of the relevant stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.’

(b) By deleting the word ‘Special’ in Article 105(vii) and substituting therefor the word ‘Ordinary’.

(c) By deleting the existing Articles 108(A) and 108(B) in their entireties and substituting therefor the following new Articles 108(A) and 108(B):–

‘108. (A) Unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as Chairman or Managing Director or Joint Managing Director under Article 122) shall be subject to retirement by rotation at least once every three years.

(B) The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.’

(d) By deleting the last sentence of Article 111.

(e) By deleting the last sentence of Article 112 and substituting therefor the following:–

‘Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 108.’

(f) By deleting the word ‘Special’ in the first sentence of Article 114 and substituting therefor the word ‘Ordinary’ and deleting the last sentence of Article 114.

(g) By deleting the existing Article 124 in its entirety and substituting therefor the following new Article 124:–

‘124. A Director appointed to an office under Article 122 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.’”

By order of the Board
Veeko International Holdings Limited
Wong Chi Ying
Company Secretary

Hong Kong, 28th July, 2006

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) 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 Share Registrars in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (3) The register of members of the Company will be closed from Tuesday, 15th August, 2006 to Monday, 21st August, 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 14th August, 2006.

The directors of the Company as at the date of this notice are Mr. Cheng Chung Man, Johnny and Ms. Lam Yuk Sum being the Executive Directors and Messrs. Cheng Chung Hoo, Yang Wei Tak and Yeung Wing Kay being the Independent Non-Executive Directors.

Please also refer to the published version of this announcement in The Standard.