



Elec & Eltek 依利安達

Elec & Eltek International Holdings Limited

(Incorporated in Bermuda with Limited Liability)

(Stock Code: 33)

NOTICE OF SECOND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Special General Meeting of shareholders of the Company will be held at Pheasant Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 12 October 2004, Tuesday, at 12:20 pm (or as soon as practicable immediately after the conclusion or adjournment of the special general meeting of the Company convened for the same place and date at 12:15 pm) for the following purposes:

1. To elect Mr. Keith Tay Ah Kee to be a Director of the Company pursuant to the Company's Bye-laws; and
2. To fix the Director's fee for Mr. Keith Tay Ah Kee.

By Order of the Board
Monica Tso Hon Yuk
Company Secretary

Dated 25 September 2004

Notes:

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the principal office of the Company in Hong Kong at Unit B10, 3/F, Merit Industrial Centre, 94 Tokwawan Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (c) The Registers of Members of the Company will be closed from 8 October 2004, Friday, to 12 October 2004, Tuesday, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 7 October 2004, Thursday.
- (d) Mr. Keith Tay Ah Kee has been appointed the Independent Non-executive Director by the Board of Directors of the Company with effect from 27 September 2004 and, pursuant to the Company's Bye-law 98, will hold directorship office until the forthcoming Annual General Meeting on 12 October 2004. Since the Notice of the forthcoming Annual General Meeting has been despatched to members of the Company on 10 September 2004 without including the business of re-electing Mr. Tay as director to be transacted at the forthcoming Annual General Meeting, Mr. Tay will be nominated for election as director at the Second Special General Meeting of the Company.

Mr. Tay, aged 60, has over 30 years of experience in Singapore and international financial industry and is a fellow of The Institute of Chartered Accountants in England and Wales. Mr. Tay is currently a board member of the Singapore International Chamber of Commerce and the Vice Chairman of the Singapore Institute of Directors. He was the President of the Institute of Certified Public Accountants of Singapore from 1982 to 1992, the Singapore Representative on the Council of the International Federation of Accountants from 1987 to 1990, and the Chairman and Managing Partner of KPMG Peat Marwick from 1984 to 1993.

Mr. Tay holds directorship in several public listed companies in Singapore, including Elec & Eltek International Company Limited ("EEIC"), a subsidiary of the Company, during the last three years. He is currently an Independent Non-executive Director, the Chairman of Audit Committee and a member of Nomination Committee and Remuneration Committee of EEIC. Save as disclosed above, he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Tay has no interest in any shares of the Company and has interests in 9,960 shares of EEIC (representing approximately 0.0068% of EEIC's total issued share capital) within the meaning of Part XV of the Securities and Futures Ordinance.

There is neither any service contract between the Company and Mr. Tay nor any proposed length of service with the Company in respect of his directorship. Mr. Tay's directorship will be subject to retirement and re-election by rotation according to the Bye-laws of the Company. His director's fee will be HK\$360,000 per annum, which is determined by reference to job responsibility, prevailing market conditions and the Company's operating performance and profitability.