
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in CEC International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) RE-APPOINTMENT OF AUDITOR,
(3) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of CEC International Holdings Limited to be held at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Hong Kong, on Tuesday, 6 October 2026 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of CEC International Holdings Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked. Holder of treasury shares, if any, does not have any voting rights at the Annual General Meeting or any adjourned meeting.

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 6 October 2026 at 2nd Floor, Hing Win Factory Building, 110 How Ming Street, Kwun Tong, Hong Kong or any adjournment thereof, the notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company, as amended from time to time
“Company”	CEC International Holdings Limited (CEC國際控股有限公司*), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 759)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as supplemented, amended and/or otherwise substituted from time to time
“PRC”	the People’s Republic of China but, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Proposal”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to repurchase the Shares, details of which are set out in the section headed “General Mandates to Issue and Repurchase Shares” of the Letter from the Board of, and Appendix II to, this circular

* *For identification purpose only*

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as supplemented, amended and/or otherwise substituted from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to allot, issue and deal with new Shares (including any sale or transfer of treasury shares), details of which are set out in the section headed “General Mandates to Issue and Repurchase Shares” of the Letter from the Board of this circular
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as supplemented, amended and/or otherwise substituted from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD

CEC-COILS®
CEC INTERNATIONAL HOLDINGS LIMITED
CEC 國際控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 759)

Executive Directors:

Ms. Tang Fung Kwan (*Chairman*)
Mr. Lam Kwok Chung
Mr. Ho Man Lee

Independent Non-executive Directors:

Mr. Chan Chiu Ying
Ms. Tsui Mei Ling, May
Mr. Huang Victor

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Place of Business in Hong Kong:

2nd Floor, Hing Win Factory Building
110 How Ming Street
Kwun Tong
Kowloon
Hong Kong

24 August 2026

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) RE-APPOINTMENT OF AUDITOR,
(3) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting relating to, inter alia, (i) the re-election of retiring Directors, (ii) the Share Issue Mandate, and (iii) the Repurchase Proposal to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Ms. Tang Fung Kwan and Mr. Ho Man Lee shall retire by rotation at the Annual General Meeting and pursuant to Bye-law 86(2) of the Bye-laws, Mr. Huang Victor shall hold office until the Annual General Meeting. All of them, being eligible, have offered themselves for re-election. The biographical details of the aforesaid retiring Directors who stand for re-election at the Annual General Meeting are set out in Appendix I to this circular.

* For identification purpose only

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers (“PwC”) will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint PwC as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The estimated audit fee for the upcoming reporting period is expected to be in the range of HK\$2,100,000 to HK\$2,300,000, based on the 2026 annual audit fee of HK\$2,200,000. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, and the complexity of the Company’s operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors’ resources required to perform the audit, which are expected to be similar to those in the 2026 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution relating to the Share Issue Mandate will be proposed which, subject to the said resolution being passed at the Annual General Meeting, empowers the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) as at the date of passing of the resolution during the period up to (i) the conclusion of the next annual general meeting of the Company, or (ii) 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 to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there were in issue an aggregate of 666,190,798 Shares and the Company does not have any treasury shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, no more than 133,238,159 Shares may be allotted and issued by the Company if the Share Issue Mandate is exercised in full.

At the Annual General Meeting, another ordinary resolution will also be proposed to grant to the Directors a general mandate to repurchase the Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) as at the date of passing the resolution.

An explanatory statement in connection with the Repurchase Proposal is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution. The Company confirms that neither the explanatory statement nor the Repurchase Proposal has any unusual features.

Subject to the passing of the proposed ordinary resolutions regarding the Share Issue Mandate and the Repurchase Proposal, a separate resolution will also be proposed to grant a general mandate to the Directors to include the aggregate nominal amount of Shares which may from time to time be repurchased by the Company pursuant to the Repurchase Proposal to the Share Issue Mandate.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy to the office of 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, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked. Holder of treasury shares, if any, does not have any voting rights at the Annual General Meeting or any adjourned meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the Annual 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.

RECOMMENDATIONS

The Directors are of the opinion that (i) the re-election of retiring Directors, (ii) the Share Issue Mandate; and (iii) the Repurchase Proposal are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board of
CEC International Holdings Limited
Tang Fung Kwan
Chairman

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

The following is the information required to be disclosed under the Listing Rules on the retiring Directors standing for re-election at the Annual General Meeting:

Ms. TANG Fung Kwan (“**Ms. Tang**”), aged 56, was appointed as an executive Director of the Company with effect from 29 September 1999, and has been the Chairman and Managing Director of the Company since 19 August 2018. She is responsible for leading the strategic planning, business development and overall management of the Group. Ms. Tang is currently a member of the Remuneration Committee and the Chairman of the Nomination Committee of the Company. She is also the managing director of Coils Electronic (Zhong Shan) Co., Ltd. and a number of other subsidiaries of the Company. Ms. Tang has been admitted to the degree of Bachelor of Social Sciences with Honours in The University of Hong Kong in 1992, the degree of International Master of Business Administration in The University of South Australia, Australia, in 1998, the degree of Bachelor of Laws (LLB) in The Manchester Metropolitan University, United Kingdom, in 2006, the Postgraduate Certificate in Laws and the degree of Master of Laws in Arbitration and Dispute Resolution in The University of Hong Kong in 2008 and 2010 respectively. She joined the Group in 1993.

As at the Latest Practicable Date, Ms. Tang was personally interested in 4,194,611 Shares (representing approximately 0.63% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Ms. Tang is not related to any Directors, senior management, substantial or controlling Shareholders of the Company and did not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Ms. Tang has entered into a service agreement with the Company with respect of her appointment as an executive director and general manager of the Company for a term of three (3) years commencing from 1 December 2024. The service agreement may be terminated at any time by either party giving to the other a prior notice of twelve months in writing (or a shorter period as the parties may agree in writing from time to time) or by paying to the other party twelve months’ salary in lieu of such notice, but in any event not exceeding one year’s emoluments. Ms. Tang’s appointment is subject to the retirement by rotation in accordance with the Bye-laws. Ms. Tang is currently entitled to receive a remuneration of HK\$5,152,000 per annum and a discretionary bonus. Further, Ms. Tang is entitled to receive a monthly salary of RMB10,000 for her appointment as the director of Coils Electronic (Zhong Shan) Co., Ltd., an indirectly wholly-owned subsidiary of the Company. The total remuneration of Ms. Tang under the aforesaid agreement was recommended by the Remuneration Committee of the Company and approved by the Board with reference to her duties and responsibilities with the Company, the Company’s remuneration policy and the market benchmark.

Save as disclosed above, there is no other matter relating to the re-election of Ms. Tang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. HO Man Lee (“Mr. Ho”), aged 46, was appointed as an executive Director of the Company with effect from 27 September 2011. He is responsible for the Group’s development and application of information technology as well as administration and human resources management. He is also responsible for coordinating marketing-related joint programs and is actively engaged in compliance management of the retail operation. Mr. Ho joined the Group in 2001 and has worked in various departments, with duties included information system development, administration and personnel management, company secretary, among other responsibilities. Since the establishment of 759 STORE, he continued to take part in various functions of the retail business, including but not limited to marketing, store operation and shop leasing. Mr. Ho has been admitted to the degree of Bachelor of Computer Science with Honours at The Hong Kong University of Science and Technology in 2001, the degree of Master of Business Administration at The Chinese University of Hong Kong in 2006 and the degree of Master of Science in Business Analytics at The Hong Kong University of Science and Technology in 2024. He is also the director of Coils Electronic Co., Limited and a number of other subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Ho was personally interested in 30,000 Shares (representing approximately 0.0045% of the issued share capital of the Company) within the meaning of Part XV of the SFO. Mr. Ho is not related to any Directors, senior management, substantial or controlling Shareholders and did not hold any directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Ho entered into a service agreement with the Company with respect of his appointment as an executive director and assistant general manager of information technology for a term of three years commencing on 1 December 2024. The service agreement may be terminated at any time by either party giving to the other a prior notice of six months in writing (or a shorter period as the parties may agree in writing from time to time) or by paying to the other party six months’ salary in lieu of such notice, but in any event not exceeding one year’s emoluments. Mr. Ho’s appointment is subject to the retirement by rotation in accordance with the Bye-laws. Mr. Ho is currently entitled to receive a remuneration of HK\$949,000 per annum and a discretionary bonus. The aforesaid remuneration was recommended by the Remuneration Committee of the Company and approved by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the market benchmark.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Ho that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. HUANG Victor (“**Mr. Huang**”), aged 55, has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 12 August 2026.

Mr. Huang has over 30 years of experience in professional accounting, capital markets and mergers and acquisitions. He joined PricewaterhouseCoopers in 1993 and was a partner in the firm since 2005. He left PricewaterhouseCoopers and joined KPMG as a partner from 2014 to 2017. He is currently an independent non-executive director of several companies whose shares are listed on the Main Board of the Stock Exchange, namely (i) Royal Deluxe Holdings Limited (stock code: 3789), (ii) Giordano International Limited (stock code: 709), (iii) Topsports International Holdings Limited (stock code: 6110), (iv) Shandong Hi-Speed New Energy Group Limited (stock code: 1250), (v) New Times Corporation Limited (formerly known as New Times Energy Corporation Limited) (stock code: 166) and (vi) ManpowerGroup Greater China Limited (stock code: 2180). He was an independent non-executive director of (i) Qingdao Haier-Biomedical Co., Ltd. (stock code: 688139.SH), a company whose shares are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, from August 2018 to July 2024; (ii) Laobaixing Pharmacy Chain Joint Stock Company (stock code: 603883.SH), a company whose shares are listed on the Shanghai Stock Exchange, from February 2018 to February 2024; (iii) Scholar Education Group (stock code: 1769), a company whose shares are listed on the Stock Exchange, from June 2019 to May 2025; and (iv) COSCO SHIPPING Energy Transportation Co., Ltd., a company whose shares are listed on the Stock Exchange (stock code: 1138) and the Shanghai Stock Exchange (stock code: 600026.SH) respectively, from June 2020 to June 2026.

Mr. Huang was also an independent non-executive director of Trinity Limited (Stock Code: 891, a limited liability company incorporated in Bermuda the shares of which were listed on the Main Board of the Stock Exchange and later delisted on 31 October 2022) (“**Trinity Limited**”) from December 2018 to December 2020. On 13 August 2021, the Supreme Court of Bermuda ordered, among other things, that Trinity Limited be wound up due to failure to repay its debt. As stated in its interim report of 2020, Trinity Limited and its group are principally engaged in the retailing and wholesale of premium menswear in Greater China and Europe, as well as licensing its fully owned brands globally. For further information on the nature of business of Trinity Limited and details of the above-mentioned proceeding (including the said hearing and order), please refer to the announcements of Trinity Limited published on the Stock Exchange’s website.

Mr. Huang obtained a Bachelor of Arts degree with a major in Business-Economics from the University of California, Los Angeles in the United States in September 1992. He is a Fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Independent Non-Executive Director Association. He also holds an independent director qualification certificate issued by the Shanghai Stock Exchange.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Huang holds directorships in seven listed companies, including the Company. Mr. Huang has confirmed and undertaken to the Company that: (i) he is able to devote sufficient time to the Board and the affairs of the Company; (ii) he shall actively participate in all the meetings of the Board and the Board Committees of the Company; (iii) all of his other listed company directorships are held in an independent non-executive capacity; (iv) he does not have any executive commitment nor is he involved in the day-to-day operations or management of those companies; (v) his role in those companies is mainly to provide strategic and independent advice to the management and to review their businesses from an independent perspective; and (vi) with his in-depth knowledge on corporate governance matters as derived from his personal background and past experiences (including knowledge gained from acting as independent non-executive directors of other companies) as well as his extensive exposures, he has a complete understanding of the role and expected time commitment of and as an independent non-executive Director. In assessing whether Mr. Huang is able to devote sufficient time to discharge his duties as an independent non-executive Director, the Board has considered Mr. Huang's confirmations, his undertaking to devote sufficient time to the Board and the affairs of the Company, his overall qualifications, skills and experience, the nature of his other listed company directorships, his extensive experience as a director of listed companies, and his background, experience and strong qualifications. On the basis of the above, the Board is of the view that Mr. Huang is able to manage his time effectively, devote sufficient time to the Board and the affairs of the Company and perform his responsibilities as an independent non-executive Director, including providing professional, valuable, independent and objective views to the Board on matters relating to the business of the Company.

Mr. Huang has entered into a letter of appointment with the Company for a term of two (2) years commencing from 12 August 2026 and his appointment is subject to retirement by rotation in accordance with the Company's Bye-laws. Mr. Huang currently receives a director's emolument of HK\$462,000 per annum which was recommended by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

As at the Latest Practicable Date, Mr. Huang did not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

Save as disclosed above, there are no other matters concerning the re-election of Mr. Huang that need to be brought to the attention of the shareholders of the Company nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

THE REPURCHASE PROPOSAL

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase its issued Shares subject to the criteria as set out in this appendix.

While it is not possible to anticipate in advance any specific circumstances in which the Directors might consider it appropriate to repurchase Shares, the Directors believe that the grant of a general mandate to repurchase Shares would provide the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole. The repurchases may, depending on the market conditions and funding arrangements of the Company at the material time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Bye-laws and the laws of Bermuda.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

On the basis of the consolidated financial position of the Company as at 30 April 2026 (being the date on which the latest published audited financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchase mandate was to be exercised in full at any time during the proposed repurchase period. However, no repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company, nor if on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

SOURCE OF FUNDS

The Company is empowered by its memorandum of association and the Bye-laws to repurchase its Shares. Repurchase must be funded out of funds legally available for the purpose. Any repurchases will be made out of funds of the Company legally permitted in accordance with its memorandum of association and Bye-laws and the laws of Bermuda to be utilized for this purpose, including profits available for distribution and sums standing to the credit of the shares premium account of the Company, the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital, if the Company is able, immediately following such payment, to pay its debts as they fall due in the ordinary course of business.

As at the Latest Practicable Date, there were in issue an aggregate of 666,190,798 Shares and the Company does not have any treasury shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, not more than 66,619,079 Shares may be repurchased on the Stock Exchange.

DIRECTORS AND CONNECTED PERSONS

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

No persons who are connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Proposal is approved by the Shareholders.

UNDERTAKING BY THE COMPANY

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Proposal in accordance with the Listing Rules, all applicable laws of Bermuda, and the Memorandum of Association and Bye-laws of the Company.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, (i) Mr. Lam Kwok Chung ("**Mr. Lam**") had an interest in 472,250,848 Shares of the Company, representing approximately 70.89% of the issued share capital of the Company, of which 29,955,188 Shares, representing approximately 4.50% of the issued share capital of the Company, are beneficially owned by Mr. Lam. The remaining 442,295,660 Shares are ultimately held by a discretionary trust (the "**Trust**") (of which Mr. Lam is a discretionary beneficiary) through Ka Yan China Development (Holding) Company Limited, a wholly-owned subsidiary of Ka Yan China Investments Limited, for the purpose of the SFO; and (ii) each of Ka Yan China Investments Limited, the ultimate holding company of the Company, and HSBC International Trustee Limited, the trustee of the Trust, is deemed to be interested in 442,295,660 Shares, representing approximately 66.39% of the issued share capital of the Company, and duplicates with each other forming the Shares in which Ka Yan China Development (Holding) Company Limited is interested. As at the Latest Practicable Date, the actual duplicate interests held by Ka Yan China Investments Limited and HSBC International Trustee Limited in the Company is 442,295,660 Shares which also duplicate with the Shares held by Ka Yan China Development (Holding) Company Limited as mentioned above.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, assuming the present shareholdings remain the same, the interest of Mr. Lam together with his interest in his capacity as a discretionary beneficiary of the Trust would be increased to approximately 78.76% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

If as a result of the exercise of the power to repurchase Shares pursuant to the repurchase mandate, the number of listed Shares which are in the hands of the public falls below the prescribed minimum of 25% as required by the Stock Exchange, the Company will not exercise the power to repurchase Shares.

MISCELLANEOUS

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

During the previous twelve months ended 31 July 2026 and the current month up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:–

Month	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
August	0.405	0.219
September	0.320	0.248
October	0.275	0.247
November	0.260	0.223
December	0.241	0.228
2026		
January	0.234	0.212
February	0.231	0.215
March	0.218	0.207
April	0.239	0.203
May	0.228	0.187
June	0.250	0.201
July	0.240	0.214
August (up to the Latest Practicable Date)	0.227	0.221

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN that the Annual General Meeting of CEC International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 6 October 2026 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 2026.
2.
 - (i) To re-elect Ms. Tang Fung Kwan as an executive Director;
 - (ii) To re-elect Mr. Ho Man Lee as an executive Director;
 - (iii) To re-elect Mr. Huang Victor as an independent non-executive Director;
 - (iv) To authorise the Board to fix the remuneration of the Directors.
3. 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.

As special business

To consider, and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:–

ORDINARY RESOLUTIONS

4. “**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 or to sell or transfer any treasury shares of the Company (if permitted under the Listing Rules) 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 (excluding any treasury shares) 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)."

NOTICE OF ANNUAL GENERAL MEETING

5. “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 (excluding any treasury shares) 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of the Resolutions numbered 4 and 5 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 4 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 5, 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 (excluding any treasury shares) as at the date of passing this Resolution.”

By Order of the Board
Ho Wing Yi
Company Secretary

Hong Kong, 24 August 2026

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.

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5. For the purpose of determining the entitlement to vote at the meeting, the register of members of the Company will be closed from Tuesday, 29 September 2026 to Tuesday, 6 October 2026, 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 Monday, 28 September 2026.
6. Concerning Resolution 3 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.
7. Members of the Company are advised to read the circular dated 24 August 2026 which contains information concerning the relevant resolutions to be proposed in this notice. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.
8. If a Typhoon Signal No. 8 or above remains hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by The Government of the Hong Kong Special Administrative Region is in force at any time between 7 a.m. & 10 a.m. on the date of the annual general meeting, the annual general meeting will be postponed or adjourned. The Company will post an announcement on the website of the Company and that of The Stock Exchange of Hong Kong Limited to notify shareholders of the details of the rescheduled meeting.

The annual general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they wish to attend the annual general meeting under bad weather conditions bearing in mind their own situation.

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. Chan Chiu Ying, Ms. Tsui Mei Ling, May and Mr. Huang Victor.