
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Excel Technology International Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

(志鴻科技國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

AMENDMENTS TO BYE-LAWS AND NOTICE OF SPECIAL GENERAL MEETING

This circular, for which the directors of Excel Technology International Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Excel Technology International Holdings Limited. The directors of Excel Technology International Holdings Limited having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in the circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening a special general meeting of Excel Technology International Holdings Limited to be held at 2:30 p.m. on Thursday, 16 December 2004 at 5/F., 663 King's Road, North Point, Hong Kong is set out on pages 5 to 11 of this circular. Whether or not you are able to attend the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at 5/F., 663 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the special general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting, or any adjournment thereof, should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of Excel Technology International Holdings Limited at www.excel.com.hk.

19 November 2004

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“associate”	the same meaning in the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the existing bye-laws of the Company;
“Company”	Excel Technology International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange;
“connected person”	has the same meaning as ascribed thereto in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 November 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SGM”	the special general meeting of the Company to be held at 2:30 p.m. on Thursday, 16 December 2004 at 5/F., 663 King’s Road, North Point, Hong Kong;
“SGM Notice”	the notice convening the SGM set out on pages 5 to 11 of this circular;
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s); and
“Stock Exchange”	The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD

Excel

TECHNOLOGY

EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED
(志 鴻 科 技 國 際 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

Executive Directors

Zee Chan Mei Chu, Peggy
Fung Din Chung, Rickie
Leung Lucy, Michele
Wen Pei Sung

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director

Ip Tak Chuen, Edmond

Principal place of business:

5/F., 663 King's Road
North Poing
Hong Kong

Independent Non-executive Directors

Cheong Ying Chew, Henry
Chang Ka Mun
Wong Mee Chun

19 November 2004

To the Shareholders

Dear Sir or Madam,

**AMENDMENTS TO BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with a summary of amendments made to the Bye-Laws and to give you notice of the SGM.

* For identification purpose only

LETTER FROM THE BOARD

AMENDMENTS TO BYE-LAWS

At the SGM, it will be proposed, by way of special resolution, that the Bye-Laws be amended to reflect recent changes to the Listing Rules which came into effect on 31 March 2004 and to update some of the other provisions in the Bye-Laws.

The following is a summary of the relevant changes to the Bye-Laws arising from amendments to the Listing Rules:—

1. A new definition of “associates” is added to conform with the Listing Rules.
2. A new Bye-Law is added to make it clear that where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
3. The existing Bye-Laws requiring a Director to declare his interests, direct or indirect, in any proposed contract or arrangement with the Company, at the meeting of the Board is replaced by one which covers additionally the interests of a Director’s associates and provides, in addition, that such a Director may not vote on board resolutions in which he or any of his associates has a material interest. Voting is, however, permitted in respect of certain exceptional matters as set out therein.
4. The existing Bye-Laws on rotation of Directors is replaced by one which defines the period during which the notice of intention to propose a person for election to the office of Director at a general meeting and notice by such person of his willingness to be elected must be given to the Company. The provision is relevant where a Shareholder wishes to propose a person for election to the Board. It does not apply where existing Board members retire at the general meeting and seek re-election nor does it apply in a situation where the Board itself is recommending a person for election. The relevant period for giving such notices will be at least seven days, commencing on (and including) day after despatch of the notice of the general meeting appointed for such election and ending on (and excluding) the day that is 7 days prior to the date of such general meeting.
5. New Bye-Laws are added to allow Shareholders, where the Board shall so resolve, the chance to elect to receive in place of the complete annual report and accounts of the Group, a summary financial report of the Group and the despatch of summary financial reports by electronic means.
6. The Bye-Laws have been amended to allow distribution of corporate communications by electronic means.

LETTER FROM THE BOARD

There are also some other changes to update the Bye-Laws to take into account modern modes of communication and certain administrative procedures relevant to the management of the Company, such as allowing the Directors or the Company in a general meeting to fill vacancy in the office of the auditor, or otherwise incorporate a number of provisions considered reasonably standard to the Bye-Laws of a listed company.

The full text of the proposed changes to the Bye-Laws are set out in the SGM Notice.

RECOMMENDATION

The Directors consider that the proposed amendments to the Bye-Laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolution at the SGM.

SPECIAL GENERAL MEETING

A notice convening the SGM to be held at 2:30 p.m. on Thursday, 16 December 2004 at 5/F., 663 King's Road, North Point, Hong Kong is set out on pages 5 to 11 of this circular for the purpose of, inter alia, considering and, if thought fit, passing the resolution set out therein.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at 5/F., 663 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM, or any adjournment thereof, should you so wish.

POLL PROCEDURE

Pursuant to Bye-Law 66 of the Bye-Laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by: (i) the chairman of such meeting; or (ii) at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or (iii) a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or (iv) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

By Order of the Board
Excel Technology International Holdings Limited
Zee Chan Mei Chu, Peggy
Chairman

NOTICE OF SPECIAL GENERAL MEETING



EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED (志鴻科技國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

NOTICE IS HEREBY GIVEN that a special general meeting of Excel Technology International Holdings Limited (the "Company") will be held at 2:30 p.m. on Thursday, 16 December 2004 at 5/F., 663 King's Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution of the Company.

SPECIAL RESOLUTION

"THAT the following amendments to the Bye-Laws of the Company be and are hereby approved:

- (1) by adding the following new definition of "associate" immediately after the definition of "Act" in Bye-Law 1:

"associate" the meaning attributed to it in the rules of the Designated Stock Exchange.

- (2) by deleting the words "a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or" from the definition of "clearing house" in Bye-Law 1.

- (3) by inserting the following words at the end of Bye-Law 2(e) after the words "in a visible form":

“, and including in the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election (where applicable) comply with all applicable Statutes, rules and regulations”.

- (4) by deleting the full-stop at the end of the existing Bye-Law 2(j) and replacing therewith a semicolon and the word "and", and inserting the following paragraph as new Bye-Law 2(k):

“references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

(5) by inserting in Bye-Law 44 after the words “advertisement in an appointed newspaper” the words “(as defined in the Act)” and by inserting in the same Bye-Law 44 after the words “any other newspapers in accordance with the requirements of any Designated Stock Exchange” the words “or by any means in such manner as may be accepted by the Designated Stock Exchange”.

(6) by renumbering Bye-Law 76 as Bye-Law 76(1) and by adding the following as a new Bye-Law 76(2):

“Where any Member is, under the Rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

(7) by deleting the last sentence in Bye-Law 80 and replacing therewith the following sentence:

“Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person on any or all resolutions on which he is entitled to vote at the meeting and in such event, any vote cast by his proxy on the same resolution shall be null and void.”

(8) by deleting the existing Bye-Law 88 in its entirety and substituting therefor the following:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected of such Notice(s) shall commence on (and include) the day after the despatch of the notice of the general meeting appointed for such election and end on (and exclude) the day that is seven (7) days before the date of such general meeting.”

(9) by inserting in Bye-Law 96 after the words “The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting” the words “(or if the Company shall so resolve, by the Directors)”.

(10) by deleting the existing Bye-Laws 103(1), 103(2) and 103(3) in their entirety and substituting therefor the following:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract, arrangement or proposal for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;

NOTICE OF SPECIAL GENERAL MEETING

- (ii) any contract, arrangement or proposal for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract, arrangement or proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any contract, arrangement or proposal in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - (v) any contract, arrangement or proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
 - (vi) any proposal or arrangement concerning the benefit of: (a) employees of the Company or its subsidiaries including the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which any Director or his associate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded

NOTICE OF SPECIAL GENERAL MEETING

any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”
- (11) by inserting the words “, and Bye-Law 153A” after the word “Act” at the beginning of Bye-Law 153 and by inserting the words “at the same time as the notice of annual general meeting” after the words “twenty-one (21) days before the date of the general meeting and” in Bye-Law 153.
- (12) by inserting the following paragraphs as new Bye-Laws 153A and 153B:
- “153A. To the extent the Board shall so resolve and as permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-Law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.
- “153B. The requirement to send to a person referred to in Bye-Law 153 the documents referred to in that provision or, where the Board shall so resolve, a summary financial report in accordance with Bye-Law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-Law 153 and, if applicable, a summary financial report complying with Bye-Law 153A, on the Company’s website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

NOTICE OF SPECIAL GENERAL MEETING

- (13) by deleting the existing Bye-Law 157 in its entirety and substituting therefor the following new Bye-Law 157:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors or the Company in a general meeting shall fill his vacancy and fix the remuneration of the Auditor so appointed.”

- (14) by deleting the existing Bye-Law 160 in its entirety and replacing therewith the following new Bye-Law 160:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-Laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed sufficient service on or delivery to all the joint holders.”

- (15) by deleting the existing Bye-Law 161 in its entirety and replacing therewith the following new Bye-Law 161:

“Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper

NOTICE OF SPECIAL GENERAL MEETING

containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."

(16) by inserting the words "or electronic" after the words "a cable or telex or facsimile" in the existing Bye-Law 163.

By Order of the Board
Excel Technology International Holdings Limited
Zee Chan Mei Chu, Peggy
Chairman

Hong Kong, 19 November 2004

Executive Directors

Zee Chan Mei Chu, Peggy
Fung Din Chung, Rickie
Leung Lucy, Michele
Wen Pei Sung

Non-executive Director

Ip Tak Chuen, Edmond

Independent non-executive Directors

Cheong Ying Chew, Henry
Chang Ka Mun
Wong Mee Chun

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the principal place of business of the Company at 5/F, 663 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. No instrument appointing a proxy shall be valid after expiration of twelve months from the date named in its as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
7. A form of proxy for use at the meeting is enclosed.