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S T A R L I T E

HOLDINGS LIMITED

星光集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號: 403

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of the members of the Company will be held at pentahotel Hong Kong, Kowloon, Studio Room 3, 4/F., 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Friday, 15th August, 2014 at 4: 00 p.m. for the following purposes:

1. To receive and adopt the audited accounts and the Reports of the Directors and the Auditors for the year ended 31st March, 2014.
2.
 - (a) To re-elect Mr. Lam Kwong Yu as Executive Director;
 - (b) To re-elect Mr. Tai Tzu Shi, Angus as Executive Director;
 - (c) To re-elect Mr. Cheung Chi Shing, Charles as Executive Director;
 - (d) To re-elect Ms. Yeung Chui as Non-Executive Director;
 - (e) To re-elect Mr. Chan Yue Kwong, Michael as Independent Non-Executive Director;
 - (f) To re-elect Mr. Kwok Lam-Kwong, Larry, *BBS, JP* as Independent Non-Executive Director;
 - (g) To re-elect Mr. Tam King Ching, Kenny as Independent Non-Executive Director;
 - (h) To authorise the Board of Directors to fix the directors' remuneration; and
 - (i) To grant power to the Board of Directors to appoint alternate director(s).
3. To re-appoint Messrs. PricewaterhouseCoopers as the Company's Auditors and authorise the Board of Directors to fix their remuneration.
4. To consider and declare a final dividend for the year ended 31st March, 2014.

* For identification purpose only

As special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) 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 of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to exercise all the powers of the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares authorised to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

C **“THAT:**

(a) conditional on the passing of the resolution set out in paragraph 5B of the notice convening this Meeting and without prejudice to the authority granted by the resolution set out in paragraph 5A of the notice convening this Meeting, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved provided however that the aggregate nominal amount of share capital allotted, or agreed conditionally or unconditionally (whether pursuant to an option or otherwise) to be allotted by the Directors of the Company pursuant to the authority granted hereby shall not exceed the aggregate nominal amount of the share capital purchased pursuant to the authority granted by the resolution set out in paragraph 5B of the notice convening this Meeting; and

(b) for the purposes 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 expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

6. As a special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the Bye-Laws of the Company be and are hereby amended in the following manner:

A. The existing Bye-Law 1 be amended by:

- (i) inserting the following new definitions:
 - (a) ““address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”;
 - (b) ““close associate(s)” shall have the meaning attributed to it in the Listing Rules;”;
 - (c) ““Designated Stock Exchange” shall mean a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;”;
 - (d) ““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”;
- (ii) deleting the definition of “member” in its entirety and be replaced by the following new definition:

““member” or “shareholder” shall mean the duly registered holder from time to time of the shares in the capital of the Company;”;

- B. The existing Bye-Law 6(C) be amended by inserting the words “or partly” on the third line immediately after the words “as the Board thinks fit for the acquisition of fully”;**
- C. The existing Bye-Law 44 be amended by (i) deleting the words “on giving notice by advertisement in an appointed newspaper and in the Newspapers” and (ii) deleting the words “The register shall not be closed for more than thirty days in any year.”;**
- D. The existing Bye-Law 91(A) be deleted in its entirety and be replaced by the following new Bye-Law 91(A):**

“91. (A) A Director may at any time, by notice in writing signed by him delivered to the Registered Office or to the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall terminate on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-Laws shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Bye-Laws relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.”;

- E. The existing Bye-Law 98(E) be amended by inserting the words “, subject to Bye-Law 98(H),” on the sixth line immediately after the words “ in relation to each Director and in such case”;**
- F. The existing Bye-Law 98(H) be deleted in its entirety and be replaced by the following new Bye-Law 98(H):**

“98. (H) Subject to the rules of the Designated Stock Exchange, a Director shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to any of the following matters namely:

(i) the giving of any security or indemnity either:

(a) to the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(b) 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 close associate(s) (and if required by the rules of the Designated Stock Exchange, his other 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;

(ii) any 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 close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their close associate(s) (and if required by the rules of the Designated Stock Exchange, their other associate(s)) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s) (and other associate(s), as the case may be), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other 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.'';

G. The existing Bye-Law 98(K) be deleted in its entirety and be replaced by the following new Bye-Law 98(K):

“98. (K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his close associate(s) (and if required by the rules of the Designated Stock Exchange, his other associate(s)) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned and of his close associate(s) (and other associate(s), as the case may be) as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid

shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and of his close associate(s) (and other associate(s), as the case may be) as known to such chairman has not been fairly disclosed to the Board.’’;

H. The existing Bye-Law 99 be deleted in its entirety and be replaced by the following new Bye-Law 99 :

“99. (A) Notwithstanding any other provisions in these Bye-Laws, 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) shall retire at least once every three years. 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 shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election. Any Director retiring at a meeting pursuant to this Bye-Law 99(A) shall retain office until the close or adjournment of the meeting.

(B) Any Director who wishes to retire and not to offer himself for reelection shall be included for the purposes of determining the number of the Directors to retire at any annual general meeting pursuant to the preceding Bye-Law 99(A).’’;

I. The existing Bye-Law 100 be deleted in its entirety;

J. The existing Bye-Law 119 be deleted in its entirety and be replaced by the following new Bye-Law 119:

“119. The Board may from time to time elect or otherwise appoint a Director to be Chairman and may also, but shall not be required to, elect any Deputy Chairman (or two or more Deputy Chairmen) or a President or Vice-President (or two or more Vice-Presidents) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting

the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.”;

- K. The existing Bye-Law 120 be amended by inserting the words “(including telephonic or video-conferencing)” on the ninth line, immediately after the words “held by means of such telephone, electronic”;**
- L. The existing Bye-Law 129 be amended by inserting the words “Notwithstanding the foregoing, a resolution in writing shall not be adopted in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial member of the Company or a Director has a conflict of interest and the Board has determined such conflict of interest to be material.” Immediately after the present last sentence of Bye-Law 129;**
- M. The existing Bye-Law 144 be amended by deleting the words “by advertisement in the Relevant Territory and in such other territory or territories as the Board may determine and”;**
- N. The existing Bye-Law 162(B) be amended by inserting the words “in accordance with Bye-Law 167” on the seventh line immediately after the words “twenty-one days before the date of the meeting be sent”;**
- O. The existing Bye-Law 163(A) be deleted in its entirety and be replaced by the following new Bye-Law 163(A):**
 - “163. (A) Auditors shall be appointed and removed, and the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act and the rules of the Designated Stock Exchange.”;
- P. The existing Bye-Law 165 be deleted in its entirety and be replaced by the following new Bye-Law 165:**
 - “165. A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors

and shall give notice thereof to the members not less than seven days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary.’’;

Q. The following new Bye-Law 166A be inserted immediately following existing Bye-Law 166 :

“166A. The Auditors may not be removed before the end of the Auditor’s term of office without the approval of the members by Special Resolution at a general meeting.’’;

R. The existing Bye-Law 167 be deleted in its entirety and be replaced by the following new Bye-Law 167:

“167. (A) (1) Except where otherwise stated, any notice or document to be given or sent to, or issued by, any person under these Bye-Laws shall be in writing or to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

(2) Any notice or document to be given or sent to or by any person pursuant to these Bye-Laws may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or by any other means authorised in writing by the member concerned or (other than share certificates) by publishing it by advertisement in the Newspaper, in each case, in accordance with the requirements of The Stock Exchange of Hong Kong Limited. 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 sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a website and

notifying the member concerned that it has been so published by a notice (“notice of availability”). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website.

- (B) (1) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.
- (2) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.’’;

S. The existing Bye-Law 169 be deleted in its entirety and be replaced by the following new Bye-Law 169:

- “169. (A) Any notice or other document, if sent by mail, postage premail, shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.
- (B) Any notice or document not sent by post but left by the Company at a registered address of a member shall be deemed to have been served or delivered on the day it was so left.

- (C) Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company.
- (D) Any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose.
- (E) Any notice or other document published by way of advertisement in the Newspaper shall be deemed to have been served or delivered on the day it was so published.
- (F) Any notice or other document published on a website shall be deemed given by the Company to a member on the later of (i) the date on which a notice of availability is deemed served on such member and (ii) the date on which such notice or document was published on the website.”; and

T. The existing Bye-Law 182 be deleted in its entirety.”

By Order of the Board
Cheung Chi Shing, Charles
Company Secretary

Hong Kong, 9th July, 2014

As at the date hereof, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Tai Tzu Shi, Angus and Mr. Cheung Chi Shing, Charles, Non-Executive Director is Ms. Yeung Chui and the Independent Non-Executive Directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny.

Notes:

1. A member entitled to attend and vote at the above 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. In order to be valid, a form of proxy must be deposited with the Company Secretary at the head office and principal place of business of the Company at 3rd Floor, Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for the meeting.
2. Where there are joint holders of any share, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders is present at the annual general meeting, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the general mandate conferred at the last annual general meeting will lapse unless it is renewed at the annual general meeting.
4. With respect to paragraphs 5B and 5C, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase shares and to reissue shares as a result of such repurchase. In accordance with the Listing Rules and the Code on Share Repurchases, an explanatory statement setting out the terms and conditions upon which such power will be exercised accompanies this notice.
5. The Register of Members of the Company will be closed from Wednesday, 13th August, 2014 to Friday, 15th August, 2014 (both dates inclusive), and Monday, 25th August, 2014 to Wednesday, 27th August, 2014 (both dates inclusive), during which periods no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 15th August, 2014, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 12th August, 2014.

In order to qualify for the final dividends, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 22nd August, 2014.

6. The Bye-Laws of the Company are written in English. The Chinese version of the Resolution No. 6 on amendments to the Bye-Laws of the Company as set out above is a direct translation of the proposed amendments to the English version of the Bye-Laws of the Company for reference only, which does not necessarily reflect the exact amendment of the wording to any published Chinese version of the Bye-Laws of the Company. Should there be any discrepancies between the English and the Chinese versions of the Bye-Laws of the Company, the English version shall prevail.