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**THIS CIRCULAR IS IMPORTANT AND REQUIRED YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the 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 of Starlite Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(Stock Code: 403)

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES,  
AMENDMENTS TO THE BYE-LAWS OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2014 Annual General Meeting of Starlite Holdings Limited (“Company”) to be held on Friday, 15th August, 2014 at 4:00 p.m. is set out on pages 16 to 27 of this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the head office and principal place of business in Hong Kong of Starlite Holdings Limited at 3rd Floor, Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting.

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the Annual General Meeting of the Company to be held on Friday, 15th August, 2014 at pentahotel Hong Kong, Kowloon, Studio Room 3, 4/F., 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong at 4:00p.m. or any adjournment thereof
“Annual Report”	The annual report of the Company for the year ended 31st March, 2014
“Bye-Laws”	the Bye-Laws of the Company
“Company”	Starlite Holdings Limited, an exempted company incorporated in Bermuda, the securities of which are listed on the Stock Exchange
“Companies Ordinance”	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Directors”	the Board of Directors of the Company
“Extension of Share Issue Mandate”	a general mandate proposed to the Directors to extend the Share Issue Mandate by adding those shares that may be purchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	4th July, 2014, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	the general mandate to the Directors to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of Shares
“Share Issue Mandate”	the general mandate to the Directors to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Share Option Scheme”	The share option scheme of the Company adopted on 15th August, 2012
“Share Options”	the share options granted under the Share Option Scheme carrying rights to subscribe in cash for Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)

**(Stock Code: 403)**

*Directors*

*Executive Directors:*

Mr. Lam Kwong Yu, *Chairman*

Mr. Tai Tzu Shi, Angus, *Senior Vice President*

Mr. Cheung Chi Shing, Charles, *Senior Vice President*

*Non-Executive Director:*

Ms. Yeung Chui

*Independent Non-Executive Directors:*

Mr. Chan Yue Kwong, Michael

Mr. Kwok Lam-Kwong Larry, *BBS, JP*

Mr. Tam King Ching, Kenny

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place  
of business:*

3rd Floor  
Perfect Industrial Building  
31 Tai Yau Street  
Sanpokong, Kowloon  
Hong Kong

9th July, 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES,  
AMENDMENTS TO THE BYE-LAWS OF THE COMPANY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the proposed re-election of Directors; (ii) the proposed renewal of the general mandates to issue and repurchase Shares and Extension of Share Issue Mandate, and (iii) the special

\* For identification purpose only

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## LETTER FROM THE BOARD

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resolution proposed to amend the Bye-Laws, so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

### PROPOSED RE-ELECTION OF DIRECTORS

In accordance with the Company's Bye-Law 99, the Directors retiring at the AGM are Mr. Lam Kwong Yu, Mr. Tai Tzu Shi, Angus, Mr. Cheung Chi Shing, Charles, Ms. Yeung Chui, Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny who, being eligible, offer themselves for re-election.

Pursuant to the code provision as set out in paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny are independent non-executive directors serving the Company for more than 9 years. Separate resolutions will be proposed for their re-election at the forthcoming AGM. The Board considers that Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, *BBS, JP* and Mr. Tam King Ching, Kenny continue to be independent as they have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Details of the above Directors who are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

Pursuant to Bye-Law 90, the Company in general meeting may by ordinary resolution elect a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company or may authorise the Board to appoint such alternate Directors. Any alternate Director may be removed by the Company in general meeting by ordinary resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual general meeting or, if earlier, the date on which the relevant Director ceases to be a Director. Since the authority provided to Directors at the 2013 annual general meeting of the Company held on 14th August, 2013 to appoint alternate director(s) will expire at the conclusion of the forthcoming AGM to be held on 15th August, 2014, and in order to provide flexibility for the Board to appoint alternate director(s) when necessary, the Board seeks approval from Shareholders to vest the power in the Board.

### REPURCHASE MANDATE

It is proposed that at the AGM, an ordinary resolution No. 5B as set out in the notice of AGM will be proposed to grant the Directors a general mandate to repurchase Shares up to a maximum of 10% of the issued share capital of the Company in issue as at the date of the resolution, since the previous general mandate to repurchase Shares granted to the Directors at the 2013 annual general meeting of the Company held on 14th August, 2013 will expire at the conclusion of the forthcoming AGM to be held on 15th August, 2014.

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## LETTER FROM THE BOARD

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In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to repurchase Shares which is set out in Appendix II to this circular.

### SHARE ISSUE MANDATE AND EXTENSION OF SHARE ISSUE MANDATE

The previous general mandate to allot, issue and deal with new Shares; and the extension of general mandate to allot, issue and deal with new Shares by the number of Shares repurchased that granted to the Directors at the 2013 annual general meeting of the Company held on 14th August, 2013 will expire at the conclusion of the forthcoming annual general meeting to be held on 15th August, 2014. At the AGM, an ordinary resolution No. 5A as set out in the notice of AGM will be proposed that the Directors be given a new general and unconditional mandate to allot, issue and otherwise deal with further Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution. For your information, on the Latest Practicable Date, there were in issue an aggregate of 525,135,288 Shares. On the basis of this figure, not more than 105,027,057 Shares may be allotted, issued and otherwise dealt with pursuant to the new general and unconditional mandate.

In addition, conditional upon the proposed resolution to authorise the repurchase of Shares being passed, an ordinary resolution No. 5C as set out in the notice of AGM will be proposed to grant to the Directors the extension of the Share Issue Mandate by adding to it the number of new Shares up to an amount equal to the aggregate nominal amount of the Shares purchased under the authority to repurchase.

### PROPOSED AMENDMENTS TO THE BYE-LAWS

A special resolution will be proposed at the AGM to approve certain amendments to the Bye-Laws as set out in resolution 6 of the notice of AGM. The proposed amendments will address some practical issues in relation to, among other things, the following:

- (i) to align with market practice to require not less than one-third of the Directors to retire from office by rotation at each annual general meeting of the Company;
- (ii) to remove the advertisement requirements for the notice of declaration of an interim dividend and the closure of register;
- (iii) to remove the provision relating to the deemed re-election of retiring Director if at any general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled;
- (iv) to permit the delivery of a notice or document by the Company to Shareholders by publishing it on a website;

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## LETTER FROM THE BOARD

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- (v) to align with the requirements of the Listing Rules that matters in which a substantial member or a Director has a conflict of interest which is considered to be material by the Board should be dealt with by a physical Board meeting rather than a written resolution;
- (vi) to clarify the method of attendance in a Board meeting;
- (vii) to clarify that the auditors of the Company may not be removed before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting;
- (viii) to amend the provision on the appointment of a person (other than the incumbent auditors) as auditors at a general meeting by requiring a notice of an intention to nominate that person to the office of auditors be given not less than twenty-one (21) days before the general meeting and sending a copy of such notice to the incumbent auditors provided that the such requirements may be waived by notice in writing by the incumbent auditors to the company secretary;
- (ix) to clarify the regulations on the appointment of an alternate Director;
- (x) to remove prohibitions on the provision of financial assistance; and
- (xi) to reflect the recent amendments to the Listing Rules relating to the definitions of "associate" and "close associate".

Other ancillary and house-keeping amendments to the Bye-Laws are also proposed, including addition of new definitions to improve clarity to the Bye-Laws generally.

Details of the proposed amendments to the Bye-Laws are set out in resolution 6 of the notice of AGM. The proposed amendments to the Bye-Laws are subject to the approval of the Shareholders by way of passing of the requisite special resolution at the AGM.

Shareholders are advised that the Bye-Laws are available in English as well as Chinese translation version. The Chinese translation version of the Bye-Laws is for reference only. In case of any inconsistency, the English version shall prevail.

### ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 16 to 27 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by poll. Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-Law 70 of the Company. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the form of proxy to the head office and principal place of business of the Company in Hong Kong at 3rd Floor,

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## LETTER FROM THE BOARD

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Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so desire.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the resolutions relating to (i) the re-election of the retiring Directors; and (ii) the renewal of the Share Issue Mandate, the Repurchase Mandate and Extension of Share Issue Mandate, and (iii) the special resolution proposed to amend the Bye-Laws, as set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole and recommend that you to vote in favour of such resolutions to be proposed at the forthcoming AGM.

Yours faithfully,  
**Lam Kwong Yu**  
*Chairman*



The following are the relevant details of the Directors proposed to be re-elected at the AGM.

1. Mr. Lam Kwong Yu, aged 67, has been an Executive Director of the Company since 1992. He is the Chairman and Chief Executive Officer of the Company and is the founder of the Group. He holds a Master Degree in Business Administration from the National University of Singapore. Mr. Lam has been in community work in China and Hong Kong for many years. He is a member of the National Committee of the Chinese People's Political Consultative Conference, a director of Chinese Overseas Friendship Association, a member of Selection Committee for the Government of HKSAR and a committee member of the Election Committee Subsector Elections, Chairman of Mainland Affairs Committee of Scout Association of Hong Kong, Chairman of Polar Museum Foundation, Chief Executive Deputy Chairman of Federation of Hong Kong Guangdong Community Organizations, Director of Future Star, a member of Council of China Overseas Friendship Association, an Adjunct Professor of College of Business of City University of Hong Kong and Director of Guangzhou Jinan University. Mr. Lam has received several prominent awards including "Hong Kong Ten Outstanding Young Persons Award 1986", "Young Industrialist Award of Hong Kong 1988", the first "Hong Kong Entrepreneurs Award 1990", "Outstanding Achievements Award" of the "Hong Kong Print Award 1999" and "Medal of Honor (M.H.)" from the government of the Hong Kong Special Administrative Region in 2002. Mr. Lam has over 50 years' experience in the printing industry and takes charge of the overall planning, strategy and development of the Group. He has made dedicated efforts to enhance the transformation of Starlite, specifically in OBM product and e-marketing in recent years. He is a director of various subsidiaries of the Company and has not held any directorship in any other listed public companies in the last three years.

Mr. Lam Kwong Yu is the spouse of Ms. Yuen Lai Ping, a substantial or controlling shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lam does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at Latest Practicable Date Mr. Lam has personal interests in 189,149,477 ordinary shares and family interest in 21,784,000 ordinary shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Lam. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director's fee of Mr. Lam Kwong Yu as Executive Director and member of the Nomination Committee is HK\$150,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, during the year ended 31st March, 2014, Mr. Lam received remuneration from a wholly-owned subsidiary in aggregate of approximately HK\$4,056,000, including salary, allowance, contributory retirement fund benefits and discretionary bonus. The remuneration of Mr. Lam was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

2. Mr. Tai Tzu Shi, Angus, aged 57, has been an Executive Director of the Company since 1993. He is currently the Senior Vice President and Chief Technical Officer of the Group. He was appointed as director of several wholly-owned subsidiaries of the Company with effect from 19th August, 2011. He graduated from the Graphics Art Department of the Chinese Culture University of Taiwan in 1978 and has over 36 years' experience in the printing industry. He is appointed as one of ISO/TC130 Experts representing SAC/TC170 of China and participating international printing standardization affairs. He is a director of various subsidiaries of the Company and has not held any directorship in any other listed public companies in the last three years.

Mr. Tai does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at The Latest Practicable Date, Mr. Tai has family interests in 18,000 ordinary shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Tai. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. He is entitled to a director's fee for HK\$150,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, during the year ended 31st March, 2014, Mr. Tai received remuneration from a wholly-owned subsidiary in aggregate of approximately HK\$1,418,000, including salary, allowance, contributory retirement fund benefits and discretionary bonus. The remuneration of Mr. Tai was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

3. Mr. Cheung Chi Shing, Charles, aged 58, has been an Executive Director of the Company since 2000, the Company Secretary since 1999 and an Authorized Representative since 2011. He is currently the Senior Vice President and Chief Financial Officer of the Group. Mr Cheung joined the Group in early 1997 and is responsible for the overall finance function of the Group. He was appointed as director of several wholly-owned subsidiaries of the Company with effect from 19th August, 2011. He has held various senior positions in finance, accounting and auditing fields for more than 28 years. Mr. Cheung graduated from The Hongkong Polytechnic University and is an Associate Member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of The Association of Chartered Certified Accountants. He is a director of various subsidiaries of the Company and has not held any directorship in any other listed public companies in the last three years.

Mr. Cheung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cheung has personal interests in 300,000 ordinary shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Cheung. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. He is

entitled to a director's fee for HK\$150,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, during the year ended 31st March, 2014, Mr. Cheung received remuneration from a wholly-owned subsidiary in aggregate of approximately HK\$2,398,000, including salary, allowance, contributory retirement fund benefits and discretionary bonus. The remuneration of Mr. Cheung was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

4. Ms. Yeung Chui, aged 67, is one of the founders of the Group. She has been redesignated from the position of Executive Director to Non-Executive Director of the Company with effect from 1st September, 2011. She has over 48 years' experience in the printing industry. She is a director of Starlite Printers (Far East) Pte. Ltd, a wholly owned subsidiary of the Company. She has not held any directorship in any other listed public companies in the last three years.

Ms. Yeung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at Latest Practicable Date, Ms. Yeung has personal interests in 92,843,200 ordinary shares and interest of controlled corporation in 1,012,901 ordinary shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Ms. Yeung. She has no specific term of service with the Company, but she is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director's fee of Ms. Yeung Chui as Non-Executive Director and member of the Nomination Committee is HK\$150,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, she is not entitled to any other remuneration. The remuneration of Ms. Yeung was determined by the Board with reference to her experience, qualifications, work performance as well as market benchmark.

5. Mr. Chan Yue Kwong, Michael, aged 62, Independent Non-Executive Director, Chairman of the Remuneration Committee, member of the Audit Committee and Nomination Committee of the Company. He has been an Independent Non-Executive Director of the Company since 1993. Mr. Chan is the Chairman of the publicly-listed Cafe de Coral Holdings Limited in Hong Kong. He is also a Non-Executive Director of Tao Heung Holdings Limited, an Independent Non-Executive Director of Kingboard Laminates Holdings Limited, Pacific Textiles Holdings Limited, and Tse Sui Luen Jewellery (International) Limited, all of which are listed on the Main Board of the Hong Kong Stock Exchange. He holds a double major degree in Sociology and Political Science, a Masters degree in City Planning from the University of Manitoba, an Honorary Doctorate Degree in Business Administration, and is bestowed as Honorary Fellow from Lingnan University. He is also a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China. Mr. Chan currently serves on the executive committee of the Hong Kong Retail Management Association, the general committee of the Employers' Federation of Hong Kong, the council of the Hong Kong Management Association, the

adviser of the Quality Tourism Services Association, as well as being appointed by the HKSAR Government as a member of the Business Facilitation Advisory Committee and a member of the Task Force on Promotion of Vocational Education. Besides, he is also the Honorary Chairman of the Hong Kong Institute of Marketing and the Chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. He has many years of professional experience in the public sector and over 29 years' managerial experience in the food and catering industry. Save as disclosed above, Mr. Chan did not hold any directorships in any other listed companies during the last three years.

Mr. Chan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Chan does not have any interest in shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Chan. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director's fee of Mr. Chan as an Independent Non-Executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee is HK\$200,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, he is not entitled to any other remuneration. The remuneration of Mr. Chan was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

6. Mr. Kwok Lam-Kwong, Larry, *BBS, JP*, aged 58, Independent Non-Executive Director, Chairman of Nomination Committee, member of the Remuneration Committee and Audit Committee of the Company. He was appointed as an Independent Non-Executive Director of the Company in July 2004. Mr. Kwok is a practising solicitor in Hong Kong. He is qualified to practise as a solicitor in Australia, England and Wales and Singapore. He is also qualified as a CPA in Hong Kong and Australia and a Chartered Accountant in England and Wales. He graduated from the University of Sydney, Australia with bachelor's degrees in economics and laws respectively as well as a master's degree in laws. He also obtained a diploma from the Advanced Management Program of the Harvard Business School. Mr. Kwok is currently an Independent Non-Executive Director of a number of publicly listed companies in Hong Kong, namely, Pacific Andes International Holdings Limited, Shenyin Wanguo (HK) Limited, Café de Coral Holdings Limited as well as a Non-Executive Director of First Shanghai Investments Limited. He has been appointed as an independent non-executive director of Hang Fat Ginseng Holdings Company Limited with effect from 27th June, 2014. He resigned as an independent non-executive director of Carry Wealth Holdings Limited with effect from 9th September, 2011. Save as disclosed above, Mr. Kwok did not hold any directorships in any other listed companies during the last three years.

Mr. Kwok does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Kwok does not have any interest in shares of the Company within the meaning of

Part XV of the SFO. There is no service contract between the Company and Mr. Kwok. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director's fee of Mr. Kwok as an Independent Non-Executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee is HK\$200,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, he is not entitled to any other remuneration. The remuneration of Mr. Kwok was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

7. Mr. Tam King Ching, Kenny, aged 65, Independent Non-Executive Director, Chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-Executive Director of the Company in July 2004. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Small and Medium Practitioners Leadership Panel in the Hong Kong Institute of Certified Public Accountants. He is also a Past President of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of six other listed companies on the main board of The Stock Exchange of Hong Kong Limited, namely, CCT Telecom Holdings Limited, Kingmaker Footwear Holdings Limited, Shougang Concord Grand (Group) Limited, Van Shung Chong Holdings Limited, West China Cement Limited and BeijingWest Industries International Limited. He resigned as an independent non-executive director of North Asia Strategic Holdings Limited with effect from 19th February, 2013. Save as disclosed above, Mr. Tam did not hold any directorships in any other listed companies during the last three years.

Mr. Tam does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Tam does not have any interest in shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Tam. He has no specific term of service with the Company, but he is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director's fee of Mr. Tam as an Independent Non-Executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee is HK\$200,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director's fee, he is not entitled to any other remuneration. The remuneration of Mr. Tam was determined by the Board with reference to his experience, qualifications, work performance as well as market benchmark.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



**SHARE CAPITAL**

Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate will be such number of Shares as represents 10% of the aggregate nominal amount of the share capital of Company in issue on the date of passing the resolution. Furthermore, the authority relates only to the repurchases of Shares which are fully paid up and which are made on the Stock Exchange and otherwise in accordance with the Listing Rules. For your information, on the Latest Practicable Date, there were in issue an aggregate of 525,135,288 Shares. On the basis of this figure, not more than 52,513,528 Shares may be repurchased on the Stock Exchange. In addition, Shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by applicable law or by the Bye-Laws of the Company or the date upon which such authority is revoked or varied.

**REASONS FOR REPURCHASES**

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share or otherwise be in the interest of the Company. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company.

**FUNDING OF REPURCHASES**

The Company is empowered by its Memorandum of Association and Bye-Laws to repurchase its Shares. Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-Laws and the laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds that would otherwise be available for distribution by way of dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds that would otherwise be available for distribution by way of dividend or out of the share premium of the Company.

On the basis of the consolidated financial position of the Company as at 31st March, 2014 (being the date to 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 repurchases were to be carried out in full 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 (as compared with the position disclosed in the latest published audited financial statements for the year ended 31st March, 2014) unless the proposed repurchases are on terms favourable to the Company.

### **DIRECTORS AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors 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 grant to the Directors of a repurchase mandate is approved by 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 Company is authorised to make repurchases of Shares. In accordance with the Listing Rules, the Company shall not knowingly repurchase Shares from a connected person on the Stock Exchange and a connected person shall not knowingly sell his/her Shares to the Company.

### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Bermuda (the jurisdiction in which the Company is incorporated) and in accordance with the regulations set out in 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 Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby may in certain circumstances give rise to an obligation to make a mandatory general offer for Shares under Rule 26 of the Takeovers Code.

As at 4th July, 2014 (the latest practicable date prior to the printing of this circular), Mr. Lam Kwong Yu ("Mr. Lam") was beneficially interested in 189,149,477 Shares representing 36.02% of the issued share capital of the Company and Mr. Lam, together with his spouse Ms. Yuen Lai Ping ("Ms. Yuen") were beneficially interested in aggregate a total of 210,933,477 Shares representing 40.17% of the issued share capital of the Company. Ms. Yeung Chui ("Ms. Yeung") is beneficially interested in 93,856,101 Shares representing 17.87% of the issued share capital of the Company. For the purpose of the Takeovers Code, Mr. Lam, Ms. Yuen and Ms. Yeung are deemed to be parties acting in concert and consequently are taken to have an interest in a total of 304,789,578 Shares, representing

58.04% of the issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the 2014 AGM, in the event that the Directors exercise in full the Repurchase Mandate to be granted pursuant to the ordinary resolution to be proposed at the AGM and that the Repurchase Mandate allows the Company to repurchase a maximum of 52,513,528 Shares, (a) the interests of Mr. Lam, Ms. Yuen and Ms. Yeung would increase to approximately 64.49% of the issued share capital of the Company; and (b) the interests of Mr. Lam would increase by more than 2% to approximately 40.02% of the issued share capital of the Company. Accordingly, there is a possibility that, subject to the terms of the Takeovers Code, Mr. Lam may be required under the Takeovers Code to make a mandatory general offer for all the issued Shares of the Company. The Directors have no present intention to exercise the power to repurchase Shares to such an extent which would result in any shareholder or group of shareholders being obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchases of Shares by the Company.

The Directors have no intention to exercise the Repurchase Mandate to such extent as would cause the public float to fall below 25 per cent. or such other minimum percentage as prescribed by the Listing Rules from time to time.

## MARKET PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
July 2013	0.360	0.325
August 2013	0.390	0.335
September 2013	0.410	0.330
October 2013	0.410	0.340
November 2013	0.520	0.365
December 2013	0.470	0.420
January 2014	0.485	0.405
February 2014	0.510	0.430
March 2014	0.560	0.420
April 2014	0.455	0.405
May 2014	0.445	0.395
June 2014	0.460	0.380
July 2014 (up to the Latest Practicable Date)	0.445	0.410

## PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's Shares during the preceding six months prior to the Latest Practicable Date.



**S T A R L I T E**

HOLDINGS LIMITED

星光集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 403)

**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 re-election 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 notorially 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.