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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 BUY BACK SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2019 Annual General Meeting of Starlite Holdings Limited (“Company”) to be held on Monday, 19th August, 2019 at 4:00 p.m. is set out on pages 15 to 19 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.

17th July, 2019

\* For identification purpose only

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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 Monday, 19th August, 2019 at pentahotel Hong Kong, Kowloon, Studio Room 3, 4/F., 19 Luk Hop Street, Sanpokong, Kowloon, Hong Kong at 4:00 p.m. or any adjournment thereof
“Annual Report”	The annual report of the Company for the year ended 31st March, 2019
“Buy-backs Mandate”	the general mandate to the Directors to buy back 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
“Bye-Laws”	the Bye-Laws of the Company
“Companies Ordinance”	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Starlite Holdings Limited, an exempted company incorporated in Bermuda, the securities of which are listed on the Stock Exchange
“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 bought under the Buy-backs 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”	15th July, 2019, 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company
“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
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong

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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. Tin Shing (*Senior Vice President*)  
Mr. Poon Kwok Ching (*Senior Vice President*)

*Non-Executive Directors:*

Ms. Yeung Chui  
Mr. Tai Tzu Shi, Angus  
Mr. Cheung Chi Shing, Charles

*Independent Non-Executive Directors:*

Mr. Chan Yue Kwong, Michael  
Mr. Kwok Lam Kwong, Larry, *SBS, JP*  
Mr. Tam King Ching, Kenny

*Registered Office:*

Victoria Place  
5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head office and principal place  
of business:*

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

17th July, 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND  
TO BUY BACK SHARES,  
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 and (ii) the proposed renewal of the general mandates

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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to issue and buy back Shares and Extension of Share Issue Mandate, 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(A), 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 retiring at the AGM are Mr. Kwok Lam Kwong, Larry, *SBS, JP*, Mr. Tam King Ching, Kenny and Mr. Lam Kwong Yu who, being eligible, offer themselves for re-election.

Mr. Tin Shing and Mr. Poon Kwok Ching have been appointed as Executive Directors of the Company with effect from 1st April, 2019, pursuant to the Bye-Law 102B, they will hold office until the conclusion of 2019 AGM and shall then be eligible, offer themselves for re-election at the AGM.

Mr. Kwok Lam Kwong, Larry, *SBS, JP* ("Mr. Kwok") was appointed and has served as Independent Non-executive Director ("INED") of the Company for more than nine years since July 2004. Pursuant to Code A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, an independent non-executive director having served for more than nine years could be relevant to the determination of his independence and his further appointment should be subject to a separate resolution to be approved by Shareholders.

The Company has received from Mr. Kwok a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Kwok has not engaged in any executive management of the Group.

During his years of service with the Company as an INED, Mr. Kwok has contributed by providing independent viewpoints, enquiries and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Kwok has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that his over nine years of services with the Company would have any impact on his independence. The Nomination Committee has recommended to the Board, and the Board thus recommends Mr. Kwok for re-election as an INED subject to a separate resolution to be approved by the Shareholders at the AGM.

Mr. Tam King Ching, Kenny ("Mr. Tam") was appointed and has served as Independent Non-executive Director of the Company for more than nine years since July 2004. Pursuant to Code A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, an independent non-executive director having served for more than nine years could be relevant to the determination of his independence and his further appointment should be subject to a separate resolution to be approved by Shareholders.

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## LETTER FROM THE BOARD

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The Company has received from Mr. Tam a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Tam has not engaged in any executive management of the Group.

During his years of service with the Company as an INED, Mr. Tam, has contributed by providing independent viewpoints, enquiries and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Tam has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that his over nine years of services with the Company would have any impact on his independence.

Pursuant to code provision A.5.5 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, the Nomination Committee and the Board consider that Mr. Tam, being a Certified Public Accountant, is able to complement the professional background of the composition of the Board in terms of expertise in accounting and financial reporting. Notwithstanding Mr. Tam holds directorships in more than seven listed companies in Hong Kong, he devoted sufficient time in fulfilling his role as INED in the Company and Chairman of the Audit Committee. During the past year, he attended and actively participated in the discussions in all the 5 board meetings, 4 audit committee meetings, 2 nomination committee meetings, 5 remuneration committee meetings and 2018 AGM which he was eligible to attend.

The Nomination Committee has recommended to the Board, and the Board thus recommends Mr. Tam for re-election as an INED subject to a separate resolution to be approved by the Shareholders at the AGM.

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 2018 annual general meeting of the Company held on 21st August, 2018 to appoint alternate director(s) will expire at the conclusion of the forthcoming AGM to be held on 19th August, 2019, 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.

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## LETTER FROM THE BOARD

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### BUY-BACKS MANDATE

It is proposed that at the AGM, an ordinary resolution No. 4B as set out in the notice of AGM will be proposed to grant the Directors a general mandate to buy back 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 buy back Shares granted to the Directors at the 2018 annual general meeting of the Company held on 21st August, 2018 will expire at the conclusion of the forthcoming AGM to be held on 19th August, 2019.

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 buy back 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 bought back that granted to the Directors at the 2018 annual general meeting of the Company held on 21st August, 2018 will expire at the conclusion of the forthcoming annual general meeting to be held on 19th August, 2019. At the AGM, an ordinary resolution No. 4A 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 buy back of Shares being passed, an ordinary resolution No. 4C 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 bought back under the authority to repurchase.

### ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 15 to 19 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.

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## LETTER FROM THE BOARD

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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, 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 Buy-backs Mandate and Extension of Share Issue Mandate, 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. Kwok Lam Kwong, Larry**, *SBS, JP*, aged 63, 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 practicing 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 the Advanced Management Program Diploma from the Harvard Business School. He has served regularly on Government advisory boards and committees. He is currently a member of the Committee on Real Estate Investment Trusts of the Securities and Futures Commission and the Hospital Government Committee of the Prince of Wales Hospital. Previously, he served as Chairman of the Transport Advisory Committee and Independent Police Complaints Council, Convenor of the Disciplinary Appeals Committee of the Hong Kong Stock Exchange, Chairman of the Traffic Accident Victims Assistance Advisory Committee and Vice-Chairman of the Consumer Council. Mr. Kwok is currently an Independent Non-Executive Director or a Non-Executive Director of a number of publicly listed companies in Hong Kong, namely, Shenwan Hongyuan (H.K.) Limited, Café de Coral Holdings Limited, First Shanghai Investments Limited and AAC Technologies Holdings Inc. 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 by rotation 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, the Chairman of Nomination Committee, a member of the Audit Committee and Remuneration 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.

2. **Mr. Tam King Ching, Kenny**, aged 70, 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 Restructuring and Insolvency Faculty Executive Committee 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 certain listed companies on the main board of The Stock Exchange of Hong Kong Limited, namely, CCT Fortis Holdings Limited, Kingmaker Footwear Holdings Limited, Shougang Concord Grand (Group) Limited, Hong Kong Shanghai Alliance Holdings Limited, West China Cement Limited, BeijingWest Industries International Limited, Greater Bay Area Investments Group Holdings Limited and Wisdom Education International Holdings Company Limited. 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, Chairman of the Audit Committee, Member of 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.

3. **Mr. Lam Kwong Yu**, aged 72, has been an Executive Director of the Company since 1992. He is the Chairman of the Board, founder and Chief Executive Officer of the Group. He holds a Master Degree in Business Administration (Distinguished Alumni Awards) from the National University of Singapore. Currently, he is studying the Engineering Doctorate postgraduate programme. Mr. Lam has been in community work in China and Hong Kong for many years. He is a member of the Standing Committee of the 10th, 11th and the 12th 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, Director of Future Star, 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 55 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, business diversification, products development, OBM product, intelligent (automation) systems and “Internet +” business 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. Li Lin, a substantial or controlling shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he 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 193,915,477 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, 2019, Mr. Lam received remuneration from a wholly-owned subsidiary in aggregate of approximately HK\$5,231,000, 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.

4. **Mr. Tin Shing**, aged 55, joined the Group in September 1981. He was appointed as an Executive Director of the Company and director of several wholly-owned subsidiaries of the Company with effect from 1st April, 2019. Mr. Tin has over 38 years’ experience in the operation and management of package printing companies and he has been responsible for the overall planning and daily operations of the Group in the PRC. Mr. Tin has been a standing director of the Shenzhen Printing Industry Association since 2015. Mr. Tin did not hold any directorships in any other listed companies during the last three years.

Mr. Tin does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Tin does not have any interest in shares of the Company within the meaning of Part XV of the SFO. Mr. Tin has entered into a letter of appointment with the Company as an Executive Director of the Company for a term of two years with effect from 1st April, 2019, subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. Under his remuneration package, Mr. Tin is entitled to a director’s fee of HK\$150,000 per annum, a fixed salary of HK\$1,560,000 per annum, a discretionary bonus and

other special discretionary benefits payable on resignation or retirement in such amount and on such terms as approved by the Remuneration Committee of the Company. The remuneration entitled by Mr. Tin was determined by the Board and the Remuneration Committee of the Company with reference to his responsibilities, time commitment and the Company's remuneration policy.

5. **Mr. Poon Kwok Ching**, aged 41, joined the Group in September 2006. He was appointed as Executive Director; the Company Secretary of the Company; an Authorised Representative of the Company; the Senior Vice President (Chief Financial Officer) of the Group; and a director of certain subsidiaries within the Group with effect from 1st April, 2019. Mr. Poon graduated from The University of Hong Kong and holds a Bachelor's degree in Business Administration and he has extensive experience in the fields of audit and accounting. Mr. Poon is a Management Accounting Expert appointed by the Ministry of Finance of the PRC, a Committee Member of the Chinese People's Political Consultative Conference Guangzhou City Haizhu District, an Associate Member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of the Association of Chartered Certified Accountants. Mr. Poon has also received a Commendation awarded by the Home Affairs Bureau of the Hong Kong Special Administrative Region of the PRC in 2018. Mr. Poon did not hold any directorships in any other listed companies during the last three years.

Mr. Poon 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. Poon has personal interests in 118,000 ordinary shares of the Company within the meaning of Part XV of the SFO. Mr. Poon has entered into a letter of appointment with the Company as an Executive Director of the Company for a term of two years with effect from 1st April, 2019, subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. Under his remuneration package, Mr. Poon is entitled to a director's fee of HK\$150,000 per annum, a fixed salary of HK\$2,340,000 per annum, a discretionary bonus and other special discretionary benefits payable on resignation or retirement in such amount and on such terms as approved by the Remuneration Committee of the Company. The remuneration entitled by Mr. Poon was determined by the Board and the Remuneration Committee of the Company with reference to his responsibilities, time commitment and the Company's remuneration policy.

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 bought back 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 buy back 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 bought back on the Stock Exchange. In addition, Shareholders should note that the Buy-backs Mandate covers Shares buy back 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 SHARES BUY BACK**

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy back Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial. Such buy back of Shares 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 buy back in circumstances where they consider them to be in the best interests of the Company.

**FUNDING OF SHARES BUY BACK**

The Company is empowered by its Memorandum of Association and Bye-Laws to buy back its Shares. Such buy back 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 buy back 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 buy back 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, 2019 (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 Shares buy back were to be carried out in full during the proposed buy back period. However, no Shares buy back 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, 2019) unless the proposed Shares buy back 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 Buy-backs 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 Shares buy back. In accordance with the Listing Rules, the Company shall not knowingly buy back 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 Shares buy back 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 AND SHARE BUY-BACKS**

If, as a result of a share buy back, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. 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 15th July, 2019 (the latest practicable date prior to the printing of this circular), Mr. Lam Kwong Yu ("Mr. Lam") together with his spouse Ms. Li Lin ("Ms. Li") were beneficially interested in 193,915,477 Shares representing 36.93% of the issued share capital of the Company. Ms. Yeung Chui ("Ms. Yeung") is beneficially interested in 89,856,101 Shares representing 17.11% of the issued share capital of the Company. For the purpose of the Takeovers Code, Mr. Lam, Ms. Li and Ms. Yeung are deemed to be parties acting in concert and consequently are taken to have an interest in a total of 283,771,578 Shares, representing 54.04% of the issued share capital of the Company. On the basis that no Shares are issued or bought back prior to the date of the 2019 AGM, in the event that the Directors exercise in full the Buy-backs Mandate to be granted pursuant to the ordinary

resolution to be proposed at the AGM and that the Buy-backs Mandate allows the Company to buy back a maximum of 52,513,528 Shares, (a) the interests of Mr. Lam, Ms. Li and Ms. Yeung would increase to approximately 60.04% of the issued share capital of the Company; and (b) the interests of Mr. Lam and Ms. Li would increase by more than 2% to approximately 41.03% of the issued share capital of the Company. Accordingly, there is a possibility that, subject to the terms of the Takeovers Code, Mr. Lam and Ms. Li 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 buy back 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 buy back of Shares by the Company.

The Directors have no intention to exercise the Buy-backs 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 2018	0.440	0.360
August 2018	0.435	0.330
September 2018	0.380	0.310
October 2018	0.380	0.300
November 2018	0.350	0.265
December 2018	0.350	0.290
January 2019	0.395	0.300
February 2019	0.400	0.330
March 2019	0.390	0.330
April 2019	0.400	0.325
May 2019	0.380	0.320
June 2019	0.385	0.325
July 2019 (up to the Latest Practicable Date)	0.390	0.305

## BUY BACK, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has bought, 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 2019 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, Sanpokong, Kowloon, Hong Kong on Monday, 19th August, 2019 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, 2019.
2.
  - (a) To re-elect Mr. Kwok Lam Kwong, Larry, *SBS, JP* as Independent Non-Executive Director;
  - (b) To re-elect Mr. Tam King Ching, Kenny as Independent Non-Executive Director;
  - (c) To re-elect Mr. Lam Kwong Yu as Executive Director;
  - (d) To re-elect Mr. Tin Shing as Executive Director;
  - (e) To re-elect Mr. Poon Kwok Ching as Executive Director;
  - (f) To authorise the Board of Directors to fix the directors' remuneration; and
  - (g) 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.

\* *For identification purpose only*



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

**ORDINARY RESOLUTIONS**

4. 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 buy back 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 buy back its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares authorised to be bought back 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 4B of the notice convening this Meeting and without prejudice to the authority granted by the resolution set out in paragraph 4A 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 4B 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.”

By Order of the Board  
**Poon Kwok Ching**  
*Company Secretary*

Hong Kong, 17th July, 2019

As at the date hereof, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Tin Shing and Mr. Poon Kwok Ching, Non-Executive Directors are Ms. Yeung Chui, Mr. Tai Tzu Shi, Angus and Mr. Cheung Chi Shing, Charles, and the Independent Non-Executive Directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, *SBS, 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. With regard to item no. 2 in this notice, the board of directors of the Company recommends Mr. Kwok Lam Kwong, Larry, *SBS, JP*, Mr. Tam King Ching, Kenny, Mr. Lam Kwong Yu, Mr. Tin Shing and Mr. Poon Kwok Ching for re-election as directors of the Company. Details of the said directors are set out in Appendix I of the circular to shareholders dated 17th July, 2019.
4. 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.
5. With respect to paragraphs 4B and 4C, approval is being sought from Shareholders for a general mandate to be given to the Directors to buy back shares and to reissue shares as a result of such buy back. In accordance with the Listing Rules and the Takeovers Code, an explanatory statement setting out the terms and conditions upon which such power will be exercised accompanies this notice.
6. The Register of Members of the Company will be closed from Thursday, 15th August, 2019 to Monday, 19th August, 2019 (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 Monday, 19th August, 2019, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 14th August, 2019.
7. If a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 2:00 p.m. on 19th August, 2019 and/or the Hong Kong Observatory has announced at or before 2:00 p.m. on 19th August, 2019 that either of the above mentioned warnings is to be issued within the next two hours, the AGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 26th August, 2019 instead.