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S T A R L I T E

HOLDINGS LIMITED

星光集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號: 403

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of the members of the Company will be held at Emerald, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 27th August, 2025 at 4:00p.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, 2025.
2.
 - (a) To re-elect Mr. Lam Kwong Yu as Executive Director;
 - (b) To re-elect Ms. Yeung Chui as Non-Executive Director;
 - (c) To re-elect Ms. Elizabeth Law as Independent Non-Executive Director;
 - (d) To re-elect Mr. Zhong Zhitang as Executive Director;
 - (e) To authorise the Board of Directors to fix the directors' remuneration; and
 - (f) To authorise the Board of Directors to appoint alternate director(s).
3. To re-appoint Messrs. PricewaterhouseCoopers as the Company's Auditor and authorize 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 authorization 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 (excluding Treasury Shares, if any) 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 recognized 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 (excluding Treasury Shares, if any) 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

Executive Director and Company Secretary

Hong Kong, 18th July, 2025

As at the date of this announcement, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Poon Kwok Ching, Mr. Wong Wai Kwok and Mr. Zhong Zhitang, Non-Executive Director is Ms. Yeung Chui, and the Independent Non-Executive Directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, SBS, JP, Mr. Tam King Ching, Kenny and Ms. Elizabeth Law.

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's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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. Lam Kwong Yu and Mr. Zhong Zhitang for re-election as executive directors; Ms. Yeung Chui for re-election as non-executive director and Ms. Elizabeth Law for re-election as independent non-executive director of the Company. Details of the said directors are set out in Appendix I of the circular to shareholders dated 18th July, 2025.
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 Friday, 22nd August, 2025 to Wednesday, 27th August, 2025 (both dates inclusive), during which periods no transfer of shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be Wednesday, 27th August, 2025.

In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company to be held on Wednesday, 27th August, 2025, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4: 30 p.m. on Thursday, 21st August, 2025.

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 27th August, 2025 and/or the Hong Kong Observatory has announced at or before 2:00 p.m. on 27th August, 2025 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 postponed. The Company will post an announcement on the websites of the Company at www.hkstarlite.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled the Meeting.