
THIS CIRCULAR IS IMPORTANT AND REQUIRED YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, other licensed corporation, 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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STARLITE

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

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2022 Annual General Meeting of Starlite Holdings Limited to be held on Thursday, 18th August, 2022 at 4:00 p.m. is set out on pages 15 to 20 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 Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as from 15th August, 2022, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for precautionary measures that the Company will implement at the AGM in consideration of the continuing risk posed by the COVID-19, including:

- compulsory body temperature checks;
- compulsory wearing of surgical face masks (please bring your own mask);
- no refreshment will be served;
- no souvenirs will be distributed; and
- any other additional precautionary measures as appropriate.

Any person who does not comply with the precautionary measures or is subject to any local government prescribed quarantine may be denied entry into the venue of the AGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the AGM as an alternative to attending the meeting in person.

* For identification purpose only

15th July, 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the Annual General Meeting (the “AGM”) to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Attendees are required to wear surgical facial mask throughout the meeting, and to maintain a safe distance between seats.
- (iii) No corporate gifts will be distributed and no refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all attendees’ health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form, which can also be downloaded from the Company’s website (www.hkstarlite.com), is enclosed to this circular. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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 Thursday, 18th August, 2022 at Emerald, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, 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, 2022
“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”	12th July, 2022, 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)

DEFINITIONS

“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

LETTER FROM THE BOARD



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

Directors

Executive Directors:

Mr. Lam Kwong Yu

(Chairman and Chief Executive Officer)

Mr. Tin Shing *(Senior Vice President)*

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

Mr. Wong Wai Kwok *(Senior Vice President)*

Non-Executive Director:

Ms. Yeung Chui

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

15th July, 2022

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*

LETTER FROM THE BOARD

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

The Board currently consists of eight Directors, namely Mr. Lam Kwong Yu, Mr. Tin Shing, Mr. Poon Kwok Ching and Mr. Wong Wai Kwok as Executive Directors, Ms. Yeung Chui as Non-Executive Director, and Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, *SBS, JP* and Mr. Tam King Ching, Kenny as Independent Non-Executive 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. Lam Kwong Yu, Ms. Yeung Chui and Mr. Poon Kwok Ching who, being eligible, offer themselves for re-election.

Mr. Wong Wai Kwok has been appointed as Executive Director of the Company with effect from 1st April, 2022, pursuant to Bye-Law 102B, he will hold office until the conclusion of 2022 AGM and shall then be eligible, offer himself for re-election at the AGM.

The nomination committee of the Board has reviewed its structure and composition, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination criteria set out in the Company's board diversity policy and director nomination policy, and the Company's corporate strategy. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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 2021 annual general meeting of the Company held on 20th August, 2021 to appoint alternate director(s) will expire at the conclusion of the forthcoming AGM to be held on 18th August, 2022, 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.

LETTER FROM THE BOARD

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 2021 annual general meeting of the Company held on 20th August, 2021 will expire at the conclusion of the forthcoming AGM to be held on 18th August, 2022.

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 2021 annual general meeting of the Company held on 20th August, 2021 will expire at the conclusion of the forthcoming annual general meeting to be held on 18th August, 2022. 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 514,635,288 Shares. On the basis of this figure, not more than 102,927,057 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 20 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.

LETTER FROM THE BOARD

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 Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as from 15th August, 2022, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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. Lam Kwong Yu**, aged 75, 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 at The Hong Kong Polytechnic University. 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, Deputy Chairman of Federation of Hong Kong Guangdong Community Organizations Charitable Foundation Limited, 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 57 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 industry 4.0 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 202,962,677 ordinary shares of the Company within the meaning of Part XV of the SFO. There is a service contract between Mr. Lam and a subsidiary of the Company, which will be expired on 31st March, 2023. 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, 2022, Mr. Lam received a special bonus of HK\$4,500,000 from the Company and remuneration from a wholly-owned

subsidiary in aggregate of approximately HK\$5,412,000, 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, market benchmark and the Company's remuneration policy.

2. **Ms. Yeung Chui**, aged 75, is one of the founders of the Group. She was re-designated from the position of Executive Director to Non-Executive Director of the Company with effect from 1st September, 2011. She has over 50 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 79,916,000 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, during the year ended 31st March, 2022, Ms. Yeung received a special bonus of HK\$1,500,000 from the Company. The remuneration of Ms. Yeung was determined by the Board with reference to her experience, qualifications, work performance, market benchmark and the Company's remuneration policy.

3. **Mr. Poon Kwok Ching**, aged 44, joined the Group in September 2006. He was appointed as Executive Director; an Authorised Representative of the Company; the Senior Vice President (Chief Financial Officer) of the Group; the Company Secretary of the Company; 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 Hong Kong Accounting Expert appointed by the Ministry of Finance of the PRC, a Committee Member of the Chinese People's Political Consultative Conference Guangzhou City, 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. There is a service contract between Mr. Poon and a subsidiary of the Company, which will be expired on 31st March, 2023. 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. Poon as Executive Director 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, 2022, Mr. Poon received a special bonus of HK\$1,000,000 from the Company and remuneration from a wholly-owned subsidiary in aggregate of approximately HK\$2,660,000, including salary, allowance, contributory retirement fund benefits and discretionary bonus. The remuneration of Mr. Poon was determined by the Board with reference to his experience, qualifications, work performance, market benchmark and the Company's remuneration policy.

4. **Mr. Wong Wai Kwok**, aged 55, joined the Group in 2001. He was appointed as Executive Director of the Company with effect from 1st April, 2022. He is currently the Senior Vice President (Marketing and Sales) of the Group and responsible for overseeing the Group's marketing and sales. Mr. Wong has over 30 years of experience in the printing business relating to books, greeting cards and packaging. His strength is in account management, business development, strategic planning, and communications with internal and external parties. He is also responsible for managing the Group's FSC-COC certification since 2007 to ensure the required standards are met and to manage the number of participating sites under the scope of the Group's certification. Mr. Wong did not hold any directorships in any other listed companies during the last three years.

Mr. Wong 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. Wong does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Wong has entered into a service contract with a subsidiary of the Company for a term of one year with effect from 1st April, 2022. He is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company. Under his remuneration package, Mr. Wong is entitled to a director's fee of HK\$150,000 per annum, a fixed salary of HK\$1,080,000 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. Wong 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 514,635,288 Shares. On the basis of this figure, not more than 51,463,528 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, 2022 (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, 2022) 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 12th July, 2022 (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 202,962,677 Shares representing 39.44% of the issued share capital of the Company. Ms. Yeung Chui ("Ms. Yeung") is beneficially interested in 80,928,901 Shares representing 15.73% 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 283,891,578 Shares, representing 55.16% 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 2022 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 51,463,528 Shares, (a) the interests of Mr. Lam, Ms. Li and Ms. Yeung would increase to approximately 61.29% 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 43.82% 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:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2021	0.335	0.305
August 2021	0.360	0.315
September 2021	0.415	0.355
October 2021	0.415	0.345
November 2021	0.490	0.350
December 2021	0.362A	0.305
January 2022	0.350	0.310
February 2022	0.335	0.300
March 2022	0.315	0.270
April 2022	0.300	0.265
May 2022	0.320	0.260
June 2022	0.300	0.260
July 2022 (up to the Latest Practicable Date)	0.280	0.250

A: Adjusted

BUY BACK, SALE OR REDEMPTION OF SHARES

The Company repurchased an aggregate of 10,000,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, with details as follows:

Repurchase date	Number of Shares repurchased	Price per Share	
		Highest (HK\$)	Lowest (HK\$)
7th January, 2022	500,000	0.335	0.335
14th January, 2022	500,000	0.330	0.330
21st January, 2022	500,000	0.325	0.325
28th January, 2022	500,000	0.325	0.320
4th February, 2022	500,000	0.320	0.320
10th February, 2022	500,000	0.330	0.320
22nd February, 2022	1,000,000	0.320	0.310
4th March, 2022	1,000,000	0.305	0.300
10th March, 2022	1,000,000	0.310	0.295
8th April, 2022	1,000,000	0.285	0.280
14th April, 2022	1,000,000	0.290	0.285
22nd April, 2022	1,000,000	0.290	0.285
27th April, 2022	<u>1,000,000</u>	0.295	0.285
Total:	<u><u>10,000,000</u></u>		

The Shares repurchased were subsequently cancelled. Save as disclosed above, neither the Company nor any of its subsidiaries has bought, sold or redeemed any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding 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)

(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號：403

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of the circular of the Company dated 15th July, 2022 for the measures to be implemented at the Annual General Meeting (the “AGM”) by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“COVID-19”), including:

- (i) compulsory body temperature check;
- (ii) compulsory wearing of surgical face mask throughout the meeting; and
- (iii) no corporate gifts will be distributed and no refreshments will be served.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

NOTICE IS HEREBY GIVEN that the 2022 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 Thursday, 18th August, 2022 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, 2022.

* For identification purpose only

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 Mr. Poon Kwok Ching as Executive Director;
 - (d) To re-elect Mr. Wong Wai Kwok 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 Auditors and authorise the Board of Directors to fix their remuneration.

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

Executive Director and Company Secretary

Hong Kong, 15th July, 2022

As at the date hereof, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Tin Shing, Mr. Poon Kwok Ching and Mr. Wong Wai Kwok, 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* 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's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as from 15th August, 2022, 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, Ms. Yeung Chui, Mr. Poon Kwok Ching and Mr. Wong Wai Kwok 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 15th July, 2022.
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 Monday, 15th August, 2022 to Thursday, 18th August, 2022 (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 Thursday, 18th August, 2022, 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 (as from 15th August, 2022, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong) for registration no later than 4:30 p.m. on Friday, 12th August, 2022.

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 18th August, 2022 and/or the Hong Kong Observatory has announced at or before 2:00 p.m. on 18th August, 2022 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.