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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

## **PRECAUTIONARY MEASURES FOR THE SPECIAL 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 Special General Meeting (the “SGM”) 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 SGM 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 SGM as an alternative to attending the SGM in person.

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**Meeting**”) of Starlite Holdings Limited (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 4:30 p.m. (or so soon thereafter as the annual general meeting of the members of the Company convened at 4: 00 p.m. on the same date shall have been concluded) for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions:

*\* For identification purpose only*

## ORDINARY RESOLUTIONS

### 1. “THAT :

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of the Company (the “**Share(s)**”) falling to be allotted and issued pursuant to the 2022 Share Option Scheme (the “**2022 Share Option Scheme**”), as defined and summarised in the circular of the Company dated 15th July, 2022, and the terms of which are set out in the document marked “**A**” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the 2022 Share Option Scheme be and are hereby approved and adopted and the directors of the Company (the “**Directors**”) be and are hereby authorised to grant options and to allot, issue and deal in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such acts as they may consider necessary or expedient to implement and give full effect to the 2022 Share Option Scheme, including but without limitation:
- (i) to administer the 2022 Share Option Scheme under which share options will be granted to the Participants (as defined in the 2022 Share Option Scheme) eligible under the 2022 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2022 Share Option Scheme;
- (ii) to modify and/or amend the 2022 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2022 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (iii) allot and issue and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of, the options granted under the 2022 Share Option Scheme provided that the total number of Shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme and other share option scheme(s) shall not exceed 10% of the issued Shares as at the date of passing of this resolution (the “**Scheme Mandate Limit**”), with the acknowledgment that the Company may seek an

approval from the shareholders in general meeting to refresh the Scheme Mandate Limit from time to time but provided always that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2022 Share Option Scheme and other share option scheme(s) of the Company shall not in aggregate exceed 30% of the issued Shares from time to time; and

- (iv) make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited and any other stock exchanges, if appropriate, for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the exercise of options granted under the 2022 Share Option Scheme.’’

### **SPECIAL RESOLUTIONS**

2. **“THAT :**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix I to the circular of the Company dated 15th July, 2022, be and are hereby approved;
- (b) the new Bye-laws (the **“New Bye-laws”**), incorporating and consolidating all the Proposed Amendments approved by the Company in compliance with the applicable laws, a copy of which is marked **“B”** and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, be and are hereby adopted, confirmed and approved as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this meeting; and
- (c) any director or company secretary of the Company be and are hereby authorised to do such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.’’

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) Any member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified true copy thereof) must be deposited at the Company's Hong Kong branch share registrar, 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) not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof (i.e. 4: 30p.m. on Tuesday, 16th August, 2022). Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjourned meeting thereof should they so wish.
- (3) 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 period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, 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) not later than 4: 30 p.m. on Friday, 12th August, 2022.
- (4) At the Meeting, the chairman of the Meeting will exercise his power under Bye-law 70 of the Memorandum of Association and Bye-Laws of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (5) Where there are joint holders of any share, any one of such joint holders may vote 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 be present at any 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.

- (6) 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 Meeting 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](http://www.hkstarlite.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled the Meeting.