

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

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional advisor.

If you have sold all your shares in Stelux Holdings International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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# **STELUX** Holdings International Limited

寶光實業(國際)有限公司\*

<http://www.stelux.com>

Incorporated in Bermuda with limited liability

Stock Code: 84

## **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTOR, ELECTION OF NEW DIRECTOR, ADOPTION OF NEW BYE-LAWS, AND NOTICE OF ANNUAL GENERAL MEETING**

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The notice of the Annual General Meeting ("AGM") of Stelux Holdings International Limited to be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Tuesday, 16 August 2022 at 3:00 p.m. is set out on pages 20 to 24 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof).

### **PRECAUTIONARY MEASURES RELATED TO COVID-19 FOR THE ANNUAL GENERAL MEETING**

To comply with Hong Kong Government Regulations to prevent the spread of COVID-19 (the "Government Regulation"), and to safeguard the health of Shareholders, the Company will implement certain precautionary measures (please refer to pages (ii) to (iii) of this circular for details) at the AGM, including:

- Compulsory body temperature checks and health declarations
- Compulsory wearing of face masks
- Assigned seating on a first come first serve basis
- No gifts, food or beverage will be provided or distributed

Under the current circumstances, the Company strongly encourages Shareholders to appoint the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. Shareholders are reminded that physical attendance at the AGM is not required for the purpose of exercising their Shareholders' rights.

\* For identification purpose only

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## PRECAUTIONARY MEASURES RELATED TO COVID-19 FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and related Government Regulation and guidelines to prevent and control its spread, the Company will implement the following precautionary measures at the AGM to safeguard the health of attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees prior to entry into the AGM venue. Any person with a body temperature over 37.5 degrees Celsius or exhibiting flu-like symptoms will be denied entry into the AGM venue or be required to leave the AGM venue immediately.
- (ii) All attending Shareholders, proxies and other attendees are required to accurately complete and submit a health declaration form prior to entry into the AGM venue.
- (iii) Any person who has contracted or is suspected to have contracted COVID-19 shall not be permitted to enter the AGM venue or attend the AGM.
- (iv) Any person who has travelled outside Hong Kong within 14 days immediately before the AGM, or has had close contact with any person under quarantine or with a recent travel history in the past 14 days or has had close contact with any person with a suspected, probable or confirmed case of COVID-19 in the past 14 days shall not be permitted to enter the AGM venue or attend the AGM.
- (v) All attendees will be required to wear face masks on entry into the AGM venue and throughout the AGM and to maintain a safe distance with other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (vi) There will be limited seating capacity at the AGM venue and seats will be assigned by the Company on a first come first serve basis so as to allow for appropriate social distancing. To prevent over-crowding, Shareholders and proxies may be directed to a separate room with audio and video links.
- (vii) Any Shareholder, proxy or attendee who does not follow any one of the abovementioned measures will be denied entry into the AGM venue.
- (viii) No gifts, food or beverage will be provided or distributed at any time before, during or after the AGM.

Shareholders are asked (a) to consider carefully their personal circumstances and the risks to them of attending the AGM, which will be held in an enclosed environment; (b) to follow any latest regulations or guidelines of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the AGM; (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19; (d) has travelled outside Hong Kong within 14 days immediately before the AGM or has had close contact with any person under quarantine or with a recent travel history in the past 14 days or has had close contact with any person with a suspected, probable or confirmed case of COVID-19 in the past 14 days.

**PRECAUTIONARY MEASURES RELATED TO COVID-19 FOR THE ANNUAL GENERAL MEETING**

**Under the current circumstances, the Company strongly encourages Shareholders to cast their votes by appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. Shareholders are reminded that physical attendance at the AGM is not required for the purpose of exercising their Shareholders' rights. Completed proxy forms must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event, so as to be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting. The Annual General Meeting will be held on Tuesday 16 August 2022 at 3:00 p.m.**

Subject to developments in the COVID-19 situation and prevailing Government regulations and guidelines, the Company may increase or decrease precautionary measures for the AGM, and may issue further announcement(s) on such measures as and when appropriate.

Should Shareholders choosing not to attend the AGM in person have any questions regarding the resolutions in the Notice of Annual General Meeting on pages 20 to 24, or about the Company or any matters for communication with the Board, kindly email Investor Relations at:

Email: [ir@stelux.com](mailto:ir@stelux.com)

## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on Tuesday, 16 August 2022 at 3:00 p.m., notice of which is set out on pages 20 to 24 of this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as amended from time to time
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Stelux Holdings International Limited
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	8 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“New Bye-laws”	the amended and restated bye-laws of the Company to be approved and adoption by the Shareholders at the AGM incorporating and consolidating all the proposed amendments to the Bye-laws as set out in Appendix III to this circular and all previous amendments to the Bye-laws approved by the Company in compliance with the applicable laws
“Ordinance”	Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Register”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares, up to the amount of not exceeding 10% of the total number of the issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting, details of which are set out in ordinary resolution No. 4(A) in the notice of the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	holders of Shares
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, The People’s Republic of China

# STELUX Holdings International Limited

寶光實業(國際)有限公司\*

<http://www.stelux.com>

Incorporated in Bermuda with limited liability

Stock Code: 84

*Board of Directors*

*Executive Directors:*

Chumphol Kanjanapas

(also known as Joseph C. C. Wong)

(Chairman and Chief Executive Officer)

Wallace Kwan Chi Kin

(Chief Financial Officer)

*Non-executive Directors:*

Suriyan Kanjanapas

(also known as Suriyan Joshua Kanjanapas)

(appointed from 20 October 2021)

Lawrence Wu Chi Man (independent)

(retired on 31 August 2021)

Agnes Kwong Yi Hang (independent)

Jeff Ho Chi Kin (independent)

Ricky Lai Kai Ming (independent)

(appointed from 31 August 2021)

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Principal office:*

27 Floor, Stelux House

698 Prince Edward Road East

San Po Kong

Kowloon

Hong Kong

15 July 2022

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTOR,  
ELECTION OF NEW DIRECTOR,  
ADOPTION OF NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

## 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting of the Company to be held on Tuesday, 16 August 2022. These include (i) the ordinary resolutions granting the

\* For identification purpose only

## LETTER FROM THE BOARD

Directors general mandates to issue and repurchase Shares and extension of general mandates to issue additional Shares; (ii) the ordinary resolutions proposing the re-election of a Director who is due to retire at the Annual General Meeting and election of a new Director to replace a Director retiring by rotation; and (iii) the special resolution approving the proposed amendments to the Bye-laws and adoption of the New Bye-laws.

### **2. GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 31 August 2021, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors, which is due to expire at the conclusion of the Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the total number of Shares in issue at the date of passing of such resolution. The fresh Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any other applicable laws; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

### **3. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 31 August 2021, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to expire at the conclusion of the Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of such resolution. On the basis of a total of 1,046,474,025 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 209,294,805 Shares. The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any other applicable laws; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.



## LETTER FROM THE BOARD

### 4. GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to extend the Issue Mandate by the addition to the aggregate numbers of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number of Shares representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended number shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution approving the Issue Mandate.

### 5. RE-ELECTION OF DIRECTOR AND ELECTION OF NEW DIRECTOR

In accordance with Bye-law 110(A) of the Bye-laws, Mr. Jeff Ho Chi Kin (“Mr. Ho”) and Dr. Agnes Kwong Yi Hang (“Dr. Kwong”) will retire by rotation at the forthcoming Annual General Meeting. Mr. Ho being eligible, offers himself for re-election. Dr. Kwong will not be seeking re-election and will retire as an independent non-executive director after serving for over 15 years.

Mr. Ho has notified the Board that he would like to be considered for re-election as an executive director of the Company. In considering the re-election of Mr. Ho, the Nomination Committee undertook the following:–

- reviewed and re-assessed Mr. Ho’s background, expertise and experience according to (i) the board diversity policies of the Company; (ii) the current board composition of the Company and (iii) the strategic objectives of the Group
- considered Mr. Ho’s past and future contributions and support to the Board
- reviewed and assessed Mr. Ho’s attendance at board meetings, committee meetings and general meetings

The Board proposes the election of Ms. Cheung Ho Ling, (“Ms. Cheung”) as an independent non-executive Director pursuant to Rule 3.10(2) of the Listing Rules, in place of Dr. Kwong who is retiring by rotation at the forthcoming Annual General Meeting. In considering the proposed election of Ms. Cheung, the Nomination Committee undertook the following:–

- reviewed and assessed the backgrounds, expertise and experience of several prospective candidates including that of Ms. Cheung according to (i) the board diversity policies of the Company; (ii) the current board composition of the Company and (iii) the strategic objectives of the Group
- considered Ms. Cheung’s future contributions and support to the Board
- considered if Ms. Cheung is able to devote sufficient time to discharge his duties and responsibilities

## LETTER FROM THE BOARD

- the independence of Ms. Cheung

Ms. Cheung is the co-founder and the chief strategy officer of Mojodomo Group, a financial technology startup. She is primarily responsible for investment and providing strategic direction to expand Mojodomo Group's business globally.

Owing to Ms. Cheung current experience and her prior experience, the Board is of the view that Ms. Cheung will bring a new perspective to the Board.

The Board further believes that Ms. Cheung will be able to devote sufficient time to serve as an independent non-executive director of the Company.

Ms. Cheung has confirmed her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; she does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules); and there are no other factors that may affect her independence. Therefore, the Board has no reason to believe that Ms. Cheung is not independent and proposes her election as an independent non-executive director of the Company pursuant to Rule 3.10(2) of the Listing Rules.

The particulars of those Directors offering themselves for election and re-election which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **6. ADOPTION OF NEW BYE-LAWS**

Reference is made to the announcement of the Company dated 12 July 2022. The Board has proposed to amend the existing Bye-laws in order to (1) reflect the recent changes to the requirements under Appendix 3 to the Listing Rules with respect to core shareholder protection standards, and (2) make minor consequential and tidying-up amendments for house-keeping purposes. As such, the Board has proposed to amend the existing Bye-laws by way of adoption of the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The proposed amendments to the existing Bye-laws are set out in Appendix III to this circular.

Shareholders are advised that the New Bye-laws are in English only and that the Chinese translation of the "Changes introduced by the New Bye-laws" contained in Appendix III to this circular is for reference only. In the event of inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed New Bye-laws conform with the requirements of the Listing Rules, where applicable, and the legal advisers to the Company as to Bermuda laws have confirmed

## LETTER FROM THE BOARD

that the proposed amendments incorporated and consolidated in the New Bye-laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed New Bye-laws for a company listed in Hong Kong.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM.

### **7. CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlement of Shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the Register will be closed from Thursday, 11 August 2022 to Tuesday, 16 August 2022, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 10 August 2022.

### **8. ANNUAL REPORT AND ANNUAL GENERAL MEETING**

A copy of the annual report of the Company for the year ended 31 March 2022 is enclosed for your review.

The notice convening the Annual General Meeting to be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Tuesday, 16 August 2022 at 3:00 p.m. is set out on pages 20 to 24. The ordinary resolutions and special resolution mentioned above are set out in full in the notice of the Annual General Meeting.

**A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, so as to be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting (or any adjournment thereof) if you so wish.**

However, due to COVID-19, the Company strongly encourages Shareholders to cast their votes by appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. Shareholders are reminded that physical attendance at the AGM is not required for the purpose of exercising their Shareholders' rights.

## LETTER FROM THE BOARD

At the Annual General Meeting, shareholder voting will be taken by way of poll in accordance with R13.39(4) of the Listing Rules. Results of the poll will be announced in accordance with R13.39(5) of the Listing Rules. The Chairman of the Meeting will exercise his power under Bye-law 78 of the Bye-laws to put each of the resolutions set out in the notice of Annual General Meeting to the vote by way of poll.

### 9. RECOMMENDATION

The Directors consider that (i) the ordinary resolutions granting the Directors general mandates to issue and repurchase Shares and extension of general mandates to issue additional Shares; and proposing the re-election of a Director who is due to retire at the Annual General Meeting and the election of a new Director in place of a retiring Director by rotation, and (ii) the special resolution adopting the New Bye-laws are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the Annual General Meeting.

Yours faithfully,  
On behalf of the Board  
**Joseph C.C. Wong**  
*Chairman and Chief Executive Officer*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate.

## **1. THE LISTING RULES**

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of Shareholders, either by way of general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue is 1,046,474,025 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 104,647,402 Shares, representing not more than 10 per cent of the total number of Shares in issue as at the date of passing the relevant resolution granting the Repurchase Mandate, being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole, which gives the Company flexibility to repurchase Shares in the market if and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda.

There might be a material adverse effect on the working capital or gearing position of the Company upon full exercise of the Repurchase Mandate at any time during the proposed purchase period as compared with the position disclosed in the most recent published audited financial statements for the year ended 31 March 2022. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders. No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chumphol Kanjanapas held 549,341,014 Shares, representing approximately 52.49% of the total issued share capital of the Company. Assuming Mr. Chumphol Kanjanapas' shareholding remains unchanged, full exercise by the Directors of the Repurchase Mandate will result in an increase of his interests to approximately 58.33% of the reduced issued share capital of the Company immediately after full exercise of the Repurchase Mandate. Such increase may give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power of the Company to repurchase Shares to such an extent as would trigger the Takeovers Code or result in the number of Shares in public hands falling below 25 per cent.

Save as aforesaid, the Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
July (up to the Latest Practicable Date)	0.065	0.055
June	0.067	0.058
May	0.064	0.055
April	0.063	0.058
March	0.073	0.052
February	0.077	0.064
January	0.078	0.065
<b>2021</b>		
December	0.077	0.067
November	0.081	0.073
October	0.081	0.072
September	0.080	0.069
August	0.088	0.072
July	0.095	0.080

**7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars (as required by the Listing Rules) of one director who will retire and, being eligible, offers himself for re-election and a new director proposed by the Board for election in place of a director retiring by rotation at the Annual General Meeting to be held on 16 August 2022.

Mr. Jeff Ho Chi Kin, aged 53 was appointed as an independent non-executive director of the Company on 28 August 2020. He holds a MBA from Hawaii Pacific University and a BBA from the University of Hawaii. Mr. Ho is a qualified accountant and a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the operation and development of online social platforms, online advertising service business and mobile online games in Mainland China. In addition, he has over 20 years of experience in wealth management services in Mainland China, Hong Kong and USA, providing independent financial consulting services for highend customers, focusing on corporate restructuring, mergers and acquisitions and assisting domestic clients with managing assets in their overseas listings. Mr. Ho was an executive director and chief executive officer of Smartac Group (HKEX Stock Code: 395) from December 2019 to April 2021. Prior to that, Mr. Ho was an executive director, and chief financial officer of Daohe Global Group Limited, (HKEX stock code: 915), from 2018 to 2019. Mr. Ho began his career as an accountant at Tang and Wong CPA in Hawaii in 1993. From 2000 to 2005, he was a principal for audit and assurance at CCP C.P.A. Limited where he served clients in the property, manufacturing, construction, trading and retailing, hotels and financial sectors. From 2005 to 2016, Mr. Ho was founder and managing director of TAKA International Corporation, a professional firm for corporate restructuring, company secretarial and accounting services in Mainland China. TAKA International Corporation was acquired by the Vistra Group in 2014.

Save as disclosed above, Mr. Ho is not related to any other directors, senior management or substantial or controlling shareholders of the Company. Mr. Ho's other directorships in listed companies other than the Company for the last 3 years is stated above.

Mr. Ho's proposed re-appointment as an independent non-executive director will be for a term of 3 years subject to retirement by rotation according to the Company's Bye-law 110(A), whichever is the earlier.

Subject to approval by the Shareholders at the forthcoming Annual General Meeting, Mr. Ho will be entitled to an annual director's fee of HK\$135,000. The proposed director's fee is in line with director's fees payable to the other independent non-executive directors of the Company. Save for the director's fee, Mr. Ho will not be entitled to any other emoluments.

Ms. Cheung Ho Ling, aged 51, who has over 20 years of working experience, specializes in building operations, providing financial leadership and spearheading mergers and acquisitions and fundraising across the global media, mobile, e-commerce, internet and fintech industries and has expertise in digital transformation, environmental, social and governance (ESG), finance, and start-up topics.



Ms. Cheung is the co-founder and the chief strategy officer of Mojodomo Group, a financial technology startup. She is primarily responsible for investment and providing strategic direction to expand Mojodomo Group's business globally. She is currently an independent non-executive director, the remuneration committee member, the audit committee member and the nomination committee member of Mobvista Inc., which is a listed company in Hong Kong (HKEX Stock Code: 1860). From 2017 to March 2021, Ms. Cheung was an independent non-executive director and the chairman of the audit committee of iClick Interactive Asia Group Limited (NASDAQ:ICLK), an independent online marketing technology platform. From September 2007 to July 2019, Ms. Cheung was the chief financial officer, Asia of Travelzoo (NASDAQ: TZOO), a global internet media company, and served as its general manager, China from October 2017 to July 2019. She was also the co-owner of Travelzoo Asia and contributed to its establishment. Prior to joining Travelzoo, she was a founding executive of Yahoo Asia and worked here as the regional finance director from April 1999 to August 2007. Prior to this, she held various professional positions at American Standard Inc. and PricewaterhouseCoopers.

Ms. Cheung is a fellow member of the Hong Kong Institute of Certified Public Accountants, Certified Practising Accountants of Australia and the Hong Kong Institute of Directors (HKIoD.GD). Ms. Cheung received her bachelor of commerce degree from the University of Queensland, Australia and her master of business administration degree from the Northwestern University — Kellogg School of Management. Moreover, she obtained the Certificate of Sustainability Leadership from University of Cambridge, Executive Diploma in Corporate Governance and Sustainability Directorship from HKIoD and Financial Times Non-Executive Director Diploma.

Save for the relationship arising from Ms. Cheung's proposed position as an independent non-executive director of the Company, Ms. Cheung is not related to any other directors, senior management or substantial or controlling shareholders of the Company. Ms. Cheung's other directorships in listed companies other than the Company for the last 3 years is stated above.

Ms. Cheung's proposed appointment as an independent non-executive director will be for a term of 3 years subject to retirement by rotation according to the Company's Bye-law 110(A), whichever is the earlier. The director's fee proposed to be paid to Ms. Cheung during her term of office is HK\$135,000.00 per annum. The proposed director's fee is in line with director's fees payable to the other independent non-executive directors of the Company. Save for the director's fee, Ms. Cheung will not be entitled to any other emoluments.

In respect of Mr. Ho and Ms. Cheung, there is no other information to be disclosed or any other matters that need to be brought, to the attention of the Shareholders pursuant to the requirements of Rules 13.51(2).

As at the Latest Practicable Date, the interests and short positions of Mr. Ho and Ms. Cheung in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which she/he is taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Companies and which were required to be entered in the register required to be kept under section 352 of the SFO were as follows:

#### The Company – Ordinary Shares

Name of Director	Beneficial Interests	Number of Shares		Total	Approximate percentage of issued share capital as at the Latest Practicable Date
		Family Interests	Corporate Interests		
Mr. Jeff Ho Chi Kin	0	0	0	0	0%
Ms. Cheung Ho Ling	0	0	0	0	0%

## APPENDIX III CHANGES INTRODUCED BY THE NEW BYE-LAWS

The followings are the changes to the existing Bye-laws introduced by the New Bye-laws:

1. The following definition in the existing Bye-law 1 shall be deleted in its entirety as follows:

~~“associate(s)” shall have the meaning attributed to it in the Listing Rules;~~

2. The following definition shall be added in Bye-law 1 before the definition of “Bermuda” in the existing Bye-laws:

“close associate(s)” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-law 109 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;

3. The following definition shall be added in Bye-law 1 after the definition of “the Chairman” in the existing Bye-laws:

“clear days” shall mean in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

4. The following paragraph shall be added in Bye-law 1 after the paragraph which reads “References to any Bye-laws by number are to the particular Bye-law of these Bye-laws.” in the existing Bye-laws:

References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

5. The following paragraph shall be added in Bye-law 1 after the paragraph which reads “A resolution shall be an ordinary resolution (“ordinary resolution”) when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 71.” in the existing Bye-laws:

A resolution shall be an extraordinary resolution (“extraordinary resolution”) when it has been passed by a majority of not less than two thirds of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 71.

<b>APPENDIX III</b>	<b>CHANGES INTRODUCED BY THE NEW BYE-LAWS</b>
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6. The existing Bye-law 7(A) shall be deleted in its entirety and be revised as follows:

7. (A) If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Statutes, be varied or abrogated ~~either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.~~ To every such separate general meeting the provisions of these Bye-laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class, ~~and at an adjourned meeting not less than two persons holding or representing by proxy shares of that class,~~ and that any holder of shares of the class present in person or by proxy may demand a poll.

7. The following paragraph shall be inserted immediately after the existing Bye-law 15(B) as the New Bye-law 15(C):

(C) The register and branch register of members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the registered office or such other place at which the register is kept in accordance with the Companies Act. The Register including any overseas or local or other branch register of members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of The Stock Exchange of Hong Kong Limited or by any means (electronic or otherwise) in such manner as may be accepted by the Stock Exchange of Hong Kong Limited to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

8. The existing Bye-law 67 shall be deleted in its entirety and be revised as follows:

67. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and ~~not more than fifteen months shall elapse between the date of one such annual general meeting must be held within six (6) months after the end of the Company's and that of the next financial year (unless a longer period would not infringe the Listing Rules, if any).~~ The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.

9. The existing Bye-law 70 shall be deleted in its entirety and be revised as follows:

70. The Board may, whenever it thinks fit, convene a special general meeting, and ~~special members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall also be convened on requisition, as provided at all times have the right, by written requisition to the Statutes, or, in default, may be convened by Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.~~

10. The existing Bye-law 71 shall be deleted in its entirety and be revised as follows:

71. An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) ~~shall be called by not less than twenty business days' notice or twenty one days' notice (whichever is the longer) in writing and a special general meeting of the Company called for the passing of a special and/or an extraordinary resolution~~ shall be called by not less than twenty-one clear days' notice in writing; ~~and a general meeting of the Company (other than an annual general meeting or a any other special general meeting for of the passing of a special resolution) Company~~ shall be called by not less than ~~ten business days' notice or fourteen clear days' notice (whichever is the longer)~~ in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Statutes, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been duly called if it is so agreed:-

(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

<b>APPENDIX III</b>	<b>CHANGES INTRODUCED BY THE NEW BYE-LAWS</b>
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11. The following paragraph shall be inserted immediately after the existing Bye-law 85A as the New Bye-law 85B:

85B. All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration.

12. The existing Bye-law 90(B) shall be deleted in its entirety and be revised as follows:

(B) A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

13. The existing Bye-law 91 shall be deleted in its entirety and be revised as follows:

91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney or other person authorised to sign the same.

14. The existing Bye-law 96(A) shall be deleted in its entirety and be revised as follows:

96. (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person(s) as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company; references in these Bye-laws to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

15. The existing Bye-law 96(B) shall be deleted in its entirety and be revised as follows:

(B) If a clearing house (or its nominee(s) and, in each case, being a corporation) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its proxy or proxies or as its representative or representatives to the extent permitted by the Companies Act at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one proxy or representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the

clearing house (or its nominees) as such clearing house (or its nominees) could exercise as if it were an individual member of the Company attending any general meeting of the Company or at any meeting of any class of members of the Company in person including, without limitation to the generality of the foregoing, the right to speak and the right to vote individually on a show of hands.

16. The existing Bye-law 109(B)(ii) shall be deleted in its entirety and be revised as follows:

(ii) A Director shall not vote (nor ~~shall he~~ be counted in the quorum) on any resolution of the Board ~~in respect of approving~~ any contract or arrangement or any other proposal in which he or any of his ~~associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution)~~ close associate(s) is materially interested, but this prohibition shall not apply to any of the following matters namely: -

- (i) the giving of any security or indemnity either:-
  - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) Deleted;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to ~~a~~ the Director, his ~~associates~~ close associate(s) and ~~employees~~ employee(s) of the Company or any of its subsidiaries and does not provide in respect of any

Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- (v) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

17. The existing Bye-law 116 shall be deleted in its entirety and be revised as follows:

116. The Company may by ~~original~~ ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he has not been removed.

18. The existing Bye-law 174 shall be deleted in its entirety and be revised as follows:

~~174. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes. (A) Subject to Section 88 of the Companies Act, at the annual general meeting or at a subsequent special general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the members appoint another auditor. Such auditor may be a member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.~~

~~(B) Subject to Section 89 of the Companies Act, a person, other than an incumbent Auditor, shall not be capable of being appointed auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent auditor.~~

~~(C) The members may, at any general meeting convened and held in accordance with these Bye-laws, by extraordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.~~



<b>APPENDIX III</b>	<b>CHANGES INTRODUCED BY THE NEW BYE-LAWS</b>
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19. The existing Bye-law 175 shall be deleted in its entirety and be revised as follows:

175. Subject as otherwise provided by the Statutes the remuneration of the Auditors shall be fixed by the Company by ordinary resolution in a general meeting Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remunerations to the Board.

## NOTICE OF ANNUAL GENERAL MEETING

# STELUX Holdings International Limited

寶光實業(國際)有限公司\*

<http://www.stelux.com>

*Incorporated in Bermuda with limited liability*

**Stock Code: 84**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Stelux Holdings International Limited (the “**Company**”) will be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Tuesday, 16 August 2022 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and the reports of the directors and auditors thereon for the year ended 31 March 2022.
2.
  - A. To re-elect Mr. Jeff Ho Chi Kin as director (*independent non-executive*).
  - B. To elect Ms. Cheung Ho Ling as director (*independent non-executive*).
  - C. To fix the maximum number of directors.
  - D. To fix the directors’ fees (including any new director who may be appointed) for the ensuing year.
3. To consider and, if thought fit, re-appoint RSM Hong Kong as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to fix their remuneration.
4. As special businesses, to consider and, if thought fit, adopt with or without amendments, the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

(A) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
  - (iii) for the purpose of this resolution “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (a) the conclusion of the next annual general meeting of the Company;
    - (b) 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 other applicable laws to be held; or
    - (c) the revocation, variation or renewal of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”
- (B) **“THAT:**
- (i) subject to paragraph (iii) below and subject to the consent of the Bermuda Monetary Authority, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (iii) the total number of Shares 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 (i), otherwise than pursuant to (a) a Rights Issue, (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company (c) the exercise of any option under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the

## NOTICE OF ANNUAL GENERAL MEETING

Company, shall not exceed 20 per cent of the total number of Shares in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 other applicable laws to be held; or
- (c) the revocation, variation or renewal of the authority given by this resolution by ordinary resolution of the shareholders 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 of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (C) **“THAT** conditional upon the ordinary resolutions Nos. 4(A) and 4(B) above being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution No. 4(B) be and is hereby extended by the addition thereto of a number of Shares representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution No. 4(A) provided that such number of Shares shall not exceed 10% of the total number of the Shares in issue as at the date of passing the said resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, adopt with or without amendments, the following special resolution:

### SPECIAL RESOLUTION

**“THAT:**

- (a) the amendments to the existing bye-laws of the Company as set forth in Appendix III to the circular of the Company dated 15 July 2022 (the **“Proposed Amendments”**) be and are hereby approved;
- (b) the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments and all previous amendments to the bye-laws of the Company approved by the Company in compliance with the applicable laws (the **“New Bye-laws”**), a copy of which has been produced to the meeting and signed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted 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; and
- (c) any one Director or officer of the Company be and is hereby authorised to do all 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 aforesaid paragraphs (a) and (b).”

By order of the Board  
**Kelly Liao**  
Company Secretary

Hong Kong, 15 July 2022

The directors of the Company as at the date hereof:

*Executive Directors:*

Chumphol Kanjanapas (also known as Joseph C. C. Wong) (*Chairman and Chief Executive Officer*) and Wallace Kwan Chi Kin (*Chief Financial Officer*)

*Non-Executive Directors:*

Suriyan Kanjanapas (also known as Suriyan Joshua Kanjanapas), Agnes Kwong Yi Hang (*independent*), Jeff Ho Chi Kin (*independent*) and Ricky Lai Kai Ming (*independent*)

*Principal office:*

27/F., Stelux House  
698 Prince Edward Road East  
San Po Kong  
Kowloon  
Hong Kong

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, shall be delivered to the **Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong** not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending (subject to COVID-19 related Precautionary Measures on pages (ii) to (iii) of this circular) and voting in person at the Annual General Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To determine entitlement to attend and vote at the Annual General Meeting on 16 August 2022 (Tuesday), the Register of Members of the Company will be closed from 11 August 2022 (Thursday) to 16 August 2022 (Tuesday) both days inclusive ("**Book Close**"), during which period no transfer of shares will be effected.

All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 10 August 2022 (Wednesday) for the Book Close.

5. In relation to agenda item 2 in the Notice regarding the re-election of a director Mr. Jeff Ho Chi Kin (who will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election), and election of a new director, Ms. Honnus Cheung Ho Ling, the biographies of these directors to be re-elected or elected at the Annual General Meeting and their respective interests in the shares of the Company are set out in Appendix II to the circular to which this notice is attached.
6. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 1:00 p.m. and 3:00 p.m. on the day of the 2022 AGM, then the 2022 AGM will be adjourned in accordance with the bye-laws of the Company and the Shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the bye-laws of the Company, posted on the Company's website ([www.stelux.com](http://www.stelux.com)) and the website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before 1:00 p.m. on the day of the 2022 AGM and, where conditions permit, the 2022 AGM will be held as scheduled.

The 2022 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders or their proxies should decide if they want to attend the 2022 AGM under bad weather conditions bearing in mind their individual circumstances and, if they do, are advised to exercise extra care and caution.

7. Shareholders are requested to carefully read the "Precautionary Measures Related to COVID-19 for the Annual General Meeting" on pages (ii) to (iii) of this circular.