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If you are in any doubt as to any aspect of this circular or as to the action to be taken you should consult your 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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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

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO ISSUE AND
TO BUY BACK SHARES,
(5) PROPOSED AMENDMENTS TO THE BYE-LAWS,
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2026 Annual General Meeting of Starlite Holdings Limited to be held on Wednesday, 26th August, 2026 at 4:00 p.m. is set out on pages 42 to 47 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 Investor Services Limited, at 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.

17th July, 2026

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2022 Share Option Scheme”	The share option scheme of the Company adopted on 18th August, 2022
“Amended Bye-Laws”	the amended and restated Bye-laws incorporating and consolidating all the Proposed Amendments to be approved by the Shareholders by way of a special resolution at the AGM, as set out in Appendix III of this circular (with changes marked-up against conformed version of the Existing Bye-Laws posted on the website of the Stock Exchange)
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on Wednesday, 26th August, 2026 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, 2026
“Board”	the board of Directors of the Company
“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-Law(s)” or “Existing Bye-Laws”	the existing bye-laws of the Company adopted on 18th August, 2022
“CG Code”	the Corporate Governance Code as set out in Appendix C1 of the Listing Rules
“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 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

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	13th July, 2026, 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
“Proposed Amendments”	has the meaning given to it under the section headed “PROPOSED AMENDMENTS TO THE BYE-LAWS” in this circular
“Register of Members”	the register of members of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company
“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 Options”	the share options granted under the 2022 Share Option Scheme carrying rights to subscribe in cash for Shares
“Shareholder(s)”	holder(s) of 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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules, as amended and supplemented from time to time

LETTER FROM THE BOARD



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

Directors

Executive Directors:

Mr. Lam Kwong Yu (*Executive Chairman*)
Ms. Zhao Chunyan (*Chief Executive Officer*)
Mr. Poon Kwok Ching (*Senior Vice President*)
Mr. Wong Wai Kwok (*Senior Vice President*)
Mr. Zhong Zhitang (*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
Ms. Elizabeth Law

Registered Office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

*Head office and principal place
of business:*

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

17th July, 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO ISSUE AND
TO BUY BACK SHARES,
(5) PROPOSED AMENDMENTS TO THE BYE-LAWS,
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed re-election of the retiring Directors; (ii) the proposed appointment of independent non-executive director; (iii) the re-appointment of auditor, (iv) the proposed renewal of the general mandates to issue and buy back Shares and Extension of Share Issue Mandate, and (v) the proposed amendments to the Existing Bye-Laws, 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.

RETIREMENT AND PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of ten Directors, namely Mr. Lam Kwong Yu, Ms. Zhao Chunyan, Mr. Poon Kwok Ching, Mr. Wong Wai Kwok and Mr. Zhong Zhitang as Executive Directors; Ms. Yeung Chui as Non-Executive Director; and Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, *SBS, JP*, Mr. Tam King Ching, Kenny and Ms. Elizabeth Law 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. Chan Yue Kwong, Michael ("Mr. Chan"), Mr. Tam King Ching, Kenny ("Mr. Tam") and Mr. Kwok Lam Kwong, Larry, *SBS, JP* ("Mr. Kwok"), Mr. Chan and Mr. Tam who, being eligible, offer themselves for re-election at AGM.

Reference is made to the announcement of the Company dated 26th June, 2026, Mr. Kwok will retire and not offer himself for re-election at the AGM. Mr. Kwok has decided not to stand for re-election at the AGM after serving the Company for a period of more than nine years pursuant to Rule 3.13A of the Listing Rules to aid board refreshment and promote board independence. Mr. Kwok will therefore retire from his position as an independent non-executive Director ("INED"), and will cease to be the chairman of the nomination committee ("Nomination Committee") and a member of each of the audit committee ("Audit Committee") and remuneration committee ("Remuneration Committee") of the Company with effect from the conclusion of the AGM.

Mr. Kwok has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board extends its sincere gratitude to Mr. Kwok for his dedicated service and valuable contributions.

Mr. Chan Yue Kwong, Michael ("Mr. Chan") was appointed and has served as Independent Non-Executive Director ("INED") of the Company for more than nine years since 1993. Pursuant to Code Provision B.2.3 of the CG Code set out in Appendix C1 to the Listing Rules, an independent non-executive director having served for more than nine years could be relevant to the determination of his independence and his further appointment should be subject to a separate resolution to be approved by Shareholders.

LETTER FROM THE BOARD

The Company has received from Mr. Chan a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Chan has not engaged in any executive management of the Group. He does not hold any cross-directorships nor has any significant links with other Directors through involvement in other companies or bodies. During his years of service with the Company as an INED, Mr. Chan has contributed by providing independent viewpoints, enquiries and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Chan has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that his over nine years of services with the Company would have any impact on his independence. The Nomination Committee has assessed Mr. Chan's independence and considered Mr. Chan meets the independence guideline set out in the Listing Rules.

Pursuant to Code Provision B.3.4 of the CG Code as set out in Appendix C1 of the Listing Rules, the Nomination Committee and the Board consider that Mr. Chan is capable of expanding Board diversity and increasing performance by reason of his professional qualification along with his extensive business knowledge and experience. Notwithstanding Mr. Chan holds directorships in other listed companies in Hong Kong, he devoted sufficient time in fulfilling his role as INED in the Company and Chairman of the Remuneration Committee. During the past year, he attended and actively participated in discussions in all 5 board meetings, 2 audit committee meetings, 3 nomination committee meetings, 3 remuneration committee meetings and 2025 AGM which he was eligible to attend.

Mr. Tam King Ching, Kenny ("Mr. Tam") was appointed and has served as Independent Non-Executive Director of the Company for more than nine years since July 2004. Pursuant to Code Provision B.2.3 of the CG Code set out in Appendix C1 to the Listing Rules, an independent non-executive director having served for more than nine years could be relevant to the determination of his independence and his further appointment should be subject to a separate resolution to be approved by Shareholders.

The Company has received from Mr. Tam a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Tam has not engaged in any executive management of the Group. He does not hold any cross-directorships nor has any significant links with other Directors through involvement in other companies or bodies. During his years of service with the Company as an INED, Mr. Tam, has contributed by providing independent viewpoints, enquiries and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Tam has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that his over nine years of services with the Company would have any impact on his independence. The Nomination Committee has assessed Mr. Tam's independence and considered Mr. Tam meets the independence guideline set out in the Listing Rules.

LETTER FROM THE BOARD

Pursuant to Code Provision B.3.4 of the CG Code as set out in Appendix C1 of the Listing Rules, the Nomination Committee and the Board consider that Mr. Tam, being a Certified Public Accountant, is able to complement the professional background of the composition of the Board in terms of expertise in accounting, financial reporting and internal control. Notwithstanding Mr. Tam holds directorship in other listed companies in Hong Kong, he devoted sufficient time in fulfilling his role as INED in the Company and Chairman of the Audit Committee. During the past year, he attended and actively participated in the discussions in all the 5 board meetings, 2 audit committee meetings, 3 nomination committee meetings, 3 remuneration committee meetings and 2025 AGM which he was eligible to attend.

Ms. Zhao Chunyan (“Ms. Zhao”) was appointed as an Executive Director of the Company and Chief Executive Officer of the Group with effect from 1st January, 2026, pursuant to Bye-Law 102B, she will hold office until the conclusion of 2026 AGM and shall then be eligible, offer herself 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, 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.

The Nomination Committee had considered and nominated Mr. Chan, Mr. Tam and Ms. Zhao to the Board for it to propose to the Shareholders for re-election at the AGM.

Details of the above Directors who are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

As at the Latest Practicable Date, the Board consists of four Independent Non-Executive Directors, namely, Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, *SBS, JP*, Mr. Tam King Ching, Kenny and Ms. Elizabeth Law. Mr. Chan, Mr. Kwok, Mr. Tam and Ms. Law have served the Board for more than 33 years, 21 years, 21 years and 3 years respectively.

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 2025 annual general meeting of the Company held on 27th August, 2025 to appoint alternate director(s) will expire at the conclusion of the forthcoming AGM to be held on 26th August, 2026, 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

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26th June, 2026. To fill the vacancy arising from the retirement of Mr. Kwok Lam Kwong, Larry, *SBS, JP*, the Board, upon the recommendation of the Nomination Committee, proposes to appoint Mr. Cheung Ching Choi (“Mr. Cheung”) as an INED, effective from the conclusion of the AGM subject to approval by the Shareholders at the AGM.

Mr. Cheung has over 30 years of experience in global supply chain management, strategic development and retail operations management in the Asia-Pacific region, with a particular focus on China. He will provide independent professional advice to the Group in respect of its business development and strategic decision-making.

In assessing the proposed appointment, the Board has received from Mr. Cheung a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. In the confirmation, Mr. Cheung has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

The Nomination Committee has reviewed Mr. Cheung’s qualifications, experience, and independence. Taking into account the Nomination Committee’s recommendation and the confirmation received, the Board considers Mr. Cheung to be independent and believes he has the requisite character, integrity, and experience to fulfill the role of an INED. The biographical details and other information of Mr. Cheung as required under the Listing Rules are set out in Appendix I to this circular.

PROPOSED CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the retirement of Mr. Kwok and upon Mr. Cheung’s appointment as an INED being approved by the Shareholders at the AGM:

- (a) Mr. Kwok will cease to be the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee with effect from the conclusion of the AGM;
- (b) Ms. Elizabeth Law will be appointed as the chairman of the Nomination Committee; and
- (c) Mr. Cheung will be appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31st March, 2026 were audited by PricewaterhouseCoopers (“PwC”) whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint PwC as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and authorises the Board to determine the auditor’s remuneration. The estimated fees for audit services for the year ending 31st March, 2027 is expected to be ranging from approximately HK\$2,051,000 to HK\$2,256,000. This fee range has been determined after taking into account, among other things, the Group’s business development, anticipated audit scope and resources required by the auditor. The estimated audit fees are also based on the assumption that there will be no material changes to the Group’s operations, accounting policies or regulatory environment during 2026/27 financial year.

An ordinary resolution in respect of the re-appointment of PwC as the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

BUY-BACKS MANDATE

It is proposed that at the AGM, an ordinary resolution No. 5B 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 (excluding Treasury Shares, if any) as at the date of the resolution, since the previous general mandate to buy back Shares granted to the Directors at the 2025 annual general meeting of the Company held on 27th August, 2025 will expire at the conclusion of the forthcoming AGM to be held on 26th August, 2026.

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 2025 annual general meeting of the Company held on 27th August, 2025 will expire at the conclusion of the forthcoming annual general meeting to be held on 26th August, 2026. At the AGM, an ordinary resolution No. 5A 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 (excluding Treasury Shares, if any) as at the date of the resolution. For your information, on the Latest Practicable Date, there were in issue an aggregate of

LETTER FROM THE BOARD

500,633,288 Shares. On the basis of this figure, not more than 100,126,657 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. 5C 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.

PROPOSED AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 17th June, 2026. The Board proposes to amend the Bye-laws and adopt the Amended Bye-laws for the purposes of, among other things, (i) aligning with the Listing Rules amendments in relation to the uncertificated securities market (USM) regime; (ii) bringing the Bye-laws in line with other relevant requirements of the Listing Rules and applicable laws of Bermuda; and (iii) making other consequential and housekeeping amendments. Save for the Proposed Amendments, the remaining contents of the Bye-laws shall remain unchanged.

The Proposed Amendments and the proposed adoption of the Amended Bye-Laws are subject to the approval of the Shareholders by way of a special resolution at the AGM. The Amended Bye-Laws will take effect from the close of the AGM upon approval by the Shareholders at the AGM. The Proposed Amendments to the Bye-laws are listed out in Appendix III to this circular.

The Amended Bye-Laws is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese translation of the Amended Bye-Laws is purely a translation and for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules, where applicable, and the legal advisers to the Company as to the Bermuda laws have confirmed that the Proposed Amendments do not contravene the applicable laws of Bermuda. The Company also confirms that there is nothing unusual about the Amended Bye-Laws for a company listed on the Stock Exchange.

ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 42 to 47 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 Investor Services Limited, at 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.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The Register of Members of the Company will be closed from Friday, 21st August, 2026 to Wednesday, 26th August, 2026 (both dates inclusive), during which periods no transfer of shares will be registered. The record date for determining the eligibility for shareholders to attend and vote at the AGM is Wednesday, 26th August, 2026.

In order to be eligible to attend and vote at the forthcoming AGM to be held on Wednesday, 26th August, 2026, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20th August, 2026.

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; (ii) the appointment of independent non-executive director; (iii) the re-appointment of auditor, (iv) the renewal of the Share Issue Mandate, the Buy-backs Mandate and Extension of Share Issue Mandate and (v) the proposed amendments and adoption of the Amended Bye-Laws, 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
Executive Chairman

The following are the relevant details of the Directors proposed to be re-elected at the AGM.

1. Mr. Chan Yue Kwong, Michael (“Mr. Chan”)

Mr. Chan Yue Kwong, Michael, aged 74, Independent Non-Executive Director, Chairman of the Remuneration Committee, member of the Audit Committee and Nomination Committee of the Company. He has been an Independent Non-Executive Director of the Company since 1993 and served the Board for more than 33 years. Mr. Chan was the former Chairman and is currently the non-executive director of the publicly-listed Café de Coral Holdings Limited in Hong Kong. He is also a Non-Executive Director of Tao Heung Holdings Limited, an Independent Non-Executive Director of Pacific Textiles Holdings Limited, Tse Sui Luen Jewellery (International) Limited, Modern Dental Group Limited and Human Health Holdings Limited, all of which are listed on the Main Board of the Hong Kong Stock Exchange. He holds a double major degree in Sociology and Political Science, a Master degree in City Planning from the University of Manitoba, an Honorary Doctorate Degree in Business Administration, and is bestowed as Honorary Fellow from Lingnan University. Mr. Chan currently is the adviser of the Quality Tourism Services Association, as well as being the Honorary Chairman of the Hong Kong Institute of Marketing. He has many years of professional experience in the public sector and over 30 years’ managerial experience in the food and catering industry.

There is no service contract between the Company and Mr. Chan. He has no specific term of service with the Company, but he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director’s fee of Mr. Chan as an Independent Non-Executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee is HK\$200,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director’s fee, he is not entitled to any other remuneration. The remuneration of Mr. Chan was determined by the Board and Remuneration Committee with reference to his responsibilities, time commitment, market benchmark and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (a) does not hold any position with the Company and any other members of the Group; (b) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (c) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (d) does not have other major appointments and professional qualifications; (e) does not have, nor is deemed to have, any interest or short positions in any shares, underlying shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO; and (f) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Chan has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any

core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

2. Mr. Tam King Ching, Kenny (“Mr. Tam”)

Mr. Tam King Ching, Kenny, aged 77, Independent Non-Executive Director, Chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee of the Company. He was appointed as an Independent Non-Executive Director of the Company in July 2004 and served the Board for more than 21 years. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. He is also a Past President of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of certain listed companies on the main board of The Stock Exchange of Hong Kong Limited, namely, Capital Industrial Financial Services Group Limited (formerly known as Shougang Concord Grand (Group) Limited) and West China Cement Limited. Mr. Tam King Ching, Kenny retired from the offices as an independent non-executive director by rotation at the annual general meeting of Hong Kong Shanghai Alliance Holdings Limited and Kingmaker Footwear Holdings Limited, held on 18th August, 2023 and 28th August, 2024 respectively. He resigned as an independent non-executive director of Wisdom Education International Holdings Company Limited and BeijingWest Industries International Limited, with effect from 31st May, 2024 and 1st July, 2024 respectively.

There is no service contract between the Company and Mr. Tam. He has no specific term of service with the Company, but he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws of the Company. The director’s fee of Mr. Tam as an Independent Non-Executive Director, Chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee is HK\$200,000 per annum which is subject to review by the Board and the approval of shareholders in annual general meetings. Other than the director’s fee, he is not entitled to any other remuneration. The remuneration of Mr. Tam was determined by the Board and Remuneration Committee with reference to his responsibilities, time commitment, market benchmark and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam (a) does not hold any position with the Company and any other members of the Group; (b) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (c) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (d) does not have other major appointments and professional qualifications; (e) does not have, nor is deemed to have, any interest or short positions in any shares, underlying shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO; and (f) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Tam has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

3. Ms. Zhao Chunyan (“Ms. Zhao”)

Ms. Zhao Chunyan, aged 54, joined the Group in 1994. She was appointed as an Executive Director of the Company and Chief Executive Officer of the Group with effect from 1st January, 2026. She has been appointed as director of certain subsidiaries within the Group with effect from 2nd June, 2026. Ms. Zhao is responsible for the Group’s strategic planning and overseeing the production and operation of the Shaoguan factory. She has extensive experience in management, production quality control and strategic planning and has over 30 years’ of experience in printing and packaging business. She has recently completed the Advanced Training Course on Quality Management and Brand Building of Guangdong Provincial Department of Industry and Information Technology organised by Shanghai Jiao Tong University.

Ms. Zhao has entered into a letter of appointment with the Company as an executive Director of the Company and chief executive officer of the Group for a term of two years with effect from 1st January, 2026 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Under her remuneration package, Ms. Zhao is entitled to a director’s fee of HK\$150,000 per annum. She has also entered into a service agreement with a wholly-owned subsidiary of the Company for a term of two years, she is entitled to a fixed monthly salary of HK\$120,000 and a discretionary bonus in such amount and on such terms as approved by the Remuneration Committee of the Company. The remuneration entitled by Ms. Zhao was determined by the Board and the Remuneration Committee of the Company with reference to her responsibilities, time commitment and the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao (a) does not hold any position with the Company and any other members of the Group; (b) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (c) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (d) does not have other major appointments and professional qualifications; (e) does not have, nor is deemed to have, any interest or short positions in any shares, underlying shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO; and (f) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange, nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The following are the relevant details of the INED proposed to be appointed at the AGM.

4. Mr. Cheung Ching Choi (“Mr. Cheung”)

Mr. Cheung Ching Choi, aged 58, holds a Master of Science degree from Sheffield Hallam University UK and an Executive Diploma in International Accounting for Managerial Decisions from University of Hong Kong (School of Professional and Continuing Education). He is a Chartered Quality Professional in the United Kingdom and a member of the Hong Kong Institution of Engineers.

Mr. Cheung joined Li & Fung Limited, a core enterprise of the Fung Group in 2012, and currently serves as the Executive Vice President at the Fung Group China President Office. Prior to joining Li & Fung, he held senior management positions at Royal Philips and was based in the Netherlands and Germany.

Mr. Cheung currently serves as Vice President of the Shanghai Minhang Hong Kong & Macau Association, the Hong Kong — Shanghai Minhang Association, and the Shanghai Federation of Industry and Commerce — Cultural Chamber of Commerce. He is also an Innovation Design Consultant for the Intangible Cultural Heritage of Sichuan Province. Mr. Cheung has over 30 years of experience in global supply chain management, strategic development and retail operations management in the Asia-Pacific region, with a particular focus on China.

Subject to Shareholder’s approval of Mr. Cheung’s appointment as an INED at the AGM, the Company will enter into a letter of appointment with Mr. Cheung for a term of two years commencing from the date of the AGM. Mr. Cheung will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company and the Listing Rules. Pursuant to such letter of appointment, Mr. Cheung will be entitled to receive a director’s fee of HK\$200,000 per annum, which is determined by the Board based on the recommendation of the Remuneration Committee of the Company taking into account, his qualifications and experience, duties and responsibilities, contribution to the Company and the prevailing market level of remuneration for similar position and the Company’s remuneration policy.

Save as disclosed above, and as at the Latest Practicable Date, Mr. Cheung (a) does not hold any position with the Company and any other members of the Group; (b) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (c) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (d) does not have other major appointments and professional qualifications; (e) does not have, nor is deemed to have, any interest or short positions in any shares, underlying shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (“SFO”)); and (f) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, there are no other matters concerning Mr. Cheung's appointment as an INED that need to be brought to the attention of the Shareholders or the Stock Exchange, nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Cheung has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

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 (excluding Treasury Shares, if any) 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 500,633,288 Shares. On the basis of this figure, not more than 50,063,328 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, 2026 (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, 2026) 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 will 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.

The Company confirms that the explanatory statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share buy-back has any unusual features.

The Company will cancel the Shares bought back under the Buy-backs Mandate, if any and will not hold them as Treasury Shares.

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 13th July, 2026 (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 approximately 40.54% of the issued share capital of the Company. Ms. Yeung Chui (“Ms. Yeung”) is beneficially interested in 80,928,901 Shares representing approximately 16.17% 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 approximately 56.71% 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 2026 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 50,063,328 Shares, (a) the interests of Mr. Lam, Ms. Li and Ms. Yeung would increase to approximately 63.01% 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 45.05% 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 <i>HK\$</i>	Lowest <i>HK\$</i>
July 2025	0.206	0.171
August 2025	0.210	0.188
September 2025	0.225	0.181
October 2025	0.223	0.181
November 2025	0.199	0.172
December 2025	0.190	0.147
January 2026	0.170	0.135
February 2026	0.172	0.145
March 2026	0.162	0.147
April 2026	0.167	0.148
May 2026	0.195	0.151
June 2026	0.193	0.143
July 2026 (up to the Latest Practicable Date)	0.160	0.131

BUY BACK, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has bought, sold or redeemed any of the Company's Shares during the preceding six months prior to the Latest Practicable Date.

The appendix sets out Proposed Amendments,
as marked up for ease of reference, to the Bye-laws.

BYE-LAWS

OF

STARLITE HOLDINGS LIMITED
星光集團有限公司*

(As adopted by Resolution passed on 5th February, 1993)
(As amended by Special Resolution passed on 20th September, 1996)
(As amended by Special Resolution passed on 3rd September, 2004)
(As amended by Special Resolution passed on 28th August, 2007)
(As amended by Special Resolution passed on 15th August, 2012)
(As amended by Special Resolution passed on 15th August, 2014)
(As amended by Special Resolution passed on 18th August, 2022)
(As amended by Special Resolution passed on [•], 2026)

* *For identification purposes only*

BYE-LAWS

(As adopted by a Resolution passed on 5th February, 1993)
(As amended by Special Resolution passed on 20th September, 1996)
(As amended by Special Resolution passed on 3rd September, 2004)
(As amended by Special Resolution passed on 28th August, 2007)
(As amended by Special Resolution passed on 15th August, 2012)
(As amended by Special Resolution passed on 15th August, 2014)
(As amended by Special Resolution passed on 18th August, 2022)
(As amended by Special Resolution passed on [•], 2026)

OF

STARLITE HOLDINGS LIMITED

PRELIMINARY

1. (A) The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:

Marginal
Notes

“actionable corporate communication” shall have the meaning as defined in the Listing Rules;

Definitions

“ASR Code” shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;

“Central Clearing and Settlement System” shall mean the Central Clearing and Settlement System operated by the HKSCC;

“close associate(s)” shall have the meaning attributed to it in the Listing Rules as modified from time to time, except that for the purposes of Bye-law 98 where the transaction and 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

“corporate communication” shall have the meaning as defined in the Listing Rules;

“electronic facilities” shall mean, without limitation, video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video communication, internet or online conferencing application or telecommunication facilities by means of which all shareholders participating in a meeting are capable of hearing and be heard by each other;

“HKSCC” shall mean The Hong Kong Securities Clearing Company Limited;

“Securities and Futures Ordinance” shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time;

“Securities and Futures (Uncertificated Securities Market) Rules” shall mean the Securities and Futures (Uncertificated Securities Market) Rules made under the Securities and Futures Ordinance;

“SFC” shall mean the Securities and Futures Commission of Hong Kong;

“SFO” shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time;

“Treasury Share(s)” shall mean share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s);

“UNSR System” shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters;

“USM Rules” shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the SFO.

- (H) References to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.
- (L) for the purpose of these Bye-Laws, all treasury shares of the Company (whether as defined under the Act or the Listing Rules) shall not carry any voting rights.
2. Without prejudice to any other requirements of the Statutes, a Special Resolution shall be required to alter the Memorandum of Association, to approve any amendment of these presents or to change the name of the Company.

When Special
Resolution is
Required

6. (A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is \$100,000,000 divided into 1,000,000,000 shares of \$0.10 each.

a. Subject to the Statutes and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions the Board may determine. ~~The power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.~~

Company to
purchase its
own shares

b. Subject to the Statutes, the Company may in accordance with an employees' share scheme provide money on such terms as the Board thinks fit for the acquisition of fully or partly paid shares in the Company or its holding company. For the purposes of this Bye-Law, an employees' share scheme is a scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of bona fide employees or former employees of the Company, the Company's subsidiary or holding company or a subsidiary of the Company's holding company, or the wives, husbands, widows, widowers or children or step-children under the age of twenty-one (21) of such employees or former employees.

Company to
finance
acquisition of
own shares

e. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Treasury Shares may be disposed of by the Company in accordance with the Act and otherwise on such terms and conditions as the Board determines.

REGISTER OF MEMBERS AND SHARE CERTIFICATES

15. Every person whose name is entered as a member in the register shall be entitled to hold their shares in uncertificated form through the UNSRT system, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. Where shares are held in certificated form, every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or, in the case of any share capital listed on a stock exchange, such shorter period as may be prescribed by the rules, regulations or codes of the stock exchange of the Relevant Territory from time to time or within such other period as the conditions of issue shall provide) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are

Share
Certificates

listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, the maximum fees prescribed by the rules, regulations or codes of the stock exchange in the Relevant Territory from time to time, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.

16. Where any shares or debentures or any form of security of the Company are issued in certificated form, such certificate ~~Every certificate for shares, warrants or debentures or representing any other form of securities of the Company~~ shall be issued under the Seal of or a facsimile thereof or with the Seal printed thereon. The Seal may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. Share
Certificates to
be sealed
17. Where certificates are ~~Every share certificate hereafter~~ issued, they shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of shares. Every
certificate to
specify number
and class of
shares
21. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up to the shares. Sale of shares
subject to lien

CALLS ON SHARES

24. Fourteen (14) days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid. Notice of Call

26. In addition to the giving of notice in accordance with Bye-Law 25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members ~~by notice to be inserted at least once in one or more newspapers circulating in the Relevant Territory~~ in the manner in which notices may be sent to members by the Company as herein provided. Notice of call may be given
31. If the sum payable in respect of any call or instalments is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty (20) per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part. Interest on unpaid calls
35. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty (20) per cent. per annum as the Board may decide but a payment in advance of a call shall not entitle the member to receive any dividend or to exercise any other rights or privileges as a member in respect of the share or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Payment of calls in advance

TRANSFER OF SHARES

36. Subject to the Act and all applicable laws and regulations, including the SFO and USM Rules, and Companies Act ~~these Bye-law~~, any member may transfer all or any of his shares ~~transfers of shares in any manner permitted by and in accordance with the Listing Rules or by an instrument of transfer may be effected by transfer in writing in the usual or common form or in such other form prescribed by the Designated Stock Exchange or in any other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve, or in uncertificated form through the UNSRT System, or any other system approved by the Designated Stock Exchange or the SFC.~~ Form of transfer
37. Subject to all applicable laws and regulations, including the SFO and the USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, The Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, the instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so. The transferor shall be deemed to remain the holder of the share until the name of the Execution of transfer

transferee is entered in the register in respect thereof. Nothing in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

40. The Board may also decline to recognise any instrument of transfer unless:
- (ii) for certificated shares, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
 - (iii) if applicable, the instrument of transfer is in respect of only one class of share;
 - (v) if applicable, the instrument of transfer is properly stamped; ~~and~~
 - (vi) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained; and
 - (vii) the transfer is made in the form or manner as the Board may from time to time specify.

Requirements
as to transfer

FORFEITURE OF SHARES

50. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made such place being either the Registered Office of the Company or such other place at which calls of the Company are usually made. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
53. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty (20) per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Bye-Law any sum which by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable at the

Form of
Notice

Arrears to be paid
notwithstanding
forfeiture

date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

GENERAL MEETINGS

60. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and subject to the Companies Act, an annual general meeting of the Company must be held within six (6) months after the end of the Company's financial year and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting (including any of its adjourned meetings or postponed meetings) may be held as a physical meeting in the Relevant Territory or elsewhere, and at one or more locations as provided for in Bye-Law 69A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion. Without prejudice to the provisions in Bye-Laws 69A to 69F, a physical meeting of the members or any class thereof may be held by means of such telephone, electronic or other ~~communication~~ electronic facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- When annual
general
meeting to be
held
App 3 14(1)
62. Subject as otherwise provided by the Statutes, tThe Board may, whenever it thinks fit, convene a special general meeting, and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital (excluding treasury shares, if any) of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the 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 to add resolutions to a meeting agenda; 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 proceed to convene a physical meeting at only one location which will be the Principal Meeting Place (as defined in Bye-Law 63).
- Convening of
special general
meeting
App 3 14(5)

PROCEEDINGS AT GENERAL MEETINGS

68. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be cChairman of the meeting.
- Chairman of
general
meeting

70. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-Laws, at any general meeting on a poll every member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present, or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-Law, procedural and administrative matters are those set out in the Listing Rules. Votes (whether on a show of hands or by a poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman may determine. In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

What is to be evidence of the passing of a resolution where poll not demanded

Ch.13.39(4)

- (i) the ~~c~~Chairman of the meeting; or
- (ii) at least two (2) members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) a member or members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) a member or members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

Where a resolution is voted on by a show of hands, a declaration by the ~~c~~Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-Laws or by the Companies Act. In the case of an equality of votes, whether on a show of hands or on a poll, the ~~c~~Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

VOTES OF MEMBERS

76. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member who is present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Votes of members
82. The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, 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 duly authorised. If the Board in its absolute discretion determines, the instrument appointing a proxy may be contained in an electronic communication and submitted in the manner as stated in Bye-Law 83 or submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact. Instrument appointing proxy to be in writing
84. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in any common form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in such form (including electronic writing) as the Board may from time to time approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. Form of proxy

MANAGERS

116. The Board may from time to time appoint a general manager, manager or managers of the business of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or any other form of remuneration by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company. Appointment and remuneration of manager

PROCEEDINGS OF THE DIRECTORS

120. The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A meeting of the Board or any Committee of the Board may be held by means of such telephone, electronic (including telephonic or video-conferencing) or other ~~communication~~electronic facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
130. (B) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the ~~c~~Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Meeting of the Board, quorum, etc.

Minutes of proceedings of meetings and Directors

DIVIDENDS, CONTRIBUTED SURPLUS AND RESERVES

148. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend.

Reserves

CAPITALISATION OF RESERVES

154. Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. Notwithstanding the foregoing, any dividend,

Payment by post or via electronic means

interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine, such discretion to be exercised in compliance with applicable banking regulations. Where electronic payment fails after two attempts, the Directors may at their discretion make subsequent payments by other methods.

162. (B) Every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one (21) days before the date of the meeting be sent in accordance with Bye-Law 167 to every member of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-Laws, provided that this Bye-Law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Annual report of Directors and balance sheet to be sent to members

165. A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the members not less than seven days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary.

Appointment of auditors other than incumbent auditors

NOTICES

167. (A) (1) Except where otherwise stated and subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force, any notice or document (including any "corporate communication and actionable corporate communication" ~~within the meaning ascribed thereto under the Listing Rules~~) to be given or sent to, or issued by, any person under these Bye-Laws shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication or to the extent permitted by the Statutes and any applicable rules prescribed by the Designated Stock

Service of notices

Exchange from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

- (2) Any notice or document (including any corporate communication and actionable corporate communication) to be given or sent to or by any person pursuant to these Bye-Laws may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or by any other means authorised in writing by the member concerned or (other than share certificates) by publishing it by advertisement in the Newspaper or by publishing it on the Company's website and the website of the Designated Stock Exchange (for so long as shares of the Company are listed on the Designated Stock Exchange) or by sending or transmitting it as an electronic communication to such person at such electronic address provided by such person or in accordance with the publication requirements of the Listing Rules, in each case, in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Designated Stock Exchange from time to time, a notice or document (including any corporate communication and actionable corporate communication) may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on the Company's website or the website of the Designated Stock Exchange or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or notifying the member concerned that it has been so published by a notice ("notice of availability"). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website.
- (5) Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document or publication (including any "corporate communication and actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), including but not limited to the documents referred to in Bye-Laws 162 and 167(A) may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.

169. Any notice or other documents (including any corporate communication and actionable corporate communication):

- (A) ~~Any notice or other document,~~ if sent by mail, postage premail, shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof. Members out of the Relevant Territory
- (B) ~~Any notice or document~~ if not sent by post but left by the Company at a registered address of a member shall be deemed to have been served or delivered on the day it was so left. When notice by post deemed to be served
- (C) ~~Any notice or document,~~ if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was ~~sent by or on behalf of the~~ transmitted from the server of the Company or its agent.
- (D) ~~Any notice or document,~~ if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time or personal service or delivery or, as the case may be, at the time of the relevant dispatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery and dispatch, transmission or publication thereof ~~by the Company by any other means authorized deemed to have been served when the Company has carried out the action it has been authorized to take for that purpose.~~
- (E) ~~Any notice or other document~~ if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears. ~~by way of advertisement in the Newspaper shall be deemed to have been served or delivered on the day it was so published.~~
- (F) Any notice or other document published on the Company's website or the website of the Designated Stock Exchange shall be deemed given by the Company to a member on the later of (i) the date on which a notice of availability is deemed served on such member and (ii) the date on which such notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange and actionable corporate communication) was published on the website.
- 169.170. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person Service of notice to persons entitled on death, mental disorder or bankruptcy

claiming to be so entitled, or (until such electronic or postal ~~an~~ address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

~~170-171.~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

Transferee to be bound by prior notices

~~171-172.~~ Any notice or document (including any corporate communication and actionable corporate communication) delivered or sent by post to, or left at the registered address of, any member in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document (including any corporate communication and actionable corporate communication) on his personal representatives and all persons (if any) jointly interested with him in any such shares.

Notice valid though member deceased, bankrupt

~~172-173.~~ The signature to any notice to be given by the Company may be written or printed.

How notice to be signed

INFORMATION

~~173-174.~~ No member (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company which in the opinion of the Board it will be inexpedient in the interests of the members of the Company to communicate to the public.

Members not entitled to information

WINDING UP

~~174-175.~~ A resolution that the Company be wound up by the Court or be wound up voluntarily shall be a Special Resolution.

Modes of winding up App 3 21

~~175-176.~~ If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up on the shares held by them respectively, but all subject to the rights of any shares which may be issued on special terms and conditions.

Distribution of assets in winding up

~~176-177.~~ If the Company shall be wound up (whether the liquidation is voluntary or by the Court) the liquidator may, with the sanction of a Special Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company whether

Assets may be distributed in specie

the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members and the members within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other assets upon which there is a liability.

INDEMNITY

~~477.~~178. Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively. Indemnity

UNTRACEABLE MEMBERS

~~478.~~179. Without prejudice to the rights of the Company under Bye-Law 155 and the provisions of Bye-Law 180, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. Company
cease sending
dividend
warrants

~~179~~180. Subject to the Statutes and all applicable laws, the Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless:

Company may
sell shares of
untraceable
members

- (i) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Bye-Laws of the Company have remained uncashed (in the case of electronic funds transfers, unsuccessful or rejected);
- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
- (iii) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, has and caused an advertisement to be inserted in the Newspapers or, subject to the rules of the Designated Stock Exchange, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in these Bye-laws, of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement or such electronic communication; and
- (iv) the Company has notified the stock exchange in the Relevant Territory of its intention of such sale.

For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-Law and ending at the expiry of the period referred to in that paragraph.

To give effect to any such sale the Board may authorise any person to transfer the said shares and the instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit.

Any sale under this Bye-Law shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

DESTRUCTION OF DOCUMENTS

~~180-181.~~ Subject to the Companies Act, the Company may destroy:

- (i) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
- (ii) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;
- (iii) any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and
- (iv) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six years from the date on which an entry in the register was first made in respect of it;

Destruction of documents

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:

- (i) the foregoing provisions of this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (ii) nothing contained in this Bye-Law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled; and
- (iii) references in this Bye-Law to the destruction of any document include reference to its disposal in any manner.

CHANGES IN APPLICABLE LAW

~~181-182.~~ Intentionally Deleted

RESIDENT REPRESENTATIVE

~~182-183.~~ Pursuant to the provisions of the Statutes, the Board shall, for so long as the Company does not have a quorum of Directors ordinarily resident in Bermuda, appoint a Resident Representative as defined in the Statutes, to act on its behalf in Bermuda and to maintain all such records as may be required by the Statutes to be maintained in Bermuda and to make all necessary filings with the Ministry of Finance and Registrar

Resident Representative

of Companies in Bermuda as may be required by the Statutes and to fix his or their or its remuneration either by way of salary or fee for the period of the Resident Representative's service to the Company.

MAINTENANCE OF RECORDS

~~183.~~184. The Company shall keep at the office of its Resident Representative, in accordance with the provisions of the Statutes, the following:

Maintenance
of records

- (i) minutes of all proceedings of general meetings of the Company;
- (ii) all financial statements required to be prepared by the Company under the Companies Act together with the Auditors' report thereon;
- (iii) all records of account required by Section 83 of the Companies Act to be kept in Bermuda;
- (iv) all such documents as may be required in order to provide evidence of the continued listing of the Company on an appointed stock exchange within the meaning of the Companies Act.

SUBSCRIPTION RIGHT RESERVE

~~184.~~185. (A) Subject to the Companies Act if, so long as any of the rights attaching to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:

Subscription
right reserve

- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Bye-Law) maintain in accordance with the provisions of this Bye-Law a reserve (the "Subscription Right Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;
- (ii) the Subscription Right Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than the share premium account and capital redemption reserve fund) have been used and will only be used to make good losses of the Company if and so far as is required by law;

- (iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:
 - (aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and
 - (bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par, and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holder; and
- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

- (B) Shares allotted pursuant to the provisions of this Bye-Law shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (A) of this Bye-Law, no fraction of any share shall be allotted on exercise of the subscription rights.
- (C) The provisions of this Bye-Law as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-Law without the sanction of a Special Resolution of such warrant holders or class of warrant holders.
- (D) A certificate or report by the Auditors for the time being of the Company as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and members.

RECORD DATES

~~185.~~186. Notwithstanding any other provision of these Bye-Laws the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

STOCK

~~186.~~187. The following provisions shall have effect at any time and from time to time that they are not prohibited or inconsistent with the Statutes:

- (A) The Company may by Ordinary Resolution convert any paid up shares into stock, and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.
- (B) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.

- (C) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.
- (D) Such of the provisions of these Bye-Laws as are applicable to paid up shares shall apply to stock, and the words “share” and “member” therein shall include “stock” and “stockholder”.

FINANCIAL YEAR

~~187.~~188. The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.

ELECTRONIC INSTRUCTIONS BY MEMBERS

189. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measure as the Board may from time to time determine.

Electronic
Instructions by
Member

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESS

190. The Company shall comply with all applicable laws and regulations, including the SFO and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Bye-laws relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of Bermuda.



S T A R L I T E
HOLDINGS LIMITED

星光集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號：403

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (“Meeting”) of the members 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 Wednesday, 26th August, 2026 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, 2026.
2.
 - (a) To re-elect Mr. Chan Yue Kwong, Michael as Independent Non-Executive Director;
 - (b) To re-elect Mr. Tam King Ching, Kenny as Independent Non-Executive Director;
 - (c) To re-elect Ms. Zhao Chunyan as Executive Director;
 - (d) To authorise the board of Directors (the “Board of Directors”) to fix the remuneration of Directors; and
 - (e) To authorise the Board of Directors to appoint alternate director(s).
3. To appoint Mr. Cheung Ching Choi as Independent Non-Executive Director.
4. To re-appoint Messrs. PricewaterhouseCoopers as the Company’s auditor and authorise the Board of Directors to fix their remuneration.

* *For identification purpose only*

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

ORDINARY RESOLUTIONS

5. A. “**THAT:**

- (a) subject to paragraph (c) below, 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 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 (excluding Treasury Shares, if any) at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of any relevant jurisdiction, or the requirements of any 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 (excluding Treasury Shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

C. “THAT:

- (a) conditional on the passing of the resolution set out in paragraph 5B of the notice convening this Meeting and without prejudice to the authority granted by the resolution set out in paragraph 5A 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 5B 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.”

SPECIAL RESOLUTIONS

- 6. As a special business, to consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution of the Company:

“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 III to the circular of the Company dated 17th July, 2026, be and are hereby approved;

- (b) the amended bye-laws of the Company (the “Amended Bye-Laws”) which incorporate and consolidate the Proposed Amendments (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification), be and are hereby approved and adopted as the amended 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) (i) any one director or the company secretary of the Company be and is hereby authorised to do all such acts as he/she deems fit to effect the adoption of the Amended Bye-Laws and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Hong Kong; and (ii) any one director or the company secretary of the Company or the Company’s registered agent be and is hereby authorised and instructed to make such filing with the Registrar of Companies in Bermuda and Hong Kong as is necessary in connection with this resolution.”

By Order of the Board
Poon Kwok Ching
Company Secretary

Hong Kong, 17th July, 2026

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

Notes:

1. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, a form of proxy must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for the Meeting.
2. Where there are joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders is present at the annual general meeting, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. With regard to item no. 2 in this notice, the Board of Directors recommends Mr. Chan Yue Kwong, Michael, Mr. Tam King Ching, Kenny for re-election as independent non-executive directors; Ms. Zhao Chunyan for re-election as executive director of the Company. Details of the said directors are set out in Appendix I of the circular to shareholders dated 17th July, 2026.

4. With regard to item no. 3 in this notice, the Board of Directors recommends Mr. Cheung Ching Choi for appointment as independent non-executive director of the Company. Details of Mr. Cheung are set out in Appendix I of the circular to shareholders dated 17th July, 2026.
5. 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.
6. With respect to paragraphs 5B and 5C, 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.
7. The Register of Members of the Company will be closed from Friday, 21st August, 2026 to Wednesday, 26th August, 2026 (both dates inclusive), during which periods no transfer of shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be Wednesday, 26th August, 2026.

In order to be eligible to attend and vote at the forthcoming Meeting to be held on Wednesday, 26th August, 2026, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20th August, 2026.

8. 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 26th August, 2026 and/or the Hong Kong Observatory has announced at or before 2:00 p.m. on 26th August, 2026 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 Meeting.