

# STELUX Holdings International Limited

寶光實業(國際)有限公司 \*

<http://www.irasia.com/listco/hk/stelux>  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 84)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the shareholders (“Shareholders”) of Stelux Holdings International Limited (the “Company”) will be held at 12:15 p.m. on 6 September 2004 at 5th Floor, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as a Special Resolution:

### SPECIAL RESOLUTION

“**THAT**, conditional upon the Board confirming that on the date the Elimination and Application (as defined below) is to take effect, there should be no reasonable grounds for believing that the Company is or after the Elimination and Application would be unable to pay its liabilities as they may become due or the realisable value of the Company’s assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts:–

- (a) the contributed surplus account of the Company, as it shall stand at the close of business on the day immediately prior to the date of the special general meeting of the Company at which this special resolution is considered, be eliminated and that such amount be transferred, credited and applied to the profit and loss appropriation account of the Company (the “**Elimination and Application**”); and
- (b) any one of the directors of the Company be authorised to execute or sign any further documents and/or take such acts as such director may consider necessary or desirable to complete and give effect to the above and to do such other things as may be necessary or desirable in connection therewith.”

For and on behalf of the Board  
**Wong Yuk Woon**  
*Director*

Hong Kong, 29 July 2004

Directors of the Company as at the date hereof:

*Executive Directors:*

Wong Chong Po (*Chairman*), Chumphol Kanjanapas (alias Joseph C. C. Wong) (*Vice Chairman and Chief Executive Officer*), Anthony Chu Kai Wah, Stan Lee Shu Chung and Wong Yuk Woon

\* *For identification purpose only*

*Non-Executive Directors:*

Sakorn Kanjanapas, Kwong Yiu Chung (*independent*) and Sydney Chu Chun Keung (*independent*)

Principal office:

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

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, shall be delivered to the Company's Hong Kong registrar, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting.
4. In accordance with the Bye-laws, the following categories of members may demand that the vote in respect of the resolution to be put to the Special General Meeting should be taken on a poll:–
  - (i) by the Chairman of the meeting; or
  - (ii) by at least three members present in person (or, 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) by any member or members present in person (or, 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 the members having the right to vote at the meeting; or
  - (iv) by a member or members present in person (or, 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 the shares conferring that right.
5. Light refreshments will be available after the conclusion of the special general meeting.

*Please also refer to the published version of this announcement in  
The Standard and Hong Kong Economic Times.*