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STELUX Holdings International Limited

寶光實業(國際)有限公司*

<http://www.stelux.com>

Incorporated in Bermuda with limited liability

Stock Code: 84

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Stelux Holdings International Limited (the “**Company**”) will be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Friday, 23 August 2019 at 3:00 p.m. for the following purposes:

1. To receive consider and adopt the audited financial statements of the Company and the reports of the directors and auditors thereon for the year ended 31 March 2019.
2.
 - A. To re-elect Professor Lawrence Wu Chi Man as director (*independent non-executive*).
 - B. To re-elect Wallace Kwan Chi Kin as director.
 - C. To fix the maximum number of directors.
 - D. To fix the directors’ fees (including any new director who may be appointed) for the ensuing year.
3. To consider and, if thought fit, re-appoint Ernst and Young as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to fix their remuneration.

* For identification purpose only

4. As special businesses, to consider and, if thought fit, adopt with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “THAT:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any other applicable laws to be held; or
 - (c) the revocation, variation or renewal of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

(B) “THAT:

- (i) subject to paragraph (iii) below and subject to the consent of the Bermuda Monetary Authority, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i), otherwise than pursuant to (a) a Rights Issue,

(b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company (c) the exercise of any option under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company, shall not exceed 20 per cent of the total number of Shares in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any other applicable laws to be held; or
- (c) the revocation, variation or renewal of the authority given by this resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

By order of the Board
Caroline Chong
Company Secretary

Hong Kong, 17 July 2019

The directors of the Company as at the date hereof:

Executive Directors:

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

Non-Executive Directors:

Wu Chun Sang (*independent*), Lawrence Wu Chi Man (*independent*) and Agnes Kwong Yi Hang (*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 Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, shall be delivered to the **Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong** not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjourned meeting (i.e. not later than 3:00 p.m. on Wednesday, 21 August 2019).
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. To determine entitlement to attend and vote at the Annual General Meeting on 23 August 2019 (Friday), the Register of Members of the Company will be closed from 20 August 2019 (Tuesday) to 23 August 2019 (Friday) both days inclusive (“Book Close”), during which period no transfer of shares will be effected.

All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 19 August 2019 (Monday) for the Book Close.

5. In relation to agenda item 2 in the Notice regarding the re-election of directors, Professor Lawrence Wu Chi Man and Mr. Wallace Kwan Chi Kin will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. The biography of these directors to be re-elected at the Annual General Meeting and their interests in the shares of the Company are set out in Appendix II to the circular to which this notice is attached.
6. If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 1:00 pm and 3:00 pm on the day of the 2019 AGM, then the 2019 AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company’s website (www.stelux.com) and the website of HKEx (www.hkexnews.hk).

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal is cancelled at or before 1:00 pm on the day of the 2019 AGM and, where conditions permit, the 2019 AGM will be held as scheduled.

The 2019 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders or their proxies should decide if they want to attend the 2019 AGM under bad weather conditions bearing in mind their individual circumstances and, if they do, are advised to exercise extra care and caution.