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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Stelux Holdings International Limited (the “**Company**”) will be held at 3/F., Kader Building, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 8th September, 2009 at 10:30 a.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 31st March, 2009.
2. To declare a final dividend for the year ended 31st March, 2009.
3. A. To re-elect Mr. Sakorn Kanjanapas as Director.
B. To re-elect Mr. Vincent Lau Tak Bui 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.
4. To consider and, if thought fit, re-appoint PricewaterhouseCoopers 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.
5. 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 of all the powers of the Company to purchase shares of the Company be and it is hereby generally and unconditionally approved;

* For identification purpose only

- (ii) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company 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 earlier 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 The Companies Act 1981 of Bermuda (as amended) to be held; and
 - (c) the revocation or variation 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 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 power be and it 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 might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 (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) 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 the aggregate of: (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the

Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company 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 earlier 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 the Companies Act 1981 of Bermuda (as amended) to be held; and
- (c) the revocation or variation of the approval given by this resolution by ordinary resolution of the shareholders in general meeting; and

“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** the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (i) of the resolution set out as resolution (B) in the notice of the Meeting of which this resolution forms a part in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (iii) of such resolution.”

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

SPECIAL RESOLUTIONS

THAT, the Bye-laws of the Company be amended as follows:

(A) By inserting the following new definition of “business day” in Bye-law 1 immediately after the definition of “Bermuda”:-

““business day” shall mean any day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities as defined under the Listing Rules.”

- (B) By deleting the third last paragraph of existing Bye-law 1 dealing with interpretation of the Bye-laws and, in particular, interpretation of members' general meetings and resolutions and substituting therefor the following new paragraph:-

“A resolution shall be a special resolution (“special resolution”) when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 71 specifying (without prejudice to the powers set out in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution.”

- (C) By deleting the second last paragraph of existing Bye-law 1 dealing with interpretation of the Bye-laws and, in particular, interpretation of members' general meetings and resolutions and substituting therefor the following new paragraph:-

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

- (D) By deleting the existing Bye-law 71 and substituting therefor the following new Bye-law 71:-

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

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

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

By order of the Board
Caroline Chong
Company Secretary

Hong Kong, 30th July, 2009

The 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 and Vincent Lau Tak Bui

Non-Executive Directors:

Sakorn Kanjanapas, 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 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 registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th 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.
3. 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.
4. The Register of Members of the Company will be closed from 1st September, 2009 to 8th September, 2009 both days inclusive, during which period no transfer of shares will be effected. To determine entitlement to attend and vote at the forthcoming Annual General Meeting and in order to qualify for the entitlement to the proposed final dividends for the year ended 31st March, 2009, all transfers accompanied by the relevant share certificates must be lodged with the **Company's Hong Kong 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 4:00 p.m. on 31st August, 2009. Final dividends will be payable on or about 5th October, 2009.

5. In relation to agenda item 3 in the Notice regarding election of Directors, Mr. Sakorn Kanjanapas and Mr. Vincent Lau Tak Bui will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election. The biography of the said 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.