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# **STELUX Holdings International Limited**

**寶光實業(國際)有限公司\***

*Incorporated in Bermuda with limited liability*

*Website: <http://www.stelux.com>*

**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 15/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Thursday, 23rd August, 2012 at 11:30 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, 2012.
2. A. To declare a final dividend for the year ended 31st March, 2012.  
B. To declare a special dividend for the year ended 31st March, 2012.
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.

\* For identification purpose only

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

### **ORDINARY RESOLUTIONS**

(A) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Listing Committee”) granting listing of and permission to deal in the new shares of HK\$0.10 each in the capital of the Company to be issued pursuant to this Resolution (“Bonus Shares”), and upon the recommendation of the Directors of the Company, an amount standing to the credit of the retained profits account of the Company which is equal to one-tenth of the aggregate nominal amount of the share capital of the Company in issue on a record date by which entitlements are ascertained which is tentatively 31st August, 2012 (the “**Record Date**”) be capitalised and the Directors of the Company be and are hereby authorised to apply such sum in paying up in full at par such number of Bonus Shares in the capital of the Company which is equal to one-tenth of the number of shares in the Company in issue on 31st August, 2012 to be allotted and credited as fully paid to and among the shareholders of the Company whose names are on the register of members on the Record Date on the basis of one Bonus Share for every ten shares in the Company held by such shareholders of the Company on such date and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank pari passu in all respects with the existing issued shares in the Company except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect of the financial year ended 31st March, 2012 and that the Directors of the Company be and are hereby authorised to deal with any fractions arising from the distribution by the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company and further that the Directors of the Company be and are hereby authorised to do all acts and things as may be necessary, expedient or desirable in connection with the issue of the Bonus Shares (including without limitation, where appropriate, not to allot, issue and/or distribute the Bonus Shares to any shareholders of the Company whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong and in respect of whom the Directors consider their exclusion from the issue of the Bonus Shares to be necessary or expedient (the “**Overseas Shareholders**”) and to arrange for such Bonus Shares which the Overseas Shareholders would otherwise receive to be sold in the market after dealings in the Bonus Shares commence, and to distribute and/or deal with the net proceeds thereof (if any) in such manner as the Directors may determine).”

(B) “**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 be and it is hereby generally and unconditionally approved;
- (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.”

(C) **“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).”

(D) “**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 (C) 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 deleting the existing Bye-law 78 in its entirety and substituting therefor the following new Bye-law 78:–

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is otherwise required to be taken under the Listing Rules or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:–

- (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.

Unless a poll be so demanded and not withdrawn, or is otherwise required to be taken under the Listing Rules, a declaration by the Chairman that a resolution has on a show of hands 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.”

- (B) By deleting the existing Bye-law 79 in its entirety and substituting therefor the following new Bye-law 79:–

“If a poll is required or demanded as aforesaid, it shall (subject as provided in Bye-law 80) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. Unless a poll is otherwise required to be taken under the Listing Rules, the demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.”

- (C) By replacing the phrase “the poll is demanded” by “the poll is required or demanded” in Bye-law 81 such that Bye-law 81 reads as follows:–

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, 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.”

(D) By replacing the phrase “a special resolution” by “an ordinary resolution” in Bye-law 108(A)(vii) such that Bye-law 108(A)(vii) reads as follows:–

“if he shall be removed from office by an ordinary resolution of the Company under Bye-law 116.”

(E) By deleting the sub-paragraph (iii) in the proviso of the existing Bye-law 109(B)(ii) so as to remove the following:–

“any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;”

(F) By replacing the phrase “special resolution” by “ordinary resolution” in Bye-law 116 such that Bye-law 116 reads as follows:–

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

By order of the Board  
**Caroline Chong**  
*Company Secretary*

Hong Kong, 19th July, 2012

The Directors of the Company as at the date hereof:

*Executive Directors:*

Chumphol Kanjanapas (alias Joseph C. C. Wong) (*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, 17M 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. To determine entitlement to attend and vote at the forthcoming Annual General Meeting on 23rd August, 2012 (Thursday), the Register of Members of the Company will be closed from 20th August, 2012 (Monday) to 23rd August, 2012 (Thursday) both days inclusive ("First Book Close"), during which period no transfer of shares will be effected.

To qualify for the entitlement to the proposed final dividend and special dividend for the year ended 31st March, 2012, and the Bonus Share Issue, the Register of Members of the Company will be closed from 29th August, 2012 (Wednesday) to 31st August, 2012 (Friday) both days inclusive ("Second 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 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 17th August, 2012 (Friday) for the First Book Close and on 28th August, 2012 (Tuesday) for the Second Book Close. The final and special dividends will be payable on 14th September, 2012 (Friday). The certificates for the Bonus Shares will be posted to Shareholders on 14th September, 2012 (Friday) and the first day of dealings in the Bonus Shares on the Stock Exchange will be 17th September, 2012 (Monday).

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.
6. Lunch will be available after the conclusion of the Annual General Meeting.