

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional advisor.

If you have sold all your shares in Stelux Holdings International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

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

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting of Stelux Holdings International Limited to be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Friday, 24 August 2018 at 3:00 p.m. is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof) (i.e. not later than 3:00 p.m. on Wednesday, 22 August 2018).

* For identification purpose only

17 July 2018

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	
1. Introduction	1
2. General Mandate to Repurchase Shares	2
3. General Mandate to Issue Shares.....	2
4. General Extension Mandate to Issue Shares	2
5. Re-election of Directors	3
6. Closure of Register of Members	3
7. Annual Report and Annual General Meeting.....	4
8. Recommendation	4
Appendix I – Explanatory Statement	5
Appendix II – Details of Directors	8
Appendix III – Right to Demand a Poll	10
Notice of Annual General Meeting	12

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 24 August 2018 at 3:00 p.m., notice of which is set out on pages 12 to 16 of this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as altered from time to time
“Company”	Stelux Holdings International Limited
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	11 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Ordinance”	Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Register”	the register of members of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares, up to the amount of not exceeding 10% of the total number of the issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting, details of which are set out in ordinary resolution No. 4(A) in the notice of the Annual General Meeting
“Shareholders”	holders of Shares
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, The People’s Republic of China

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

Board of Directors

Executive Directors:

Chumphol Kanjanapas

(also known as Joseph C. C. Wong)

(Chairman and Chief Executive Officer)

Wallace Kwan Chi Kin

(Chief Financial Officer)

Non-executive Directors:

Wu Chun Sang *(independent)*

Lawrence Wu Chi Man *(independent)*

Agnes Kwong Yi Hang *(independent)*

Registered office:

Canon's Court

22 Victoria Street

Hamilton, HM12

Bermuda

Principal office:

27 Floor, Stelux House

698 Prince Edward Road East

San Po Kong

Kowloon

Hong Kong

17 July 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting of the Company to be held on Friday, 24 August 2018. These include (i) the ordinary resolutions granting the Directors general mandates to issue and repurchase Shares and extension of general mandates to issue additional Shares; and (ii) the ordinary resolutions proposing re-election of Directors who are due to retire at the Annual General Meeting.

* For identification purpose only

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 August 2017, an ordinary resolution was passed by the then Shareholders granting the existing Repurchase Mandate to the Directors, which is due to expire at the conclusion of the Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the total number of Shares in issue at the date of passing of such resolution. The fresh Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any other applicable laws; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 August 2017, an ordinary resolution was passed by the then Shareholders granting the existing Issue Mandate to the Directors, which is due to expire at the conclusion of the Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of such resolution. On the basis of a total of 1,046,474,025 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 209,294,805 Shares. The fresh Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any other applicable laws; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to extend the Issue Mandate by the addition to the aggregate numbers of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number of Shares representing the total number

LETTER FROM THE BOARD

of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended number shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution approving the Issue Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 110(A) of the Bye-laws, Dr. Agnes Kwong Yi Hang and Mr. Wu Chun Sang will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Dr. Kwong, aged 58, was appointed an independent non-executive director in 2006 and by the forthcoming Annual General Meeting will have served nearly 12 years. Dr. Kwong has confirmed her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; she does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any connected person (as defined under the Listing Rules); and there are no other factors that may affect her independence. Therefore, the Board has no reason to believe that Dr. Kwong is not independent and proposes her re-election as an independent non-executive director.

Mr. Wu, aged 61, was appointed an independent non-executive director in 2004 and by the forthcoming Annual General Meeting will have served nearly 14 years. Mr. Wu has confirmed his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; he does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any connected person (as defined under the Listing Rules); and there are no other factors that may affect his independence. Therefore, the Board has no reason to believe that Mr. Wu is not independent and proposes his re-election as an independent non-executive director.

The particulars of those Directors offering themselves for re-election which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

General Information

The ordinary resolutions mentioned above are set out in full in the notice of Annual General Meeting set out on pages 12 to 16 of this circular. Your right to demand a poll, and the procedures for demanding a poll on the proposed resolutions at the Annual General Meeting are set out in Appendix III to this circular.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the Annual General Meeting (or any adjournment thereof), the Register will be closed from Monday, 20 August 2018 to Friday, 24 August 2018, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share

LETTER FROM THE BOARD

registrar, Computershare Hong Kong Investor Services Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 17 August 2018.

7. ANNUAL REPORT AND ANNUAL GENERAL MEETING

A copy of the annual report of the Company for the year ended 31 March 2018 is enclosed for your review.

The notice convening the Annual General Meeting to be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Friday, 24 August 2018 at 3:00 p.m. is set out on pages 12 to 16. At the Annual General Meeting, ordinary businesses will be considered including, ordinary resolutions will be proposed to re-elect the retiring Directors; to renew the general mandate for the repurchase of Shares; and to renew the general mandate to allot, issue and otherwise deal with additional Shares.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, so as to be received not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 22 August 2018). Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting (or any adjournment thereof) if you so wish.

At the Annual General Meeting, shareholder voting will be taken by way of poll in accordance with R13.39(4) of the Listing Rules. Results of the poll will be announced in accordance with R13.39(5) of the Listing Rules. The Chairman of the Meeting will exercise his power under Bye-law 78 of the Bye-laws to put each of the resolutions set out in the notice of Annual General Meeting to the vote by way of poll.

8. RECOMMENDATION

The Directors consider that the ordinary resolutions granting the Directors general mandates to issue and repurchase Shares and extension of general mandates to issue additional Shares; and proposing re-election of Directors who are due to retire at the Annual General Meeting are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
Joseph C.C. Wong
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate.

1. THE LISTING RULES

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of Shareholders, either by way of general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue is 1,046,474,025 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 104,647,402 Shares, representing not more than 10 per cent of the total number of Shares in issue as at the date of passing the relevant resolution granting the Repurchase Mandate, being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole, which gives the Company flexibility to repurchase Shares in the market if and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda.

There might be a material adverse effect on the working capital or gearing position of the Company upon full exercise of the Repurchase Mandate at any time during the proposed purchase period as compared with the position disclosed in the most recent published audited financial statements for the year ended 31 March 2018. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders. No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chumphol Kanjanapas held 549,341,014 Shares, representing approximately 52.49% of the total issued share capital of the Company. Assuming Mr. Chumphol Kanjanapas' shareholding remains unchanged, full exercise by the Directors of the Repurchase Mandate will result in an increase of his interests to approximately 58.33% of the reduced issued share capital of the Company immediately after full exercise of the Repurchase Mandate. Such increase may give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power of the Company to repurchase Shares to such an extent as would trigger the Takeovers Code or result in the number of Shares in public hands falling below 25 per cent.

Save as aforesaid, the Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
July (up to the Latest Practicable Date)	0.420	0.345
June	0.550	0.375
May	0.830	0.590
April	0.710	0.620
March	0.740	0.600
February	0.690	0.460
January	0.960	0.550
2017		
December	0.570	0.530
November	0.610	0.530
October	0.660	0.560
September	0.680	0.600
August	0.680	0.620
July	0.670	0.590

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars (as required by the Listing Rules) of the two Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting to be held on 24 August 2018.

Dr. Agnes Kwong Yi Hang, aged 58, holds a PhD in Molecular Immunology from the University of Hong Kong. She was appointed an independent non-executive director of the Company in 2006. She is a director of Health Wisdom Limited, the company is a health consultancy.

Save for the relationship arising from Dr. Kwong's position as an independent non-executive director of the Company, Dr. Kwong is not related to any other directors, senior management or substantial or controlling shareholders of the Company. She does not have any other directorships in listed companies other than the Company for the last 3 years.

Dr. Kwong's proposed re-appointment as an independent non-executive director will be for a term of 3 years subject to retirement by rotation according to the Company's Bye-law 110(A), whichever is the earlier. The director's fee paid to Dr. Kwong for the financial year ended 31 March 2018 is HK\$135,000.00. Save for the director's fee, Dr. Kwong is not entitled to any other emoluments for the financial year ended 31 March 2018.

Mr. Wu Chun Sang, aged 61, was appointed an independent non-executive director of the Company in 2004. He is a Macau Registered Auditor. He is also a fellow member of the Association of Chartered Certified Accountants, UK and an associate member of the Hong Kong Institute of Certified Public Accountants.

Save for the relationship arising from Mr. Wu's position as an independent non-executive director of the Company, Mr. Wu is not related to any other directors, senior management or substantial or controlling shareholders of the Company. He does not have any other directorships in listed companies other than the Company for the last 3 years.

Mr. Wu's proposed re-appointment as an independent non-executive director will be for a term of 3 years subject to retirement by rotation according to the Company's Bye-law 110(A), whichever is the earlier. The director's fee paid to Mr. Wu for the financial year ended 31 March 2018 is HK\$135,000.00. Save for the director's fee, Mr. Wu is not entitled to any other emoluments for the financial year ended 31 March 2018.

In respect of both Dr. Kwong and Mr. Wu, there is no other information to be disclosed or any other matters that need to be brought, to the attention of the Shareholders pursuant to the requirements of Rules 13.51(2)(h) to (w).

As at the Latest Practicable Date, the interests and short positions of Dr. Kwong and Mr. Wu in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Companies and which were required to be entered in the register required to be kept under section 352 of the SFO were as follows:

The Company – Ordinary Shares

Name of Director	Personal Interests	Number of Shares		Total	Approximate percentage of issued share capital as at the Latest Practicable Date
		Family Interests	Corporate Interests		
Dr. Agnes Kwong Yi Hang	0	–	–	0	0%
Mr. Wu Chun Sang	0	–	–	0	0%

The Company's Bye-laws 78, 79 and 80 set out the procedure by which Shareholders may demand a poll:

1. 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.

2. 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.

3. Bye-law 80

Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

NOTICE OF ANNUAL GENERAL MEETING

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 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, 24 August 2018 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 2018.
2. A. To re-elect Dr. Agnes Kwong Yi Hang as director (*independent non-executive*).
B. To re-elect Mr. Wu Chun Sang as director (*independent non-executive*).
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 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.
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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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 2018

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, 22 August 2018).
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.

NOTICE OF ANNUAL GENERAL MEETING

4. To determine entitlement to attend and vote at the Annual General Meeting on 24 August 2018 (Friday), the Register of Members of the Company will be closed from 20 August 2018 (Monday) to 24 August 2018 (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 17 August 2018 (Friday) for the Book Close.

5. In relation to agenda item 2 in the Notice regarding the re-election of directors, Dr. Agnes Kwong Yi Hang and Mr. Wu Chun Sang 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.