



**S T A R L I T E**

**HOLDINGS LIMITED**

**星光集團有限公司\***

A Member of the Starlite Group

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 403)**

Website: <http://www.hkstarlite.com>  
<http://www.irasia.com/listco/hk/starlite>

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the members of the Company will be held at Small Connaught Room, 1/F, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 3rd September, 2004 at 4:00 p.m., for the purpose of considering and, if thought fit, to pass the following resolution as Special Resolution with effect immediately prior to the conclusion of the annual general meeting anticipated to be held on Friday, 3rd September, 2004 at 4:05 p.m. or any adjourned annual general meeting thereof:

## **SPECIAL RESOLUTION**

**“THAT** the Bye-laws of the Company (adopted on 5th February, 1993 amended up to 20th September, 1996) be amended as follows with effect immediately prior to the conclusion of the annual general meeting anticipated to be held on Friday, 3rd September, 2004 at 4:05 p.m. or any adjourned annual general meeting thereof:

(A) By deleting the existing definition of “associates” in Bye-law 1(A) and substituting therefor the following new definition:

““associate(s)” shall have the meaning attributed to it in the Listing Rules.”

(B) By deleting the existing definition of “Clearing House” in Bye-law 1(A) and substituting therefor the following new definition:

““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

(C) By deleting the existing definition of “holding company” and “subsidiary” in Bye-law 1(A) and substituting therefor the following new definition:

““holding company” and “subsidiary” shall have the meanings attributed to them in the Listing Rules.”

(D) By inserting the following new definition of “Listing Rules” in Bye-law 1(A):

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time)”;

(E) By inserting the following new Bye-law 76(A) immediately following the existing Bye-law 76:

“76.(A) Where any member of the Company is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(F) By deleting the existing Bye-laws 98(H), (I), (J) and (K) in their entirety and replacing therewith the following new Bye-laws 98(H), (I), (J) and (K):

“98.(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associate(s), is to his knowledge, materially interested, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
  - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) 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;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to a Director, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
- (I) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associate(s), (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest or that of any of his associate(s) is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to received the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (J) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”
- (G) By deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103:
  - “103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting, unless a notice in writing signed by a member (other than the person to be proposed) duly qualified to attend

and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office in each case, during the period (being a period of at least seven days) commencing on the day after the despatch of the notice of the general meeting appointed for such election and ending on the day that falls seven days before the date of the general meeting (both dates inclusive).”

By Order of the Board  
**Cheung Chi Shing, Charles**  
*Company Secretary*

Hong Kong, 5th August, 2004

As at the date hereof, the executive directors of the Company are Mr. Lam Kwong Yu, Ms. Yeung Chui, Mr. Tai Tzu Shi, Angus, Mr. Cheung Chi Shing, Charles, the non-executive director is Mr. Christopher James Williams, and the independent non-executive directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, JP and Mr. Tam King Ching, Kenny.

*Notes:*

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, a form of proxy must be deposited with the Company Secretary at the head office and principal place of business of the Company at 3rd Floor, Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for the meeting.
2. Where there are joint holders of any share, any one of such joint holders may vote at the special general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders is present at the special general meeting, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2004 Annual General Meeting of the members of the Company will be held at Small Connaught Room, 1/F, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 3rd September, 2004 at 4:05 p.m. (or so soon thereafter as the Special General Meeting of the Company convened for 4:00 p.m. on the same date shall have been concluded or adjourned) for the following purposes:

1. To receive and adopt the audited accounts and the Reports of the Directors and the Auditors for the year ended 31st March, 2004.
2. To re-elect the retiring Directors and to ratify, approve and confirm such sum paid to the Directors by way of remuneration for the year ended 31st March, 2004.
3. To re-appoint Messrs. PricewaterhouseCoopers as the Company's Auditors and authorise the Board of Directors to fix their remuneration.
4. To consider and declare a final dividend for the year ended 31st March, 2004.

As special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTION

5. A. **“THAT:**

- (a) subject to paragraph (c) below, 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 powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and 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 powers after the end of the Relevant Period;
- (c) 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 (a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company, shall not exceed 20% 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
- (d) for the purposes of this resolution:

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

  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) 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 applicable law to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company 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 on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 law of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares of HK\$0.10 each in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to exercise all the powers of the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares authorised to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) 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 applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

**C. “THAT:**

- (a) conditional on the passing of the resolution set out in paragraph 5B of the notice convening this Meeting and without prejudice to the authority granted by the resolution set out in paragraph 5A of the notice convening this Meeting, 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 shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved provided however that the aggregate nominal amount of share capital allotted, or agreed conditionally or unconditionally (whether pursuant to an option or otherwise) to be allotted by the Directors of the Company pursuant to the authority granted hereby shall not exceed the aggregate nominal amount of the share capital purchased pursuant to the authority granted by the resolution set out in paragraph 5B of the notice convening this Meeting; and

(b) for the purposes of this resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) 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 applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

By Order of the Board  
**Cheung Chi Shing, Charles**  
*Company Secretary*

Hong Kong, 5th August, 2004

As at the date hereof, the executive directors of the Company are Mr. Lam Kwong Yu, Ms. Yeung Chui, Mr. Tai Tzu Shi, Angus, Mr. Cheung Chi Shing, Charles, the non-executive director is Mr. Christopher James Williams, and the independent non-executive directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, JP and Mr. Tam King Ching, Kenny.

*Notes:*

- 1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, a form of proxy must be deposited with the Company Secretary at the head office and principal place of business of the Company at 3rd Floor, Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for the meeting.
- 2. Where there are joint holders of any share, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders is present at the annual general meeting, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- 3. Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the general mandate conferred at the last annual general meeting will lapse unless it is renewed at the annual general meeting.
- 4. With respect to paragraphs 5B and 5C, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase shares and to reissue shares as a result of such repurchase. In accordance with the Listing Rules and the Code on Share Repurchases, an explanatory statement setting out the terms and conditions upon which such power will be exercised accompanies this notice.

*Please also refer to the published version of this announcement in the (The Standard)*