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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)
(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號: 403

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of the Company will be held at Regal Oriental Hotel, 1st Floor, Conference Room II, 30–38 Sa Po Road, Kowloon City, Hong Kong on Wednesday, 15th August, 2012 at 4: 30 p.m. (or so soon thereafter as the 2012 Annual General Meeting of the members of the Company convened at 4: 00 p.m. on the same date shall have been concluded) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

ORDINARY RESOLUTIONS

“THAT:

- (i) the existing share option scheme of the Company adopted on 6th September, 2002 be and is hereby terminated; and
- (ii) the share option scheme of the Company in the form produced before this meeting and for the purpose of identification marked “A” and signed by the Chairman of the meeting (the “Share Option Scheme”) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to grant Options to subscribe for Shares thereunder and to allot and issue and deal with Shares pursuant to the exercise of any subscription rights attaching to any Options up to 10% of the issued share capital of the Company at the date hereof granted under the Share Option Scheme,

* For identification purposes only

conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in any shares to be issued pursuant to the exercise of any options granted under the Share Option Scheme.’’

By Order of the Board
Starlite Holdings Limited
Lam Kwong Yu
Chairman

Hong Kong, 27th July, 2012

As at the date hereof, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Tai Tzu Shi, Angus and Mr. Cheung Chi Shing, Charles, the Non-Executive Director is Ms. Yeung Chui and the Independent Non-Executive Directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam-Kwong, Larry, BBS, 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.
- (2) A form of proxy of the meeting is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, the form of proxy must be under its common seal or, under the hand of an officer, attorney or other person duly authorised to sign the same.
- (3) 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 holding of the Special General Meeting or any adjournment thereof.

- (4) Where there are joint holders of any share, any one of such joint holders may vote, 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 be present at any 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.

- (5) The Register of Members of the Company will be closed from Monday, 13th August, 2012 to Wednesday, 15th August, 2012, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Special General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4 : 30 p.m. on Friday, 10th August, 2012.