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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

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

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In light of the amendments to the Listing Rules, the Board proposes to amend the Bye-Laws so as to bring the constitution of the Company up-to-date. The proposed amendments to the Bye-Laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the AGM. A circular containing further information in respect of the proposed amendments to the Bye-Laws and a notice of AGM will be despatched to the Shareholders as soon as practicable.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) had introduced amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) relating to, among other things, the articles of association or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules had come into effect on 1st January, 2012 and 1st April, 2012.

* For identification purpose only

In light of the above amendments, the Board of Directors (the “Board”) of Starlite Holdings Limited (the “Company”) proposes to amend the bye-laws of the Company (the “Bye-Laws”) so as to bring the constitution of the Company in line with the recent amendments made to the Listing Rules; and other house-keeping amendments. The proposed amendments will, among other things, include addressing the following:

- (i) to specify that an annual general meeting shall be called by written notice of not less than 21 clear days and not less than 20 clear business days and any special general meeting called for the passing of a special resolution shall be called by written notice of not less than 21 clear days and not less than 10 clear business days. All other special general meetings called for the passing of an ordinary resolution shall be called by written notice of not less than 14 clear days and not less than 10 clear business days;
- (ii) to specify that all resolutions at general meetings of the Company shall, where required by the Listing Rules, be decided by poll, provided that the chairman of the meeting may, in good faith and in compliance with the Listing Rules, allow resolutions to be voted on by the Shareholders on a show of hands;
- (iii) to remove the exemption for voting by a Director on a Board resolution in which such a Director has an aggregate beneficial interest of not more than 5%;
- (iv) to align with the requirements of the Listing Rules in which the Company would be subject to restrictions on its purchase for redemption of redeemable shares; and
- (v) to align with the requirements of the Listing Rules in which the Company can exercise its power to sell the shares of an untraceable members.

The proposed amendments to the Bye-Laws are subject to approval of the shareholders of the Company (the “Shareholders”) by way of passing special resolution to be proposed at the forthcoming annual general meeting (the “AGM”) of the Company.

A circular containing further information in respect of the proposed amendments to the Bye-Laws and a notice of AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board
Starlite Holdings Limited
Cheung Chi Shing, Charles
Company Secretary

Hong Kong, 11th July, 2012

As at the date of this announcement, the Executive Directors of the Company are Mr. Lam Kwong Yu, Mr. Tai Tzu Shi, Angus and Mr. Cheung Chi Shing, Charles, 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.