

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of Stelux Holdings International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Unit 901, 9/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on 20, February 2024 at 3:00 p.m. for the purpose of considering, and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement dated 12 December 2023 (the “**Share Sale Agreement**”) entered into between City Chain (Bermuda) Holdings Limited as seller (the “**Seller**”) and Breitling SA as purchaser (the “**Purchaser**”) in relation to, among other things, the disposal of the 5,000 registered shares in the issued share capital of Universal Geneve SA (the “**Target Company**”), which represents the entire issued share capital of the Target Company, and the transactions contemplated thereunder, be and are ratified, confirmed and approved and any directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the Share Sale Agreement and the transactions contemplated thereunder;
- (b) the conditional asset purchase agreement (the “**Inventory Sale Agreement**”) to be entered into between City Chain Company Limited as seller (the “**Authorized Retailer**”) and the Target Company as purchaser immediately after completion of the transaction contemplated under the Share Sale Agreement in relation to, among other things, the disposal of the entire stock of watches under the watch brands known as “Universal Genève”, “Perret & Berthoud Geneve”, “Universal”, “Universal Watch” and/or variations thereof owned by the Authorized Retailer, and the transactions contemplated thereunder, be and are approved and any Directors be and are

* For identification purpose only

hereby authorised to execute the Inventory Sale Agreement for and on behalf of the Authorized Retailer and to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the Inventory Sale Agreement and the transactions contemplated thereunder; and

- (c) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Share Sale Agreement, the Inventory Sale Agreement and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Share Sale Agreement, the Inventory Sale Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Carrie Ka Wai Hui
Company Secretary

Hong Kong, 2 February 2024

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 Kelly Liao Ching Mei (*Chief Financial Officer*)

Non-Executive Directors:

Suriyan Kanjanapas (also known as Suriyan Joshua Kanjanapas), Jeff Ho Chi Kin (*independent*), Ricky Lai Kai Ming (*independent*) and Honnus Cheung Ho Ling (*independent*)

Principal office:

27/F., Stelux House
698 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

Notes:

1. The register of members of the Company will be closed from 15 February 2024 to 20 February 2024, both dates inclusive, during which period no transfer of shares of the Company will be registered for the purpose of determining the eligibility of the members of the Company to attend and vote at the Meeting. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 February 2024 for registration.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting or at a class meeting.
3. The form of proxy must be signed by a member of the Company or the attorney duly authorised in writing or, in the case of a corporation, must be either under its seal and under the hand of an officer or attorney or other person duly authorized to sign the same. In case of joint holders, the signature of any one of them is sufficient.
4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the office of the the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or at any adjournment thereof. In such event, the form of proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. No gifts, food or beverage will be provided or distributed at the Meeting.
8. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 1:00 p.m. and 3:00 p.m. on the day of the Meeting, then the Meeting will be adjourned in accordance with the bye-laws of the Company and the Shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the bye-laws of the Company, posted on the Company's website (www.stelux.com) and the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).
9. If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before 1:00 p.m. on the day of the Meeting and, where conditions permit, the Meeting will be held as scheduled.
10. The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders or their proxies should decide if they want to attend the Meeting under bad weather conditions bearing in mind their individual circumstances and, if they do, are advised to exercise extra care and caution.