

*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.*



## **Star Group Company Limited**

**星星集團有限公司**

*(Carrying on business in Hong Kong as SGCL)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1560)**

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**AGM**”) of Star Group Company Limited (the “**Company**”) will be held at 20/F, Silver Fortune Plaza, 1 Wellington Street, Central, Hong Kong on 2 June 2022, Thursday, at 3:00 p.m. for the purpose of transacting the following business:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company for the year ended 31 December 2021.
2. To re-elect Mr. Tsui Wing Tak as a non-executive Director.
3. To re-elect Mr. Yim Kwok Man as a non-executive Director.
4. To re-elect Mr. Lee Chung Ming Eric as an independent non-executive Director.
5. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
6. To re-appoint BDO Limited as independent auditors of the Company and to authorise the Board to fix their remuneration.

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

7. “**THAT:**
  - (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) 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 (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible persons of shares or rights to acquire shares in the share capital of the Company; (iii) 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; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company from time to time; shall not exceed 20% of the total number of issued shares of the Company as at the date of 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

8. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, a general mandate for the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and/or the requirements of The Stock Exchange of Hong Kong Limited or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution 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 procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of issued shares of the Company which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the time 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

9. “**THAT** conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general mandate referred to in resolution 7 above be and is hereby extended by the addition to the total number of the shares of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of the number of shares representing the total number of shares repurchased by the Company pursuant to the general mandate referred to in resolution 8 above provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

### **SPECIAL RESOLUTION**

As special business to consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution of the Company:

**10. “THAT**

- (A) the proposed amendments to the amended and restated memorandum of association and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 25 April 2022 and the supplemental announcement of the Company dated 5 May 2022, be and are hereby approved;
- (B) the second amended and restated memorandum of association and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the Chairman of the AGM for the purpose of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the amended and restated memorandum of association and articles of association of the Company with immediate effect after the close of the AGM; and
- (C) any Director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrars of Companies in Hong Kong and the Cayman Islands.”

For and on behalf of the Board  
**Star Group Company Limited**  
(Carrying on business in Hong Kong as SGCL)  
**Chan Man Fai Joe**  
Chairman

Hong Kong, 5 May 2022

*As at the date of this notice, the Board consists of two executive Directors, namely Mr. Chan Man Fai Joe (Chairman and chief executive officer) and Ms. Cheung Wai Shuen; two non-executive Directors, namely Mr. Yim Kwok Man and Mr. Tsui Wing Tak; and three independent non-executive Directors, namely Dr. Wong Wai Kong, Mr. Lee Chung Ming Eric and Ms. Chan Wah Man Carman.*

*Notes:*

1. For the purpose of determining shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 May 2022.
2. Any shareholder of the Company entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
3. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
5. Where there are joint registered holders of any shares of the Company, any one of such persons may attend and vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at the AGM (or any adjournment thereof) personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
6. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time fixed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.
7. If Typhoon Signal No. 8 or above, "black" rainstorm warning or extreme conditions caused by a super typhoon as announced by the Hong Kong Government is in effect any time after 9:00 a.m. and before the above AGM time on the AGM date, the AGM will be postponed. The Company will post an announcement on the Company's website [www.stargroup.net](http://www.stargroup.net) and on the website of the Stock Exchange to notify shareholders of the Company of the date, time and place of the rescheduled meeting as soon as practicable.
8. Please refer to the circular of the Company dated 25 April 2022 for the details of the retiring Directors subject to re-election at the AGM.
9. To safeguard the health and safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, and in line with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, the following precautionary measures will be implemented at the AGM:
  - Compulsory body temperature screening;
  - Mandatory use of surgical face masks;
  - No distribution of corporate gifts and refreshments;

- Appropriate distancing and spacing at the AGM venue will be maintained to avoid over-crowding;
- Limitation of the attendance in person at the AGM venue in accordance with the prevailing requirements or guidelines; and
- Any other additional precautionary measures in accordance with the prevailing requirements or guidelines.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

10. Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights, and are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM by completing form of proxy in accordance with the instructions printed thereon instead of attending the AGM or any adjourned meeting in person.**

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the website of the Company at [www.stargroup.net](http://www.stargroup.net) as and when appropriate.

11. IMPORTANT

- (a) Any shareholder who has not yet lodged the original proxy form dispatched by the Company on 25 April 2022 (the “**Original Proxy Form**”) is requested to lodge the revised proxy form (the “**Revised Proxy Form**”) containing the revised resolutions mentioned in the notice of the AGM dated 5 May 2022 if he or she intends to appoint a proxy to attend the meeting on his or her behalf. In this case, the Original Proxy Form should not be lodged.
- (b) Any shareholder who has already lodged the Original Proxy Form should note that:
- if this Revised Proxy Form is lodged forty-eight hours before the AGM, this Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the shareholder, if duly completed. This Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder; and
  - if no Revised Proxy Form is lodged forty-eight hours before the AGM, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder, if duly completed. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the meeting.