

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Sinostar Group Company Limited (中國華星集團有限公司)**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

---

**SINOSTAR**  
**中國華星**  
**China Sinostar Group Company Limited**  
**中國華星集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
(Stock code: 485)

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of China Sinostar Group Company Limited (the “**Company**”) to be held at Suites 2602-2603, 26/F., Tower 1, The Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong on Thursday, 5 September 2019 at 10:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of a proxy form will not preclude shareholders from attending and voting at the annual general meeting if they so wish.

Hong Kong, 29 July 2019

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b> . . . . .	3
<b>APPENDIX I – Explanatory Statement</b> . . . . .	6
<b>APPENDIX II – Details of Directors Proposed To Be Re-Elected</b> . . . . .	9
<b>Notice of AGM</b> . . . . .	13

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:-*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suites 2602-2603, 26/F., Tower 1, The Harbourfront, 18 Tak Fung Street, Hungghom, Kowloon, Hong Kong on Thursday, 5 September 2019 at 10:30 a.m. and/or any adjournment thereof
“AGM Notice”	the notice dated 29 July 2019 convening the AGM as set out on pages 13 to 16 of this circular
“Board”	the board of Directors
“Bye-Laws”	the Bye-Laws of the Company for the time being
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Sinostar Group Company Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolutions”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4 of the AGM Notice

---

## DEFINITIONS

---

“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region

---

LETTER FROM THE BOARD

---

**SINOSTAR**

**中國華星**

**China Sinostar Group Company Limited**

**中國華星集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 485)

*Executive Directors:*

Wang Jing (*Chairman*)

Wang Xing Qiao (*Chief Executive Officer*)

Zhao Shuang

*Independent Non-Executive Directors:*

Wang Ping

Song Wenke

Zeng Guanwei

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Head Office and principal place of  
business in Hong Kong:*

Suites 2602-2603, 26/F.,

Tower 1, The Harbourfront,

18 Tak Fung Street, Hung Hom,

Kowloon, Hong Kong

29 July 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the Repurchase Proposal, the proposed renewal of the general mandates to allot, issue and deal with Shares, extension of such general mandate and to repurchase Shares, re-election of Directors, to seek your approval of the resolutions relating to these matters at the AGM and to give you notice of the AGM.

---

## LETTER FROM THE BOARD

---

### 2. GENERAL MANDATE TO REPURCHASE SHARES

The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM, details of which are set out in Ordinary Resolution no. 4 in the AGM Notice. The Shares, which may be repurchased pursuant to the Repurchase Resolution, are the Shares representing up to 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the Repurchase Resolution. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

It will also be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under such general mandate to issue a maximum of 851,359,512 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of general mandate to issue Shares and the extension of such general mandate are respectively set out in Ordinary Resolutions no. 5 and no. 6 in the AGM Notice.

### 4. RE-ELECTION OF DIRECTORS

The board of Directors currently consists of six Directors, namely Mr. Wang Jing, Mr. Wang Xing Qiao, Mr. Zhao Shuang, Mr. Wang Ping, Mr. Song Wenke and Mr. Zeng Guanwei.

In accordance with Bye-law 82 of the Bye-Laws, Mr. Wang Jing, Mr. Zhao Shuang and Mr. Wang Ping will retire from office and, being eligible, offer themselves for re-election as Directors at the AGM.

Mr. Zeng Guanwei was appointed as an independent non-executive Director on 30 April 2019. In accordance with Bye-law 77 of the Bye-Laws, Mr. Zeng Guanwei will hold office until the forth-coming AGM and shall be eligible for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in the Appendix II to this circular.

### 5. ANNUAL GENERAL MEETING

On pages 13 to 16 of this circular, you will find the AGM Notice which contains, inter alia, the Ordinary Resolutions to approve the Repurchase Proposal, the grant of general mandates to allot, issue and deal with Shares and the extension of such general mandate and the re-election of Directors.

---

## LETTER FROM THE BOARD

---

### 6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Shareholders' general meeting will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 7. ACTION TO BE TAKEN

A proxy form for the use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of a proxy form will not preclude Shareholders from attending and voting at the AGM if they so wish.

### 8. RECOMMENDATION

The Directors believe that the Repurchase Proposal, the grant of general mandates to allot, issue and deal with Shares, extension of such general mandate and re-election of the Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the AGM Notice.

By Order of the Board  
**China Sinostar Group Company Limited**  
**WANG XING QIAO**  
*Executive Director and Chief Executive Officer*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,256,797,561 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 425,679,756 Shares.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-Laws and the applicable laws of Bermuda. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2019 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:–

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
July 2018	0.117	0.082
August 2018	0.094	0.075
September 2018	0.120	0.079
October 2018	0.109	0.069
November 2018	0.140	0.039
December 2018	0.048	0.032
January 2019	0.045	0.027
February 2019	0.075	0.030
March 2019	0.050	0.037
April 2019	0.051	0.036
May 2019	0.040	0.028
June 2019	0.037	0.028
July 2019 (up to and including the Latest Practicable Date)	0.045	0.030

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal and in accordance with the Listing Rules, Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if the Repurchase Proposal is approved by the Shareholders and exercised by the Board.

No core connected person (as defined in the Listing Rules) have notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders and exercised by the Board.

#### 6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

At the Latest Practicable Date, according to the records maintained by the Company, Achieve Prosper Capital Limited and Mr. Wang Xing Qiao have interests in 2,175,102,290 Shares, of which 2,171,827,290 Shares were held by Achieve Prosper Capital Limited and 3,275,000 Shares were held by Mr. Wang Xing Qiao, representing 51.10% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Resolution, the shareholdings of Achieve Prosper Capital Limited and Mr. Wang Xing Qiao would be increased to approximately 56.77% of the issued share capital of the Company.

Based on the information known as at the Latest Practicable Date, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal.

The Directors have no present intention to repurchase Shares to such extent which will result in the aggregate number of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

#### **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

---

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

*The following are the particulars of the Directors subject to re-election at the AGM to be held on 5 September 2019:-*

**Mr. Wang Jing**, aged 64, is the executive Director and the chairman of the Board. He joined our Group in July 2014. He is a vice chairman of Liaoning Federation of Industry and Commerce\* (遼寧省工商業聯合會), a Liaoning Province Model Worker\* (遼寧省勞動模範) in 2006, and a member of People's Congress of Benxi City\* (本溪市人大代表). He has founded Liaoning Shihua Group (遼寧實華集團) ("Liaoning Shihua Group") and he had been appointed as the general manager of Liaoning Shihua (Group) Property Development Limited\* (遼寧實華(集團)房地產開發有限公司) since April 2007.

He currently acts as the chairman of Liaoning Shihua Group. He has also been an executive member of the Property Development Industry Association of Liaoning Province\* (遼寧省房地產行業協會常務理事) since March 2012. In February 2014, Mr. Wang was awarded as a Liaoning Province Excellent Builder\* (遼寧省優秀建設者) by various organizations including the Liaoning United Front Work Department of the Chinese Communist Party\* (中共遼寧省委統戰部). Mr. Wang Jing is the chairman of the nomination committee of the Company. Mr. Wang Jing is the father of Mr. Wang Xing Qiao, the executive Director and chief executive officer of the Company.

As at the Latest Practicable Date, Mr. Wang Jing is the sole director and beneficial owner of 82.8% of the equity interest in Liaoning Shihua (Group) Property Development Limited\* (遼寧實華(集團)房地產開發有限公司), which indirectly holds the entire issued capital of Achieve Prosper Capital Limited. Achieve Prosper Capital Limited in turn is interested in 2,171,827,290 Shares, representing 51.02% of the issued share capital of the Company.

Save as disclosed above, Mr. Wang (i) does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) has not held any directorship in other listed companies in the last three years; and (iii) does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. Wang and the Company pursuant to which Mr. Wang has been appointed for a term of two years as an executive Director and renewable automatically for successive terms of one year each, subject to rotation, removal, vacation and termination in accordance with the Bye-Laws and the Listing Rules. Mr. Wang is entitled to receive a remuneration of HK\$100,000 per month and the remuneration of Mr. Wang will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time.

\* for identification purposes only

---

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

Save as disclosed above, Mr. Wang is not aware of any other matters in relation to his re-election as an executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. Zhao Shuang**, aged 39, is the executive Director. He joined our Group in July 2014. He graduated from Changchun University in 2002, majored in marketing and sales. Mr. Zhao was appointed as the head of assets management of Liaoning Shihua Group in 2009 and later the general manager of Liaoning Shihua Group responsible for assets management in January 2014. Prior to joining Liaoning Shihua Group, Mr. Zhao was a project manager, an assistant to general manager and a vice general manager of Dalian Dongzhan Group Co. Ltd\* (大連東展集團有限公司) from 2002 to 2009.

Save as disclosed above, Mr. Zhao (i) does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (ii) has not held any directorship in other listed companies in the last three years; and (iii) does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. Zhao and the Company pursuant to which Mr. Zhao has been appointed for a term of two years as an executive Director and renewable automatically for successive terms of one year each, subject to rotation, removal, vacation and termination in accordance with the Bye-Laws and the Listing Rules. Mr. Zhao did not receive any director's fee for the year ended 31 March 2019. The remuneration of Mr. Zhao will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Mr. Zhao is not aware of any other matters in relation to his re-election as an executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules

**Mr. Wang Ping**, aged 49, is the independent non-executive Director. He joined our Group in July 2014. Mr. Wang has over 18 years of experience in corporate finance, audit and accounting. Mr. Wang is currently acting as the non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd, shares of which are listed on the Shenzhen Stock Exchange (stock code: 002378.sz) and Bojun Education Limited, shares of which are listed on the Stock Exchange (stock code: 1758), the independent non-executive director of China Hangking Holdings Limited, shares of which are listed on the Stock Exchange (stock code: 3788), China Tianrui Group Cement Company Limited, shares of which are listed on the Stock Exchange (stock code: 1252), Jia Yao Holdings Limited, shares of which are listed on the Stock Exchange (formerly known as Tourism International Holdings Limited) (stock code: 1626), Shenzhen Zowee Technology Co., Ltd, shares of which are listed on the Shenzhen Stock Exchange (stock code: 002369.sz) and Yunnan Energy New Material Co Ltd, shares of which are listed on the Shenzhen Stock Exchange (formerly known as Yunan Chuangxin New Material Co., Ltd.) (stock code: 002812.sz).

\* for identification purposes only

---

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

Mr. Wang worked as vice president in EV Capital Pte Ltd from May 2007 and March 2010. From February 2004 to March 2007, he served as chief financial officer for China Jishan Holdings Limited, the shares of which are listed on the Singapore Exchange Limited (stock code: J18). From September 1999 to August 2002, he served as a senior accountant and subsequently a manager for audit department of Deloitte Touche Tohmatsu CPA Ltd. He was also an executive director and the chief financial officer of China First Capital Group Limited (formerly known as China Vehicle Components Technology Holdings Limited) (stock code: 1269), from April 2014 to December 2015 and from March 2012 to December 2015 respectively.

Mr. Wang graduated from Nanjing University majoring in Economics and Management in 1993 and obtained a master's degree in business administration from Lingnan (University) College of Sun Yat-Sen University in 2004. He is a non-practising member of Shanghai Institute of Certified Public Accountants. Mr. Wang is the chairman of the audit committee and a member of the remuneration committee of the Company.

Save as disclosed above, Mr. Wang (i) does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) has not held any directorship in other listed companies in the last three years; and (iii) does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. Wang and the Company pursuant to which Mr. Wang has been appointed for a term of two years as an independent non-executive Director and renewable automatically for successive terms of one year each, subject to rotation, removal, vacation and termination in accordance with the Bye-Laws and the Listing Rules. With reference to the letter of appointment, Mr. Wang is entitled to have a remuneration of HK\$300,000 per annum and subject to review and recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Mr. Wang is not aware of any other matters in relation to his re-election as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

---

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

---

**Mr. Zeng Guanwei**, aged 31, has been appointed as the independent non-executive Director since 30 April 2019. Mr. Zeng received his bachelor's degree in engineering from University of Central Lancashire in the United Kingdom in June 2009 and a master of philosophy from University of Cambridge in the United Kingdom in July 2011. He has over 8 years of experience in engineering and finance. Mr. Zeng worked at Huawei Technologies (UK) Co., Ltd from July 2010 to December 2012. He then established Beijing Wolfson Technology Company Limited\* (北京沃夫森科技有限責任公司) in August 2014 and has been the chief executive officer since then. Mr. Zeng has also been working at Beijing Hefu Zhongqing Investment Company Limited\* (北京合富中輕投資有限公司), of which he is a shareholder, as a general manager since June 2016. Mr. Zeng is the member of the audit committee, remuneration committee and nomination committee.

As at the Latest Practicable Date, Mr. Zeng is interested in 5,510,000 Shares, representing approximately 0.13% of the total issued share capital of the Company.

Save as disclosed above, Mr. Zeng (i) does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) has not held any directorship in other listed companies in the last three years; and (iii) does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. Zeng and the Company on 30 April 2019 pursuant to which Mr. Zeng has been appointed for a term of two years as an independent non-executive Director and renewable automatically for successive terms of one year each, subject to rotation, removal, vacation and termination in accordance with the Bye-Laws and the Listing Rules. With reference to the letter of appointment, Mr. Zeng is entitled to have a remuneration of HK\$100,000 per annum and subject to review and recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Mr. Zeng is not aware of any other matters in relation to his re-election as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

\* for identification purposes only

---

## NOTICE OF AGM

---

**SINOSTAR**  
**中國華星**  
**China Sinostar Group Company Limited**  
**中國華星集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
(Stock code: 485)

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of China Sinostar Group Company Limited will be held at Suites 2602-2603, 26/F., Tower 1, The Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong on Thursday, 5 September 2019 at 10:30 a.m. for the following purposes:-

1. To receive and consider the financial statements for the year ended 31 March 2019 and the report of the directors and independent auditor's report.
2. (i) To re-elect the following directors of the Company:
  - (a) Mr. Wang Jing;
  - (b) Mr. Zhao Shuang;
  - (c) Mr. Wang Ping;
  - (d) Mr. Zeng Guanwei; and
- (ii) to authorise the board of Directors to fix the remuneration of the directors for the year ending 31 March 2020.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor and to authorise the board of Directors to fix the remuneration of the auditor.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

**“THAT: –**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on 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 for this purpose, subject to and in

---

## NOTICE OF AGM

---

accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company which the Directors of the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
  - (c) 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 any applicable laws of Bermuda or the Bye-Laws of the Company to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:** –

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrant and debentures convertible into shares of the Company) which would or might require the exercise of such power 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) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii)



---

## NOTICE OF AGM

---

an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose 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 any applicable laws of Bermuda or the Bye-Laws of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares of the Company, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) as at that date (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 laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to the passing of Resolutions set out in no. 4 and no. 5 of the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution set out in no. 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution set out in no. 4 of the notice

---

## NOTICE OF AGM

---

convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By Order of the Board  
**China Sinostar Group Company Limited**  
**LAM WAI KEI**  
*Company Secretary*

Hong Kong, 29 July 2019

*Notes: –*

1. Any member of the Company entitled to attend and vote at the 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. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting, the Register of Members will be closed from Friday, 30 August 2019 to Thursday, 5 September 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at the abovementioned address for registration by no later than 4:30 p.m. on Thursday, 29 August 2019.
3. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. With regard to no. 2 in this notice, the board of Directors of the Company proposes that Mr. Wang Jing, Mr. Zhao Shuang, Mr. Wang Ping and Mr. Zeng Guanwei be re-elected as directors of the Company. Details of these directors proposed for re-election are set out in Appendix II to the circular to shareholders dated 29 July 2019.
5. **BAD WEATHER ARRANGEMENT**

The AGM will be held on Thursday, 5 September 2019 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on Thursday, 5 September 2019, the AGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Thursday, 12 September 2019 instead.

Members who have any queries concerning these arrangement, please contact the Company at (852) 2286 0728 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays.

Members should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.