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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 Imperial Room III, Mezzanine Floor, Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 30 September 2020 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, 31 July 2020

PRECAUTIONARY MEASURES FOR THE AGM

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of our Shareholders, Directors, staff and other participants, the Company will implement precautionary measures against COVID-19 at the AGM which include but not limited to:

- Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees before entering the AGM venue. Any person found to have any symptoms of the novel coronavirus, including runny nose, headache, cough, sore throat and fever, will be denied entry into the AGM venue or be required to leave the AGM venue.
- All attending Shareholders, proxies and other attendees are required to submit at the entrance of the AGM venue a completed declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the AGM; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the AGM venue or be required to leave the AGM venue.
- All attendees are requested to wear surgical face masks at the AGM venue at all times. Person without wearing a surgical face mask may be denied entry.
- Appropriate distance and space will be maintained and as such, the Company may limit the number of attendees at the AGM as appropriate.
- The Company will not distribute corporate gifts or provide refreshments.

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

To further reduce the risk of the novel coronavirus spreading at the AGM, the Company would like to encourage shareholders to cast their votes by submitting a proxy form appointing the Chairman of the AGM as their proxy.

Depending on the development of the COVID-19 pandemic, the Company may implement further precautionary measures and may make relevant adjustments and arrangements for the AGM and will issue further announcement as appropriate.

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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 Imperial Room III, Mezzanine Floor, Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 30 September 2020 at 10:30 a.m. and/or any adjournment thereof
“AGM Notice”	the notice dated 31 July 2020 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”	27 July 2020, 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 of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“Ordinary Resolutions”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China

DEFINITIONS

“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
“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:

Mr. Wang Jing (*Chairman*)

Mr. Wang Xing Qiao (*Chief Executive Officer*)

Mr. Zhao Shuang

Independent Non-Executive Directors:

Mr. Su Bo

Mr. Tang Shengzhi

Mr. 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

31 July 2020

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 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 Nomination Committee is responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. It is also responsible for, among others, assessing the independence of independent non-executive Directors and reviewing and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors, so as to ensure that all nominations, appointments and re-election are fair and transparent.

When formulating a recommendation to the Board for appointment of a Director (including an independent non-executive Director), the Nomination Committee shall consider various criteria in evaluating and selecting candidates for directorships, including, among others, (i) character, integrity and reputation; (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group's business and corporate strategy; (iii) willingness to devote adequate time to discharge duties as a member of the Board and other directorships and significant commitments; (iv) the number of existing directorships and other commitments that may demand the attention of the candidate; (v) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the requirements under the Listing Rules; (vi) the board diversity policy of the Company and any measurable objectives adopted by the Board for

LETTER FROM THE BOARD

achieving diversity on the Board, which including but not limited to sex, age, culture and education background, ethnicity, professional experience, skills, knowledge and terms of service; and (vii) such other perspective appropriate to the Group's business.

The Board currently consists of six Directors, namely Mr. Wang Jing, Mr. Wang Xing Qiao, Mr. Zhao Shuang, Mr. Su Bo, Mr. Tang Shengzhi and Mr. Zeng Guanwei.

In accordance with Bye-law 82 of the Bye-Laws, Mr. Wang Xing Qiao and Mr. Zeng Guanwei will retire from office and being eligible, offer themselves for re-election as Directors at the AGM.

In recommending Mr. Wang Xing Qiao to stand for re-election as an executive Director, the Nomination Committee has considered the profile, experience and other factors of Mr. Wang Xing Qiao as set out in Appendix II to this circular. Mr. Wang Xing Qiao has years of experience in business and corporate management of the Group. The Nomination Committee is satisfied that Mr. Wang Xing Qiao possesses the required character, integrity and experience to continuously fulfil his role as an executive Director effectively. The Board believes that the re-election of Mr. Wang Xing Qiao as the executive Director would be in the best interest of the Company and the Shareholders as a whole.

In recommending Mr. Zeng Guanwei to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the profile, experience and other factors of Mr. Zeng Guanwei as set out in Appendix II to this circular. Mr. Zeng Guanwei has years of experience in engineering and finance. The Nomination Committee is satisfied that Mr. Zeng Guanwei possesses the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Zeng Guanwei as the independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Mr. Tang Shengzhi and Mr. Su Bo were appointed as an independent non-executive Director on 3 February 2020 and 7 May 2020, respectively. In accordance with Bye-law 76 of the Bye-Laws, Mr. Tang Shengzhi and Mr. Su Bo will hold office until the forth-coming AGM and shall then be eligible for re-election at the AGM.

In recommending each of Mr. Tang Shengzhi and Mr. Su Bo to stand for re-election as independent non-executive Directors, the Nomination Committee has considered the profile, qualification, experience and other factors of each of Mr. Tang Shengzhi and Mr. Su Bo as set out in Appendix II to this circular. Mr. Tang Shengzhi has years of experience in corporate management and governance and has experience in managing a company which is engaged in the hydroelectric power business in the PRC. Mr. Su Bo has years of experience in audit and finance, taxation, asset valuation, law and construction engineering. He is currently the deputy chief accountant of an accounting firm in the PRC. He obtained legal occupational qualification in the PRC in 2004 and was certified as public accountant, internal auditor, tax accountant, public valuer and constructor in the PRC. In view of their diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix II to this circular, the Nomination Committee is satisfied that each of Mr. Tang Shengzhi and Mr. Su Bo possesses the required character, integrity and experience to continuously fulfil his role as independent non-executive Directors effectively and considers that they will bring valuable perspectives, knowledge, skills and experience to the Board.

LETTER FROM THE BOARD

The Nomination Committee has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors of the Company satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules and have provided to the Company annual written confirmations of their independence. The Board believes that the re-election of Mr. Zeng Guanwei, Mr. Tang Shengzhi and Mr. Su Bo as the independent non-executive Directors would be in the best interest of the Company and the Shareholders as a whole.

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 mandate to issue Shares and the extension of such general mandate and the re-election of Directors.

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 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, grant of general mandate to issue new Shares, extension of such general mandate and re-election of the Directors are all in the best interests of the Company and the Shareholders. 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 financial statements contained in the annual report for the year ended 31 March 2020 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:–

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2019	0.045	0.030
August 2019	0.047	0.028
September 2019	0.036	0.028
October 2019	0.038	0.029
November 2019	0.040	0.028
December 2019	0.039	0.030
January 2020	0.037	0.028
February 2020	0.033	0.028
March 2020	0.033	0.024
April 2020	0.027	0.015
May 2020	0.019	0.014
June 2020	0.017	0.010
July 2020 (up to and including the Latest Practicable Date)	0.020	0.010

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 repurchases 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 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 30 September 2020:-

Mr. Wang Xing Qiao, aged 32, is the executive Director and chief executive officer of the Company. He joined our Group in July 2014. Mr. Wang graduated in the University of Toronto with a bachelor's degree in commerce with high distinction in 2009. He also obtained a master of philosophy degree in finance from the Judge Business School of the University of Cambridge in 2010. He is currently the deputy general manager of Liaoning Shihua and is also the Shenyang regional general manager of Liaoning Shihua. Mr. Wang is also a director of 11 subsidiaries of the Group. Mr. Wang did not hold any directorship in other listed companies in the last three years. He is the son of Mr. Wang Jing, the executive Director and chairman of the Board.

As at the Latest Practicable Date, Mr. Wang and Achieve Prosper Capital Limited have interests in 2,175,102,290 Shares, of which 3,275,000 Shares were held by Mr. Wang Xing Qiao and 2,171,827,290 Shares were held by Achieve Prosper Capital Limited, representing 51.10% 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 directorships 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\$216,000 per annum 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.

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. Zeng Guanwei, aged 33, is the independent non-executive Director of the Company. 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

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

2016. Mr. Zeng is the member of the audit committee, remuneration committee and nomination committee of the Company. As at the Latest Practicable Date, Mr. Zeng is interested in 5,510,000 shares of the Company, 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 directorships 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 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 commencing from the day after the expiry of the then current term of the appointment, 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.

Mr. Tang Shengzhi, aged 38, was appointed as the independent non-executive Director on 3 February 2020. Mr. Tang studied Computer Application and Maintenance* (計算機應用與維護) and graduated from Liaoning Institute of Science and Technology (formerly known as Benxi Zhijin Higher Technical College* (本溪冶金高等專科學校) in the PRC in July 2004. He has years of experience in corporate management and governance. Since September 2017, Mr. Tang has become the chairman and an executive director of Huanrenxuli Power Generation Co., Ltd.* (桓仁秀里發電有限公司) which is principally engaged in hydro-electric power business in the PRC. Mr. Tang is the chairman of remuneration committee and member of the audit committee and nomination committee.

Save as disclosed above, Mr. Tang (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 directorships 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. Tang and the Company on 3 February 2020 pursuant to which Mr. Tang has been appointed for a term of three years as an independent non-executive Director and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment, 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. Tang is entitled to have a remuneration of HK\$100,000 per annum and subject to review

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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. Tang 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.

Mr. Su Bo, aged 54, was appointed as the independent non-executive Director on 7 May 2020. Mr. Su studied Management Engineering* (管理工程) and graduated from Northeastern University (formerly known as Northeast Institute of Technology* (東北工學院)) in the PRC in July 1988. He also obtained legal occupational qualification* (法律職業資格) in the PRC in 2004. He was certified as a public accountant* (註冊會計師), an internal auditor* (內部審計師) and a tax accountant* (註冊稅務師), as well as a public valuer* (註冊資產評估師) in the PRC. He was also qualified as a constructor* (一級建造師) in the PRC. Mr. Su has years of experience in audit and finance, taxation, asset valuation, law and construction engineering. He is currently the deputy chief accountant* (副主任會計師) in Huanren Honghui United Accounting Firm* (桓仁鴻匯聯合會計師事務所) in the PRC. Mr. Su is the chairman of audit committee and member of remuneration committee.

Save as disclosed above, Mr. Su (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 directorships 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. Su and the Company on 7 May 2020 pursuant to which Mr. Su has been appointed for a term of three years as an independent non-executive Director and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment, 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. Su 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. Su 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.

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 (the “**Company**”) will be held at Imperial Room III, Mezzanine Floor, Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 30 September 2020 at 10:30 a.m. for the following purposes:-

1. To receive and consider the financial statements of the Company for the year ended 31 March 2020 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 Xing Qiao;
 - (b) Mr. Zeng Guanwei;
 - (c) Mr. Tang Shengzhi; and
 - (d) Mr. Su Bo;(ii) to authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 March 2021.
3. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of directors of the Company 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

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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 director 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)

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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

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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, 31 July 2020

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 Thursday, 24 September 2020 to Wednesday, 30 September 2020 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 Wednesday, 23 September 2020.
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 Xing Qiao, Mr. Zeng Guanwei, Mr. Tang Shengzhi and Mr. Su Bo 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 31 July 2020.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.