

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

SIN  STAR

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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Sinostar Group Company Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 14 September 2020 at Imperial Room III, Mezzanine Floor, Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and condition upon (i) the Company’s compliance with the Companies Act to effect the Capital Reduction (as defined below), which includes publication of a notice in relation to the Capital Reduction in Bermuda in accordance with the Companies Act 1981 of Bermuda and the Directors being satisfied that on the date the Capital Reduction is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the Adjusted Shares (as defined below), with effect from 17 September 2020:

- (a) every twenty (20) issued and unissued shares of nominal value of HK\$0.01 each (“**Existing Share**”) in the share capital of the Company be consolidated into one (1) share of nominal value of HK\$0.20 each (the “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the total number of issued Consolidated Shares arising from the Share Consolidation;
- (c) the nominal value of all issued Consolidated Shares be reduced from HK\$0.20 each to HK\$0.01 each (the “**New Share**”) by cancelling the capital paid-up thereon to the extent of HK\$0.19 per Consolidated Share in issue (together with the step described in paragraph (b) above, the “**Capital Reduction**”);

- (d) every unissued Consolidated Share of HK\$0.20 in the share capital of the Company be subdivided into twenty (20) shares of nominal value of HK\$0.01 each (the “**Adjusted Shares**”) (the “**Share Subdivision**”);
- (e) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company (together with the Share Consolidation, Capital Reduction and the Share Subdivision, the “**Capital Reorganisation**”) and the directors of the Company (the “**Directors**”) be and are hereby authorised to use the amount then standing to the credit of the contributed surplus account in any manner permitted under the bye-laws of the Company and the laws of Bermuda, including but not limited to offsetting against the balance of the accumulated losses of the Company;
- (f) the Adjusted Shares shall rank pari passu in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;
- (g) the Directors be and are hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.”

By Order of the Board
China Sinostar Group Company Limited
Wang Xing Qiao
Executive Director and Chief Executive Officer

Hong Kong, 21 August 2020

Notes:

- (1) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares of the Company (“**Shares**”) may appoint more than one proxy to attend on the same occasion. A proxy needs not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office 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 fixed for holding the Meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting convened and in such event, the form of proxy shall be deemed to be revoked.

- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) As at the date of this notice, the board of Directors comprises Mr. Wang Jing, Mr. Wang Xing Qiao and Mr. Zhao Shuang as executive Directors of the Company; and Mr. Su Bo, Mr. Zeng Guanwei and Mr. Tang Shengzhi as independent non-executive Directors of the Company.