

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

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Brightstar Technology Group Co., Ltd (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**耀星科技集團**

BRIGHTSTAR TECHNOLOGY GROUP CO., LTD

**BRIGHTSTAR TECHNOLOGY GROUP CO., LTD**

**耀星科技集團股份有限公司**

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

**(Stock Code: 8446)**

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 10:30 a.m. on Tuesday, 18 June 2024, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 15 to 20 of this circular. A form of proxy for use at the AGM is also enclosed.

If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment of that meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of that meeting if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with a form of proxy will remain on the websites of the Stock Exchange at <http://www.hkexnews.hk> and of the Company at <http://www.intechproductions.com>.

16 May 2024

## **CHARACTERISTICS OF GEM**

### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 a.m. on Tuesday, 18 June 2024, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong or any adjournment of that meeting
“AGM Notice”	the notice convening the AGM set out on pages 15 to 20 of this circular
“Articles”	the second amended and restated articles of association of the Company adopted on 8 November 2023, as amended or supplemented from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Brightstar Technology Group Co., Ltd, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares as set out in resolution 5 of the AGM Notice

## DEFINITIONS

“Latest Practicable Date”	6 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Macau”	the Macao Special Administrative Region of the People’s Republic of China
“Memorandum”	the second amended and restated memorandum of association of the Company adopted on 8 November 2023, as amended or supplemented from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Shares Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to buy back Shares as set out in resolution 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

The English transliteration of the Chinese name(s) in this circular, where indicated with \*, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

LETTER FROM THE BOARD



**耀星科技集团**

BRIGHTSTAR TECHNOLOGY GROUP CO., LTD

**BRIGHTSTAR TECHNOLOGY GROUP CO., LTD**

**耀星科技集團股份有限公司**

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

**(Stock Code: 8446)**

*Executive Directors:*

Mr. Cui Hai Bin (*Chairman*)  
Mr. Yeung Ho Ting Dennis  
Ms. Zhang Yan Ling

*Registered office:*

Windward 3, Regatta Office Park,  
P.O. Box 1350, Grand Cayman,  
KY1-1108, Cayman Islands

*Independent non-executive Directors:*

Mr. Ji Gui Bao  
Ms. Jiang Yu E  
Mr. Li Xiao Hua  
Mr. Jiang Peiyan  
Mr. Chen Lijun

*Principal place of business  
in Hong Kong:*

Unit D2, 5/F,  
Hoi Bun Industrial Building,  
6 Wing Yip Street, Kwun Tong,  
Kowloon, Hong Kong

16 May 2024

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-Back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

The Directors were granted general mandates to allot, issue and deal with the Shares pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company held on 20 June 2023 where the Directors were granted all powers of the Company (i) to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate; (ii) to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above.

As at the date of the aforesaid annual general meeting, 813,231,894 Shares were in issue and accordingly, a maximum of 162,646,378 Shares were authorised to be issued under the above general mandate. During the period from the annual general meeting held on 20 June 2023 up to the Latest Practicable Date, 101,488,000 Shares were issued by the Company pursuant to the above general mandate. Further information on the new issue of Shares was disclosed in the Company's announcements dated 8 April 2024 and 30 April 2024.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors to exercise all powers of the Company (i) to allot, issue and otherwise deal with such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution; (ii) to, subject to the criteria set out in this circular, buy back such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Shares Buy-back Mandate is granted, to add the aggregate number of the Shares bought back by the Company pursuant to the Shares Buy-back Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 914,719,894 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued or cancelled prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Shares Buy-back Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 182,943,978 Shares pursuant to the Issue Mandate and buy back 91,471,989 Shares pursuant to the Shares Buy-back Mandate, being 20% and 10% of the total number of Shares in issue as at the date of passing the resolutions in relation thereto, respectively.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Shares Buy-back Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Shares Buy-back Mandate at the AGM.

## **LETTER FROM THE BOARD**

The Issue Mandate, the Shares Buy-back Mandate and the general extension mandate, if granted at the AGM, will remain in effect until 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 law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **RE-ELECTION OF THE DIRECTORS**

Pursuant to the Article 108 and Article 112 of the Articles, Mr. Cui Hai Bin, Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua and Mr. Chen Lijun will retire from office as Directors at the AGM. The retiring Directors, being eligible, offer themselves for re-election at the AGM.

The Board has assessed and reviewed the confirmation of independence and considers that Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua and Mr. Chen Lijun are independent. As at the Latest Practicable Date, Mr. Li Xiao Hua had not yet given the a written confirmation of independence to the Company. Save as disclosed above, the Company is not aware of any facts which may affect the independence of Mr. Li Xiao Hua. The nomination committee of the Company has assessed and is satisfied with the independence of them. Given Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua and Mr. Chen Lijun can contribute to the Board for their valuable business experience, knowledge and professionalism, including their indepth knowledge in financial management, investor relations, investment strategies, international experience and connections in various industries, the Board considers that Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua and Mr. Chen Lijun will contribute to the diversity of the Board and remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement.

In view of the aforesaid factors and the experience and knowledge of the relevant individuals, the Board would recommend Mr. Cui Hai Bin, Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua and Mr. Chen Lijun for re-election at the AGM.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### **RE-APPOINTMENT OF THE AUDITOR**

Zhonghui Anda CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.



## **LETTER FROM THE BOARD**

### **ANNUAL GENERAL MEETING**

The notice convening the AGM at which resolutions will be proposed, *inter alia*, the Issue Mandate and the Shares Buy-back Mandate; the re-election of Directors and the re-appointment of auditor of the Company are set out on pages 15 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.intechproductions.com](http://www.intechproductions.com)). If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed on the form not less than 48 hours before the time fixed for the holding of the AGM or any adjournment of that meeting. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; and (iv) the re-appointment of auditor of the Company are 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 all resolutions approving such matters at the AGM.

### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Brightstar Technology Group Co., Ltd**  
**Cui Hai Bin**  
*Chairman*

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Shares Buy-back Mandate.

## **1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 914,719,894 Shares.

Subject to the passing of the relevant ordinary resolution granting the Shares Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised to exercise the powers of the Company to buy back a maximum of 91,471,989 Shares, being 10% of the total number of Shares in issue as at the date of the AGM. The Shares Buy-back Mandate, if granted at the AGM, will remain in effect until 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 law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

## **3. REASONS FOR BUY-BACK**

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **4. FUNDING AND EFFECT OF BUY-BACK**

The Company is empowered by the Memorandum and the Articles to buy back its Shares. Buy-back made pursuant to the Shares Buy-back Mandate would be funded out of funds legally available for such purpose in accordance with the Memorandum, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that

payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Under the GEM Listing Rules, a listed company may not buy back its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Shares Buy-back Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Shares Buy-Back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

## **5. EXERCISE OF POWERS TO MAKE BUY-BACKS**

So far as the same may be applicable, the Directors will exercise the powers of the Company to make buy-backs pursuant to Shares Buy-back Mandate in accordance with the GEM Listing Rules, the Memorandum, the Articles and the applicable laws of the Cayman Islands.

## **6. TAKEOVER CODE CONSEQUENCE**

A buy-back of Shares by the Company may result in an increase in the proportionate interest of a substantial Shareholder in the voting rights of the Company and such an 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, ST MA LTD, a controlling Shareholder which is wholly owned by Mr. Ma Lie, held a beneficial interest in 250,611,894 Shares, representing 27.40% of the total number of Shares in issue as at the Latest Practicable Date. By virtue of the SFO, Mr. Ma Lie is deemed, or taken to be interested in the Shares held by ST MA LTD in the Company.

In the event that the Shares Buy-back Mandate was exercised in full, the percentage shareholding of ST MA LTD in the Company would be increased to approximately 30.44% of the total number of Shares in issue and such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors will not exercise the Shares Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

#### **7. SHARE PURCHASED BY THE COMPANY**

The Company had not purchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

#### **8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposal on the Shares Buy-back Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Shares Buy-back Mandate is approved by the Shareholders.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
May	7.50	3.60
June	5.80	1.81
July	3.48	2.18
August	3.20	1.18
September	2.90	1.83
October	3.06	1.25
November	1.47	0.95
December	1.46	0.81
<b>2024</b>		
January	1.220	0.300
February	0.420	0.243
March	0.260	0.190
April	0.209	0.151
May (up to the Latest Practicable Date)	0.250	0.166

**10. NO UNUSUAL FEATURES**

The Company confirms that neither the explanatory statement set out in this Appendix I nor the Shares Buy-back Mandate has any unusual features.

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

**Mr. Cui Hai Bin (崔海濱)**, aged 41, was appointed as an independent non-executive Director on 11 May 2022 and the chairperson of the remuneration committee and a member of the audit committee and nomination committee of the Company on 11 May 2022. Mr. Cui has been redesignated as an executive Director of the Company with effect from 16 January 2024. On the same day, Mr. Cui was appointed as Chairman of the Board, ceased to be a member of the audit committee and has been redesignated as a member of the remuneration committee and appointed as the chairperson of the nomination committee. Mr. Cui is also an executive director, the general manager and the legal representative of Guangzhou Yichiyuan Technology Limited, a wholly-owned subsidiary of the Company.

Mr. Cui graduated from China University of Geosciences (中國地質大學) in 2007 with a major in laws. Mr. Cui is a lawyer in the PRC and currently a partner of Guangdong Promise-U (Qianhai) Law Firm\* (廣東普羅米修(前海)律師事務所). Mr. Cui was admitted as a lawyer in the PRC in 2009. His practice covers complex corporate reorganisations and equity capital markets transactions.

Mr. Cui has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025 and he has entered into a new letter of appointment with the Company for a term of 3 years commencing on 16 January 2024 until terminated by either party by giving at least 3 months' notice, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. Mr. Cui is entitled to receive an emolument of HK\$480,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to his performance and the operating results of the Group.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Mr. Cui held 1,000,000 Shares representing approximately 0.11% of the total number of Shares in issue.

**Mr. Ji Gui Bao (紀貴寶)**, aged 60, was appointed as an independent non-executive Director and the chairperson of the audit committee and a member of the remuneration committee and nomination committee of the Company on 11 May 2022.

Mr. Ji has been registered as a Certified Public Accountant of the PRC since 1995. He has extensive experience in the accounting field. He has been working for Shenzhen Wanda Accounting Firm\* (深圳萬達會計師事務所) since January 2005 and is currently a partner of the firm.

Mr. Ji has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Ji is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

**Ms. Jiang Yu E (姜玉娥)**, aged 52, was appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and nomination committee of the Company on 11 May 2022. On 16 January 2024, Ms. Jiang was redesignated as the chairperson of the remuneration committee.

Ms. Jiang is currently the chairman of Shandong Ansuyue Technology Company Limited\* (山東安速越科技有限公司). She has been the chairman of Shenzhen Hawfeng Ballerina Decoration Co., Ltd.\* (深圳市華豐百花園飾品有限公司) since 2013. She has extensive experience in sales and corporate management.

Ms. Jiang has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Ms. Jiang is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Ms. Jiang held 2,994,000 Shares representing approximately 0.33% of the total number of Shares in issue.

**Mr. Li Xiao Hua (李曉華)**, aged 73, was appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and nomination committee of the Company on 17 November 2022.

Mr. Li has been the founder and chairman of the board of directors of Huada International Holdings Co. Limited since 1988, which businesses cover China, Japan, Southeast Asia and South America. He has been elected as the member of the 9th National Committee of the Chinese People's Political Consultative Conference (CPPCC), the Honorary Chairman of the China Charity Federation, member of the Standing Committee of the All-China Federation of Industry and Commerce and director of the China Overseas Friendship Association. Mr. Li acted as a non-executive director of Great China Holdings (Hong Kong) Limited (Stock Code: 21), a company listed on the Stock Exchange, from 6 October 2022 to 31 December 2023.

Mr. Li has entered into a letter of appointment with the Company for a term of three years ending 16 November 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Li is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

**Mr. Chen Lijun (陳立軍)**, aged 57, was appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and nomination committee of the Company on 30 April 2024.



Mr. Chen graduated from the business and economics faculty of Beijing School of Business and Economics\* (北京商學院) (currently known as Beijing Technology and Business University) in 1989. He served as the managing director of Qinhuangdao Jiulong Real Estate Development Co., Ltd\* (秦皇島玖龍房地產開發有限公司) and Qinhuangdao Yintong Guarantee Co., Ltd.\* (秦皇島銀通擔保有限公司). He is currently the managing director of Qinglong Manchu Autonomous County Tianyi Poverty Alleviation Small Loan Co., Ltd.\* (青龍滿族自治縣天億扶貧小額貸款有限公司). Mr. Chen has extensive experience in the finance industry in China.

Mr. Chen has entered into a letter of appointment with the Company for a term of three years as an independent non-executive Director ending 29 April 2027, unless terminated by either party in accordance with the terms thereof and subject to rotation and re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK\$120,000 per annum. The emolument of Mr. Chen was determined by the remuneration committee and approved by the Board, with reference to his duties, and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the remuneration committee from time to time.

Save as disclosed above, none of the above Directors (i) held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) held any other positions with the Company and its subsidiaries; (iii) is related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) held any interest in any Shares within the meaning of the Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



耀星科技集团

BRIGHTSTAR TECHNOLOGY GROUP CO., LTD

**BRIGHTSTAR TECHNOLOGY GROUP CO., LTD**

耀星科技集團股份有限公司

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

(Stock Code: 8446)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of Brightstar Technology Group Co., Ltd (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 18 June 2024, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong for the following purposes:

To consider and if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company:

**AS ORDINARY BUSINESS**

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”, each a “**Director**”) and auditor of the Company (the “**Auditor**”) for the year ended 31 December 2023;
2. To re-elect the following persons as the Directors:
  - (a) Mr. Cui Hai Bin as an executive Director;
  - (b) Mr. Ji Gui Bao as an independent non-executive Director;
  - (c) Ms. Jiang Yu E as an independent non-executive Director;
  - (d) Mr. Li Xiao Hua as an independent non-executive Director; and
  - (e) Mr. Chen Lijun as an independent non-executive Director.
3. To authorise the board (the “**Board**”) of directors to fix the remuneration of the Directors;
4. To re-appoint Zhonghui Anda CPA Limited as the Auditor and to authorise the Board to fix their remuneration;

## NOTICE OF ANNUAL GENERAL MEETING

### AS SPECIAL BUSINESS

5. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued share(s) of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options, including bonds and warrants to subscribe for Shares and debentures convertible into Shares, 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 be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of Shares or right to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any convertible notes or warrants of the Company or any securities which are convertible into or exchange for or carry rights to subscribe for Shares, shall not exceed the aggregate of:
  - (aa) 20% of the total number of Shares in issue as at the date of the passing of this Resolution; and
  - (bb) if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares as at the date immediately before and after such consolidation and subdivision shall be the same,

## NOTICE OF ANNUAL GENERAL MEETING

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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 the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all powers of the Company to buy back issued Shares, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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 (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and if any

## NOTICE OF ANNUAL GENERAL MEETING

subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares as at the date immediately before and after such consolidation and subdivision shall be the same and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) 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 the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by adding to the number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of added Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board  
**Brightstar Technology Group Co., Ltd**  
**Cui Hai Bin**  
*Chairman*

Hong Kong, 16 May 2024

*Notes:*

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned Meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

## NOTICE OF ANNUAL GENERAL MEETING

- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
- (3) A form of proxy for use at the Meeting or its adjourned Meeting is enclosed.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned Meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.
- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Zhonghui Anda CPA Limited be re-appointed as the auditor of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred by that proposed resolution to buy back Shares in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
- (9) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.

## NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are:

### **Executive Directors**

Mr. Cui Hai Bin (*Chairman*), Mr. Yeung Ho Ting Dennis (*Chief Executive Officer*) and Ms. Zhang Yan Ling

### **Independent non-executive Directors**

Mr. Ji Gui Bao, Ms. Jiang Yu E, Mr. Li Xiao Hua, Mr. Jiang Peiyan and Mr. Chen Lijun

*This notice will remain on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.intechproductions.com](http://www.intechproductions.com).*

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.*