THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

SINOSTAR
中國華星

China Sinostar Group Company Limited
中國華星集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 485)

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

A notice convening an annual general meeting of China Sinostar Group Company Limited (the "**Company**") to be held at Room 6, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 29 September 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 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 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 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, 5 September 2025

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Notice of AGM AGM-1

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 Room 6, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 29 September 2025 at 11:00 a.m. and/or any adjournment thereof
"AGM Notice"	the notice dated 5 September 2025 convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Bye-Laws"	the Bye-Laws of the Company
"CCASS"	The Central Clearing and Settlements System established and operated by the Hong Kong Securities Clearing Company Limited
"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
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	29 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

"Liaoning Shihua"	Liaoning Shihua (Group) Property Development Limited* (遼寧實華(集團)房地產開發有限公司)
"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
"Remuneration Committee"	the remuneration committee of the Board
"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
"Treasury Shares"	has the meaning ascribed to it in the Listing Rules

* the English name is for identification only

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)*

Non-Executive Director:
Ms. Zhao Hongxia

Independent Non-Executive Directors:
Mr. Su Bo
Mr. Tang Shengzhi
Mr. Zeng Guanwei

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and principal place of business in Hong Kong:
Unit 303, 3/F
New East Ocean Centre
No. 9 Science Museum Road
Tsim Sha Tsui
Kowloon, Hong Kong

5 September 2025

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.

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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 42,567,975 Shares, representing 20% of the issued share capital of the Company (excluding Treasury Shares, if any) 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 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, Ms. Zhao Hongxia, Mr. Su Bo, Mr. Tang Shengzhi and Mr. Zeng Guanwei.

In accordance with Bye-law 84 of the Bye-Laws, Mr. Wang Xing Qiao, Ms. Zhao Hongxia and Mr. Tang Shengzhi 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 the 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 Ms. Zhao Hongxia to stand for re-election as a non-executive Director, the Nomination Committee has considered the profile, experience and other factors of Ms. Zhao Hongxia as set out in Appendix II to this circular. Ms. Zhao Hongxia has years of experience in accounting and finance. The Nomination Committee is satisfied that Ms. Zhao Hongxia possesses the required character, integrity and experience to continuously fulfil her role as the non-executive Director effectively. The Board believes that the re-election of Ms. Zhao Hongxia as the non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

In recommending Mr. Tang Shengzhi to stand for re-election as an independent non-executive Director, the Nomination Committee has considered the profile, experience and other factors of Mr. Tang Shengzhi as set out in Appendix II to this circular. Mr. Tang Shengzhi has years of experience in corporate management and governance. The Nomination Committee is satisfied that Mr. Tang Shengzhi possesses the required character, integrity and experience to continuously fulfil his role as the independent non-executive Director effectively. The Board believes that the re-election of Mr. Tang Shengzhi as the independent non-executive Director 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 of this circular.

5. ANNUAL GENERAL MEETING

On pages AGM-1 to AGM-5 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 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 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 (excluding Treasury Shares, if any) 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 212,839,878 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 21,283,987 Shares.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASE

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

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2025 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	**Lowest**
	HK$	*HK$*
August 2024	0.163	0.100
September 2024	0.113	0.111
October 2024	0.135	0.101
November 2024	0.113	0.109
December 2024	0.158	0.111
January 2025	0.150	0.118
February 2025	0.148	0.106
March 2025	0.163	0.135
April 2025	0.147	0.135
May 2025	0.140	0.140
June 2025	0.141	0.141
July 2025	0.300	0.150
August 2025 (up to and including the Latest Practicable Date)	0.500	0.220

5. GENERAL

The Directors 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. If the Company repurchases any Shares pursuant to the Repurchase Proposal, the Company may cancel any repurchased Shares or hold them as Treasury Shares, subject to the Bye-Laws, market conditions and the Group's capital management needs at the relevant time of the repurchase. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in Ordinary Resolution no. 5 and made in accordance with the Listing Rules and applicable laws of Bermuda.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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.

The Company confirms that neither the explanatory statement nor the proposed Repurchase Proposal has any unusual features.

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 108,755,114 Shares, of which 108,591,364 Shares were held by Achieve Prosper Capital Limited and 163,750 Shares were held by Mr. Wang Xing Qiao, representing approximately 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.

The following are the particulars of the Directors subject to re-election at the AGM to be held on 29 September 2025:

Mr. Wang Xing Qiao, aged 38, is the executive Director, and the chief executive officer of the Company. He was appointed as executive Director on 21 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 13 subsidiaries of the Group. He is the son of Mr. Wang Jing, the executive Director, the chairman of the Board and the Nomination Committee.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang is interested in 163,750 shares of the Company, representing approximately 0.08% of the total issued share capital of the Company. Mr. Wang was deemed to be interested in 108,591,364 Shares, representing approximately 51.02% of the issued share capital of the Company, pursuant to Part XV of the SFO. These 108,591,364 Shares are held by Achieve Prosper Capital Limited, a company wholly and beneficially owned by Hong Kong Shihua Holdings Limited, which is in turn wholly and beneficially owned by Liaoning Shihua.

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$960,000 per year and the remuneration of Mr. Wang will be determined by the Board according to the recommendation of the remuneration committee of the Board with reference to, among others, his job complexity, time commitment, workload and responsibilities within the Company, fees paid by comparable companies and market competitiveness, alongside 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.

Ms. Zhao Hongxia, aged 43, is the non-executive Director. Ms. Zhao was appointed as the non-executive Director on 15 November 2024. Ms. Zhao graduated from Jilin Agricultural University with a bachelor's degree in financial accounting education in July 2004. She also obtained the Accounting Professional Qualification (intermediate) (會計專業技術資格(中級)) in September 2018. She has extensive experiences in corporate finance management. She has been working in Benxi Duoyi Resources Development Limited* (本溪多益資源開發有限公司) ("**Benxi Duoyi**") since 2005. She is responsible for finance-related work and served various positions including an accountant, assistant finance manager and finance manager of Benxi Duoyi. She has been appointed as the chief financial officer of Benxi Duoyi since January 2016.

Save as disclosed above, Ms. Zhao (i) does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (ii) has not held any 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 Ms. Zhao and the Company pursuant to which Ms. Zhao has been appointed for a term of one year as a 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. Ms. Zhao did not receive any director's fee for the year ended 31 March 2025. The remuneration of Ms. Zhao will be determined by the Board according to the recommendation of the remuneration committee of the Board with reference to, among others, her job complexity, time commitment, workload and responsibilities within the Company, fees paid by comparable companies and market competitiveness, alongside the remuneration policy of the Company from time to time.

Save as disclosed above, Ms. Zhao is not aware of any other matters in relation to his re-election as a 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 43, is the independent non-executive Director. Mr. Tang was appointed as the independent non-executive Director, the chairman of the Remuneration Committee and a member of Audit Committee and Nomination Committee 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 Yejin 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.* (桓仁秀裡發電有限公司) which is principally engaged in hydroelectric power business in the PRC.

* *For identification purpose only*

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; and (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 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, subject to rotation, removal, vacation and termination in accordance with the Bye-Laws and the Listing Rules. Mr. Tang is entitled to receive a remuneration of HK$100,000 per year and the remuneration of Mr. Tang will be determined by the Board according to the recommendation of the Remuneration Committee with reference to, among others, his job complexity, time commitment, workload and responsibilities within the Company, fees paid by comparable companies and market competitiveness, alongside 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.

China Sinostar Group Company Limited
中國華星集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 485)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Sinostar Group Company Limited will be held at Room 6, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 29 September 2025 at 11:00 a.m. for the following purposes:

1. To receive and consider the financial statements for the year ended 31 March 2025 and the report of the directors and independent auditor's report.

2. (i) To re-elect the following directors of the Company (the "**Directors**"):

   (a) Mr. Wang Xing Qiao;

   (b) Ms. Zhao Hongxia; and

   (c) Mr. Tang Shengzhi

   (ii) to authorise the board of Directors to fix the remuneration of the Directors for the year ending 31 March 2026.

3. To re-appoint Forvis Mazars CPA Limited (formerly known as Mazars CPA Limited) as auditor and to authorise the board of Directors to fix the remuneration of the auditor.

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

ORDINARY RESOLUTION

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors 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 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 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 (excluding treasury shares, if any) 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 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 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 pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) 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 (excluding treasury shares, if any) 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 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 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).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on the Stock Exchange and applicable laws and regulations."

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 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 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 (excluding treasury shares, if any) 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, 5 September 2025

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 Wednesday, 24 September 2025 to Monday, 29 September 2025 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 Investor Services Limited, at the abovementioned address for registration by no later than 4:30 p.m. on Tuesday, 23 September 2025.

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 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 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, Ms. Zhao Hongxia and Mr. Tang Shengzhi 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 of the Company dated 5 September 2025.

5. **BAD WEATHER ARRANGEMENT**

   The AGM will be held on Monday, 29 September 2025 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on Monday, 29 September 2025, the AGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Tuesday, 30 September 2025 instead. Members who have any queries concerning these arrangements, please contact the Company at (852) 2286 0728 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays. Members should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

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