**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 your 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 **Star Group Asia Limited**, 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.



This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

# Star Group Asia Limited
# 星 星 集 團 亞 洲 有 限 公 司

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

**(Stock Code: 1560)**

## MAJOR TRANSACTION IN RELATION TO DISPOSAL OF PROPERTY

The Agreement and the transaction contemplated thereunder have been approved by way of written Shareholders' approval pursuant to Rule 14.44(2) of the Listing Rules in lieu of a general meeting of the Company. This Circular is being despatched to the Shareholders for information only and no Shareholders' meeting will be held.

**CORPORATE COMMUNICATIONS**

The English and Chinese versions of this circular are now available in printed form and in accessible format on the website of the Company at www.stargroupasia.com.

If shareholders and non-registered shareholders of the Company, who have selected to receive corporate communications of the Company in printed form, wish to change their elected language of all future corporate communications, they may at any time notify the Company by prior notice of at least seven (7) days in writing to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by completing and returning the change request form.

23 September 2026

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*Page*

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

| | |
|---|---|
| "Agreement" | The provisional Agreement for sale and purchase dated 24 July 2026 entered into between the Vendor and the Purchaser in relation to the sale and purchase of the Property |
| "Board" | the board of Directors (including all independent non-executive directors) |
| "close associate" | has the same meaning ascribed thereto under the Listing Rules |
| "Company" | Star Group Asia Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 01560) |
| "Completion" | Completion of the Disposal in accordance with the terms and conditions of the Agreement |
| "Completion Date" | The date on which Completion shall take place, being 23 October 2026 provided that the Vendor shall provide the shareholders' approval of the Company and if documents, in accordance with the terms and conditions of the Agreement |
| "connected person" | has the meaning ascribed thereto under the Listing Rules |
| "Consideration" | HK$32,877,900, being the consideration for the Property Payable by the Purchaser to the Vendor pursuant to the Agreement |
| "Director(s)" | the director(s), including independent non-executive director(s), of the Company |
| "Disposal" | the disposal of the Property by the Vendor to the Purchaser pursuant to the terms of the Agreement |
| "Group" | the Company together with its subsidiaries from time to time |
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |

| | |
|---|---|
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Latest Practicable Date" | 18 September 2026 |
| "Listing Rules" | the Rules governing the Listing of Securities on the Stock Exchange |
| "Mr. Chan" | Mr. Chan Man Fai Joe, who is the controlling shareholder, the chairman, the chief executive officer and an executive director of the Company. |
| "Property" | 3rd Floor, World Trust Tower, No. 50 Stanley Street, Central, Hong Kong |
| "Purchaser" | Mong Kok Properties Limited 旺角置業有限公司, a company incorporated in Hong Kong with limited liability and an Independent Third Party |
| "SFO" | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| "Share(s)" | ordinary share(s) of the Company |
| "Shareholder(s)" | the holder(s) of the Share(s) of the Company |
| "sq.ft." | square feet |
| "Stock Exchange" | the Stock Exchange of Hong Kong Limited |
| "Substantial Shareholder" | has the same meaning ascribed thereto in the Listing Rules |
| "Vendor" | Manhattan Corporation Limited 曼克頓有限公司, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company |
| "%" | per cent |

# Star Group Asia Limited
# 星星集團亞洲有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 1560)**

*Executive Directors:*
Chan Man Fai Joe *(Chairman)*
Cheung Wai Shuen
Lee Lap Yan Philip

*Non-executive Director:*
Tsui Wing Tak

*Independent Non-executive Directors:*
Leung Ka Tin
Mong Cheuk Wai
Hong Sze Lung

*Registered Office:*
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of Business in Hong Kong:*
Unit 603, 6/F,
Tower 1, Admiralty Centre
18 Harcourt Road, Admiralty
Hong Kong

23 September 2026

*To the Shareholders*

Dear Sir or Madam,

## MAJOR TRANSACTION IN RELATION TO DISPOSAL OF PROPERTY

### INTRODUCTION

Reference is made to the announcement of the Company dated 24 July 2026 in relation to the Agreement and the transactions contemplated thereunder which constitute a major transaction for the Company under Chapter 14 of the Listing Rules.

The purpose of this circular is to provide you with, among other things, (i) the details of the Agreement and the Disposal; (ii) the financial information of the Group; (iii) the valuation report on the Property; and (iv) other information as required under the Listing Rules.

**THE AGREEMENT**

The principal terms of the Agreement are as follows:

**(1) Date:**

24 July 2026 (signed after trading hours of the Stock Exchange)

**(2) Parties:**

Vendor: Manhattan Corporation Limited 曼克頓有限公司

Purchaser: Mong Kok Properties Limited 旺角置業有限公司

To the best Directors' knowledge, information and belief having made all reasonable enquiry, the Buyer and the Agent and their respective directors and ultimate beneficial owners are all Independent Third Parties.

**(3) Property to be disposed of:**

The Property to be disposed of by the Vendor comprises the Premises, 3/F., World Trust Tower, No. 50 Stanley Street, Central, Hong Kong.

The total gross area of the Property is approximately 4,100 sq.ft., which are being used as rental office and operate by a subsidiary of the Group.

**(4) Consideration and payment terms:**

The Consideration for the Property is HK$32,877,900, which has been/shall be paid by the Purchaser to the Vendor in the following manner:

(i) the initial deposit shall be paid upon the signing of the Agreement in the sum of HK$1,643,895; and

(ii) the formal Agreement for Sale and Purchase shall be signed on or before 6 August 2026, a further deposit shall be paid on or before 6 August 2026 in the sum of HK$1,643,895; and

(iii) The balance of the Consideration shall be paid on Completion in the sum of HK$29,590,110.

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser with reference to, among other things, (i) the prevailing market value of comparable commercial units in the vicinity of the property, (ii) financial situation of the Group and (iii) the preliminary assessment of the valuation of the Property conducted by an independent valuer.

The Board confirms that, as at the Latest Practicable Date, the initial deposit in the sum of HK$1,643,895 have been received on 24 July 2026 and the further deposit in the sum of HK$1,643,895 have been received on 6 August 2026 by the Vendor in accordance with the terms of the Agreement. The deposits received, in the aggregate sum of HK$3,287,790, will be applied towards the repayment of the Group's bank borrowings.

Having regard to (i) the prevailing market value of the Hong Kong commercial property market in the vicinity of the property in 2026, the Board considers that the Consideration, which represents an implied yield slightly below the prevailing market yield for comparable commercial properties in Central, is fair and reasonable.

In reaching its assessment, the Board has also taken into account (ii) the financial situation of the Group, which the Group's existing bank borrowing secured by a mortgage over the Property. The group undertake the bank to confirm asset disposal by 30 September 2026 and complete the disposal transaction no later than 30 November 2026. The Disposal enables the Group to repay such bank borrowing in full upon Completion, thereby reducing the Group's gearing level and interest expenses and avoiding the uncertainties associated with the refinancing or renewal of the borrowing under the prevailing market conditions. Having regard to (iii) preliminary valuation of the Property HK$32.9 million as at 23 July 2026 conducted by Citiland, which is same as the final valuation of the Property as at 31 July 2026; having considered the above factors as a whole, the Board is of the view that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**(5) Conditions precedent for the Disposal:**

(i) the Disposal is approved by the Mortgagee bank;

(ii) the Disposal shall be subject to the shareholders' approval of the Company at least 7 business days before completion date, the completion shall be postponed to a date which shall be the 7th business day after the date on which the shareholders' approval is provided to the Purchaser.

The Board is pleased to announce that the Mortgagee Bank's approval and the Shareholders' approval have been obtained and, accordingly, both conditions precedent set out in paragraphs (i) and (ii) above have been satisfied.

**(6) Completion:**

Completion shall take place on the Completion Date, being 23 October 2026.

**FINANCIAL EFFECT OF THE DISPOSAL**

The Property is being used as rental apartment and operate by a subsidiary of the Group and was classified as investment properties in the accounts of the Group as at 31 December 2025 with an audited carrying value of approximately HK$53,000,000. As at 30 June 2026, the carrying value is $32,877,900. As at Latest Practicable Date, the Valuation from the Valuer, Citiland Surveyors Limited has consider mainly on an income capitalisation method. But the valuation from the Valuer as at 31 December 2025 is mainly focus on market approach.

The decrease in the fair value of the Property from approximately HK$53,000,000 as at 31 December 2025 to HK$32,877,900 as at 30 June 2026 mainly reflects (i) a widening of the market capitalisation rate adopted by the independent valuer from approximately 2.5% as at 31 December 2025 to 4.6% as at 31 July 2026, reflecting softening investor demand for secondary commercial buildings in Central amid the prevailing high interest rate environment. The Directors also note that the market rental of HK$132,632.4 per month adopted in the current valuation is only marginally above the passing rental of HK$124,537.5 per month under the existing tenancy, indicating limited reversionary upside is being assumed; and (ii) a general decline in Central office/commercial property values since 31 December 2025, as evidenced by a transaction for another unit in the same building (18th Floor, World Trust Tower) on 13 July 2026 at approximately HK$12,619 per sq. ft., against comparable unit rates of HK$15,000-17,700 per sq. ft. used in earlier valuations. According to the Hong Kong Property Review 2026 published by the Rating and Valuation Department, total office vacancy reached a record 17.6% by year-end 2025, with a further 142,700 sq.m. of new supply scheduled for 2026, 29% of which is concentrated in Central and Western district; this oversupply has driven a flight-to-quality among tenants, leaving older, non-Grade-A buildings such as the Property particularly exposed to rental and capital value pressure. The Directors note that this valuation is consistent with the Consideration and with the results of both the Income Capitalisation Method and the Direct Comparison Method adopted by Citiland Surveyors Limited, as set out in Appendix II.

Based on the Consideration under the Agreements, the audited carrying value of the Property of approximately HK$53,000,000 as at 31 December 2025, and the related expenses for the Disposal of approximately HK$l,000,000, the Group currently expects to record aggregated loss of approximately HK$21,122,100 in the financial year of 2026 from the Property.

The net proceeds, being the Consideration net of relevant expenses, arising from the Disposal are estimated to be approximately HK$31,877,900. Additionally, approximately HK$31,234,005 is expected to be applied for repayment of bank loan by the Vendor.

## FINANCIAL INFORMATION OF THE PROPERTY

Set out below is certain financial information of the Premises for 31 December 2024 and 2025:

| | For the years ended 31 December | |
|---|---|---|
| | **2024** | **2025** |
| | *(HK$)* | *(HK$)* |
| | audited | audited |
| Revenue | 1,683,552 | 1,346,844 |
| Net profit / (loss) before tax | (3,544,605) | (6,614,808) |
| Net profit / (loss) after tax | (3,074,201) | (6,152,103) |

The net loss related to Property for the year ended 31 December 2024 and 2025 was mainly attributable to the decrease in fair value of HK$3,500,000 and HK$7,000,000 respectively.

## INFORMATION ON THE PURCHASER

The Purchaser is a company incorporated in Hong Kong with limited liability. The principal activity of the Purchaser is investment holding. The 100% ultimate beneficial ownership of the Purchaser is held equally by Mr. Lee Kar Wai Alvin and Ms. Chan Kwin Wah.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser, its shareholders and their respective connected persons are Independent Third Parties.

## INFORMATION ON THE VENDOR

The Vendor are an indirect wholly-owned subsidiary of the Company and they are principally engaged in Property investment.

## REASONS FOR THE BENEFITS OF THE DISPOSAL

The Board has been assessing the development of the business environment, commercial property market in Hong Kong and the financial position of the Company. The Directors are of the view that the Disposal would benefit the Group by realising its investment in the Properties to improve the debt, liquidity, financing costs and overall financial position of the Group.

After the Disposal, the proceeds will be applied toward the outstanding loan balance and thus can reduce the associated monthly financial obligation which then can improve the cash flow, maintain operational use of the Properties and enhance financial flexibility.

## LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 25% and all of applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to reporting, announcement, circular and Shareholders' approval requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/ his/ her associate(s) has a material interest in the Agreement and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a Shareholders' meeting for approving the Agreement and the transactions contemplated thereunder.

As at the date of the announcement and this circular to the announcement and this circular, Mr. Chan directly and indirectly owns 432,140,800 Shares of the Company by himself and Star Property Holdings (BVI) Limited, which representing approximately 67.36% of the existing issued share of the Company, prior to the dispatch of the circular by the Company. Pursuant to Rule 14.44(2) of the Listing Rules, the written Shareholders' approval from Mr. Chan and Star Property Holdings (BVI) Limited will be accepted in lieu of holding a general meeting of the Shareholders. Accordingly, no physical Shareholders' meeting will be held by the Company to approve the Agreement and the transactions contemplated thereunder if such written Shareholders' approval is obtained.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, information relating to the Disposal, the financial information and other information of the Group and other information as required under the Listing Rules shall be despatched to the Shareholders within fifteen (15) business days after the publication of this announcement. As additional time is required for the Company to prepare the relevant information including the financial information and other information of the Group for inclusion in the circular, the Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules and for an extension of the deadline for the dispatch of the circular to 30 September 2026.

## RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Disposal and the terms of the Agreement (including the Purchase Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Your attention is also drawn to the additional information set out in Appendix I (Financial Information of the Group) and Appendix II (Valuation Report).

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
**Star Group Asia Limited**
**Chan Man Fai Joe**
*Chairman*

## 1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group of the years ended 31 December 2023, 2024 and 2025 and the unaudited financial information of the Group for the six months ended 30 June 2026 are disclosed in the following documents and have been published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.stargroupasia.com:

- annual report of the Company for the year ended 31 December 2023 published on 24 April 2024 (pages 65 to pages 164)
https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042401041.pdf

- annual report of the Company for the year ended 31 December 2024 published on 24 April 2025 (pages 61 to pages 152)
https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042400518.pdf

- annual report of the Company for the year ended 31 December 2025 published on 20 April 2026 (pages 66 to pages 156)
https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0420/2026042000992.pdf

- interim report of the Company for the six months ended 30 June 2025 published on 12 September 2025 (pages 21 to pages 48)
https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0912/2025091200558.pdf

- interim report of the Company for the six months ended 30 June 2026 published on 16 September 2026 (pages 21 to pages 48)
https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0916/2026091600227.pdf

## 2. STATEMENT OF INDEBTEDNESS

### (a) Borrowings

At the close of business on 31 July 2026, the Group had secured and guaranteed bank borrowings with carrying amount of approximately HK$975.3 million, secured and unguaranteed bank borrowings of approximately HK$8.6 million; unsecured and guaranteed bank and other borrowings of approximately HK$8.1 million, and unsecured and unguaranteed borrowings from controlling shareholder of approximately HK$53.3 million. In addition, the Group had outstanding secured and unguaranteed lease liabilities of approximately HK$47.1 million as at that date. The Group's secured bank borrowings were secured by charges over the following assets of the Group: (i) investment Property; (ii) stock of Property; (iii) interests in associates; (iv) equity interests in certain subsidiaries and (v) other receivables. In addition, the Group's lease liabilities were secured by rental deposits of the relevant leases.

**(b) Amount due to a director**

All the amount due to a director amounted to HK$53.3 million were unsecured and unguaranteed.

**(c) Contingent liabilities and guarantees**

Save as disclosed above and apart from the intra-group liabilities, the Group did not have any outstanding loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans, debt instruments, borrowing or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, lease commitments, guarantees or other material contingent liabilities at the close of business on 31 July 2026.

## 3. WORKING CAPITAL

After taking into account the Group's indebtedness as at 31 July 2026 and the financial effect of the Disposal, the Directors have given careful consideration in working capital sufficiency. To mitigate the liquidity position of the Group and to improve the financial position of the Group, the Directors have taken certain plans and measures, including:

**(i) Disposal of Property**

The Group will consider selling specific Property as a strategic move in order to realise the tied-up capital and value. This strategy will allow the Group to efficiently manage its assets, potentially enhance its liquidity and provide additional financial resources.

**(ii) Seeking refinancing**

The Group will continue to actively seek for refinance of existing facilities before maturity. Also, save as disclosed above, up to the date of this circular, the Group has not received any demand for immediate repayment of its borrowings of HK$992.0 million which was overdue after the financial period ended 31 July 2026, and the Group has been and is still actively negotiating with other potential lenders for refinancing such borrowings.

**(iii) Control on administrative and operating costs**

The Group will continue to take active measures to control administrative and operating costs through various channels.

The Directors are of the opinion that, after taking into account the above-mentioned plans and measures, the liquidity needs of the Group will be managed and the financial position of the Group will be improved. Also, the Group will have sufficient working capital to finance its operations and meet its financial obligations if they fall due within twelve months from the date of this circular.

Notwithstanding the above, significant uncertainties exist as to whether the Group can achieve the plans and measures described above. The sufficiency of the Group's working capital to satisfy its present requirements for at least the next twelve months from the date of this circular depends on the outcome of these plans and measures, including: (i) successfully identifying buyer(s) for disposal of specific Property and investments; (ii) successfully completing the refinancing and (iii) successfully implementing costs control, to finance the Group's operations and to meet the Group's financial obligations as and when they fall due.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

## 4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors, having taken into account the deterioration in the Group's financial performance and all other relevant matters disclosed in the Company's profit warning announcement dated 26 August 2026 and its interim report for the six months ended 30 June 2026, confirmed that, save for the matters disclosed therein, there had been no material adverse change in the financial or trading position or prospects of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

## 5. FINANCIAL AND TRADING PROSPECTS

As noted in the interim report of the Company for the year ended 30 June 2026, the Group expects continued challenges in the coming year due to a difficult macroeconomic climate. High interest rates and escalating geopolitical tensions between China and the U.S. threaten to slow global economic growth. As a Property developer, the Group is particularly vulnerable to these conditions. In response, it will take a cautious approach by refining its business strategy, optimizing its operations, and improving overall efficiency.

The Disposal allowed the Group to realise its investment in the Property with the net proceeds thereof applied to repay the expired bank facility of the Vendor, thereby avoid the default of the bank facility, reduced the indebtedness and finance costs of the Group and mitigating its liquidity pressure as described in the section headed "Working Capital" above.

*The following is the text of a letter and a valuation certificate, prepared for the purpose of incorporation in this circular received from Citiland Surveyors Limited, an independent valuer, in connection with its valuation as at 31 July 2026 of the Property interest held by the Group.*

CITILAND 天俊測量師行
SURVEYING • VALUATION • TENDER
INTEGRATED SERVICES • ESTATE AGENTS

Unit 1801, 18/F,
Emperor Group Centre,
No. 288 Hennessy Road,
Wan Chai, Hong Kong

23 September 2026

The Board of Directors
**Star Group Asia Limited**
Unit 603, 6/F, Tower I,
Admiralty Centre,
18 Harcourt Road,
Admiralty,
Hong Kong

Dear Sir/Madam,

**Re: Valuation of 3rd Floor World Trust Tower No.50 Stanley Street Hong Kong. (THE "PROPERTY")**

**1. INSTRUCTIONS AND VALUATION DATE**

In accordance with your instruction for us to value the Market Value of the Property to be disposed by Manhattan Corporation Limited (the "**Company**"), an indirect wholly-owned subsidiary of Star Group Asia Limited (together with the "**Company**" as the "**Group**"), we confirm that we have carried out an external inspection and wherever possible, internal inspection, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value of the Property as at 31 July 2026 for transaction purpose.

**2. BASIS OF VALUATION**

Our valuation of the Property represents its market value which in accordance with the HKIS Valuation Standards 2024 Edition issued by The Hong Kong Institute of Surveyors ("**HKIS**") is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Our valuation has been prepared in accordance with generally accepted valuation procedures and in compliance with the requirements contained in Chapter 5 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

## 3. VALUATION METHODOLOGIES

We have valued the Property on an open market basis, subject to the existing tenancy. Since the property is an income producing property, the Income Capitalisation Method is adopted by capitalizing the rental income derived from the existing tenancy during the tenancy periods, if any, with due allowance for reversionary income potential with market rental at market capitalisation rate. During the course of Income Capitalisation Method, market rental of the property is derived by comparables letting evidences within the relevant localities, and market capitalisation rate is determined with reference to the office yield obtained from the monthly Property Market Statistics of the Rating and Valuation Department.

The result of the Income Capitalisation Method has also been counter-checked by the Direct Comparison Method. Direct Comparison Method is adopted where comparison based on prices realized on actual sales of comparable properties is made. Comparable properties of similar size, character and location are analyzed and carefully weighed against all the respective advantages and disadvantages of each Property in order to arrive at a fair comparison of market values.

## 4. VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the owner sells the Property on the open market in its existing state without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to affect the value of the Property.

Unless stated as otherwise, we have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of all laws. We have further assumed that, for any use of the Property upon which this valuation is based, all required licenses, permit, certificate and authorizations have been obtained.

## 5. TITLE INVESTIGATION

We have carried out searches to be made at the Land Registry of the Property located in Hong Kong. However, we have not verified ownership of the Property or to verify the existence of any amendments. All documents have been used for reference only.

## 6. LIMITING CONDITIONS

Mr. Patrick Lee *(MHKIS)* has inspected the exterior and, wherever possible, the interior of the Property on 11 August 2026 but no structural survey has been made, but in the course of our inspection, we did not note any serious defects. No tests were carried out to any of the services.

All dimensions, measurements, and areas are only approximations. We have noted that the interiors of the Property are finished and maintained in reasonable conditions commensurate with its age and uses.

Unless otherwise stated, we have not been able to carry out detailed on-site measurements to verify the site and floor areas of the Property and we have assumed that the areas shown on the copies of documents handed to us are correct.

We have relied to a very considerable extent on the information provided by the Group and have accepted information therein on such matters as planning approvals, statutory notices, easements, tenure, occupation, tenancy details, floor area and the identification of the Property.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which are material to the valuation. We have also been advised by the Group that no material fact has been omitted from information so supplied. We consider that we have been provided with sufficient information to reach an informed view, and have no reason to suspect that any material information has been withheld.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, we have assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

The conclusion of value is based on generally accepted valuation procedures and practices that rely extensively on assumptions and considerations, not all of which can be easily quantified or ascertained exactly. While we have exercised our professional judgement in arriving at the valuation, you are urged to consider carefully the nature of such assumptions which are disclosed in this report and should exercise caution when interpreting this report.

This valuation is to be used for the purpose stated herein. Any use or reliance for any other purpose, by you or third parties, is invalid. No reference to our name or our valuation in whole or in part, in any document prepared by the Group and/or distribute to third parties may be made without written consent.

Neither the whole nor any part of this letter and the certified opinion of value attached nor any reference thereto shall be included in any document, circular or statement without prior consent of the form and context in which they will respectively appear. This letter and certified opinion of value are only for the use of the party to whom it is addressed and no responsibility shall be accepted to any third party for the whole or any part of its content.

We hereby certify that we have neither present nor prospective interest in the Group or the value reported.

**7. REMARKS**

Unless otherwise stated, all monetary amounts are in Hong Kong dollars. We enclose herewith our valuation certificate.

Yours faithfully
For and on behalf of
**Citiland Surveyors Limited**

**Patrick Lee**
*Director*
Valuation and Professional
Services Department
BSc., MHKIS, RPS(GP)

*Mr. Patrick Lee is a Corporate Member from the General Practice Division of the Hong Kong Institute of Surveyors. He has over 28 years post qualification experience in the valuation of properties in Hong Kong and the PRC.*

## VALUATION CERTIFICATE

**Property to be disposed by the Group**

| Property | Description and tenure | Particulars of occupancy | Market Value in existing state as at 31 July 2026 |
|---|---|---|---|
| 3rd Floor World Trust Tower No.50 Stanley Street Hong Kong<br><br>443/9,999th shares of and in Inland Lot Nos. 5092, 5093, 5094, 5095 and 5096 and the Remaining Portion of Inland Lot No. 5091. | The Property comprises the whole of the 3rd Floor of a 23-storey commercial building completed in 1994.<br><br>By scaling off the registered floor plan, the saleable area of the Property is approximately 2,692 sq.ft. (250.1 sq.m.).<br><br>The Property is held under a Government Lease for a lease term of 999 years commencing on 26 June 1843.<br><br>The government rent payable for each of the whole lot of Lot Nos.5092, 5093, 5094, 5095 and 5096 is HK$10.00 per annum. | As at the date of valuation, the Property is subject to a tenancy commencing from 23 July 2026 and expiring on 22 October 2028 at a monthly rental of HK$124,537.5, exclusive of government rent, rates and management fee and all other outgoings, with an option to renew for another 2 years at a monthly rental of no more than 10% increase. | HK$32,900,000 |

*Notes:*

(1) According to the land search carried out on 6 August 2026, the followings are summarised as below:-

a. The registered owner of the Property is Manhattan Corporation Limited.

b. The Property is subject to a Deed of Mutual Covenant vide memorial no. UB5923792 dated 26 January 1992.

c. The Property is subject to an occupation permit No. H3/94 issued on 5 January 1994.

d. The Property is subject to a Mortgage in favour of The Hongkong and Shanghai Banking Corporation Limited vide memorial no. 17022402290031 dated 25 January 2017.

e. The Property is subject to a Second Mortgage in favour of The Hongkong and Shanghai Banking Corporation Limited vide memorial no. 22092201900051 dated 31 August 2022.

(2) The occupation permit of World Trust Tower states that Ground Floor of the building is for shop usage whilst the upper floors are for office usage.

(3) No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property, nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, we have assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

(4) A preliminary Sale and Purchase Agreement was made on 24 July 2026 between the Company and Mong Kok Properties Limited ("**Party A**"), the Property was sold to Party A at a consideration of HK$32,877,900. Party A declares that Party A is not the connected person to the Company as defined by the listing rules of the Stock Exchange of Hong Kong Limited.

(5) The net monthly rental income during the lease term and the net monthly market rental income upon reversion is HK$124,537.5 and HK$132,632.4 respectively and the market capitalisation rate we adopted is 4.6% with reference to the office yield obtained from the monthly Property Market Statistics of the Rating and Valuation Department.

(6) In the course of Direct Comparison Method, comparable properties of similar size, character and location are selected and analyzed. Adjustment factors like time (-2.5% to 7.2%), location (0%), size (-28.3% to 6.5%), floor (-8.5% to -2.5%) and building age (-0.5% to 1%) are adjusted in accordance with the inherent characteristics of the Property, and then the adjusted unit rates of the comparable properties are weighted against all their respective advantages and disadvantages in order to arrive at a fair comparison of the market value of the Property. The adjusted unit rate of the Property is HK$12,341/sq.ft. on saleable area basis and the market value of the Property assessed by Direct Comparison Method is HK$33,200,000 (rounded) which is in line with the result of the market value of the Property by Income Capitalisation Method at HK$32,900,000 (rounded).

(7) The selected comparables for Direct Comparison Method are listed as follows:-

| No. | Comparables | Transaction Date (DD/MM/YY) | Year Built | Transaction Price (HK$) | Saleable Area (sq. ft.) | Unit Rate on Saleable Area Basis (HK$/sq. ft.) |
|---|---|---|---|---|---|---|
| 1 | 18th Floor, World Trust Tower No.50 Stanley Street, Hong Kong | 13/07/2026 | 1994 | 23,800,000 | 1,886 | 12,619 |
| 2 | Office and Ancillary Areas on 20th Floor, Silver Fortune Plaza No.1 Wellington Street, Hong Kong | 04/11/2025 | 1992 | 48,367,000 | 3,210 | 15,068 |
| 3 | Office on 8th Floor, Thyrse House No. 16 Pottinger Street, Hong Kong | 27/02/2026 | 1995 | 7,280,000 | 431 | 16,891 |
| 4 | Office on 13th Floor, Thyrse House No.16 Pottinger Street, Hong Kong | 19/06/2025 | 1995 | 7,650,000 | 431 | 17,749 |
| 5 | Office on 12th Floor, Thyrse House No 16 Pottinger Street, Hong Kong | 22/08/2025 | 1995 | 7,280,000 | 431 | 16,891 |

## RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

## DISCLOSURE OF INTEREST OF THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company and/or their respective close associates in the share, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 9 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

| Name of Directors/ chief executive | Number of Shares held (Beneficial owner/through a controlled corporation) | Interests in Share options (Note 2) | Other derivative interests in listed corporation | Total | Approximately percentage of shareholding in the Company (Note 4) |
|---|---|---|---|---|---|
| Mr. Chan Man Fai Joe | 440,710,800 (Note 1) | 10,600,000 | 456,000,000 (Note 3) | 907,310,800 | 141.44% |
| Ms. Cheung Wai Shuen | 300,000 | 2,900,000 | – | 3,200,000 | 0.50% |
| Mr. Lee Lap Yan | – | 6,700,000 | – | 6,700,000 | 1.04% |
| Mr. Tsui Wing Tak | – | 600,000 | – | 600,000 | 0.09% |

*Notes:*

1. Star Properties Holdings (BVI) Limited is the registered or beneficial owner of 432,140,800 ordinary shares. Star Properties Holdings (BVI) Limited is wholly-owned by Mr. Chan Man Fai Joe. By virtue of the SFO, Mr. Chan Man Fai Joe is deemed to be interested in the shares in which Star Properties Holdings (BVI) Limited is interested. Also, Mr. Chan Man Fai Joe is the registered owner of remaining 8,570,000 ordinary shares.

2. These represent the interests of share options granted to the Directors under the share option scheme adopted by the Company on 27 June 2016 to subscribe for shares.

3. Metropolitan Lifestyle (BVI) Limited is the interest in 456,000,000 shares by virtue of the convertible bonds issued by the Company on 22 October 2020. Metropolitan Lifestyle (BVI) Limited is indirectly held as to 100% by Mr. Chan Man Fai Joe. By virtue of the SFO, Mr. Chan Man Fai Joe is deemed to be interested in the shares in which Metropolitan Lifestyle (BVI) Limited is interested.

4. These percentages were compiled based on the total number of issued shares (i.e. 641,498,000 shares) as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and / or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at the Latest Practicable Date, so far as known to the Directors or chief executive of the Company, the interests and short positions of the substantial shareholders of the Company or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying shares of the Company, which has been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

| Name of Shareholders | Capacity | Number of Ordinary Shares *(Note 1)* | Interest in share option | Other derivative interests in listed corporation | Approximate percentage of shareholding in the Company *(Note 5)* |
|---|---|---|---|---|---|
| Mr. Chan Man Fai Joe | Beneficial owner | 8,570,000 | 10,600,000 *(Note 2)* | – | 2.99% |
| Star Properties Holdings (BVI) Limited *(Note 3)* | Interests of controlled corporation | 432,140,800 | – | – | 67.37% |
| Metropolitan Lifestyle (BVI) Limited *(Note 4)* | Interests of controlled corporation | – | – | 456,000,000 | 71.08% |
| | | 441,710,800 | 10,600,000 | 456,000,000 | 141.44% |
| Mr. Lam Kin Kok | Beneficial owner | 39,645,200 | – | – | 6.18% |

*Notes:*

1. All the interest in the Shares disclosed above were long positions.

2. These represent the interests of share options granted to the Directors under the share option scheme adopted by the Company on 27 June 2016 to subscribe for shares.

3. Star Properties Holdings (BVI) Limited is the registered or beneficial owner of 432,140,800 ordinary shares. Star Properties Holdings (BVI) Limited is wholly-owned by Mr. Chan Man Fai Joe, who is the chairman, the chief executive officer and an executive Director of the Company. By virtue of the SFO, Mr. Chan Man Fai Joe is deemed to be interested in the shares in which Star Properties Holdings (BVI) Limited is interested.

4. Metropolitan Lifestyle (BVI) Limited is the interest in 456,000,000 shares by virtue of the convertible bonds issued by the Company on 22 October 2020. Metropolitan Lifestyle (BVI) Limited is indirectly held as to 100% by Mr. Chan Man Fai Joe. By virtue of the SFO, Mr. Chan Man Fai Joe is deemed to be interested in the shares in which Metropolitan Lifestyle (BVI) Limited is interested.

5. These percentages were compiled based on the total number of issued shares (i.e. 641,498,000 shares) as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, so far as it was known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals, who had 5% or more interests in the following long positions in the Shares and underlying Shares of the Company which would fall to be disclosed as to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept under section 336 of the SFO ("**Register of Shareholders**") or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company ("**Voting Entitlements**").

**COMPETING INTEREST**

Mr. Tsui Wing Tak ("**Mr. Tsui**"), a non-executive Director, held share interests and/or directorships in other companies which are principally engaged in Property investment and development and provision of finance in Hong Kong and Mainland China. Mr. Tsui is therefore considered to have interests in businesses which compete or are likely to compete with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules. As the businesses of the Company and the above entities are operated under separate management with no reliance (whether financial or business) on each other, the Group is able to operates its businesses independently of, and at arm's length from the competing entities.

The Directors are aware of their fiduciary duties to the Company and understand that they must, in the performance of their duties as Directors, avoid actual and potential conflicts of interest and duty in order to ensure that they act in the best interests of the Shareholders and the Company as a whole. In addition, any significant business decisions of the Group are determined by the Board. Any Director who has material interest in any matter being resolved will abstain from voting. In view of the above, the Board considers that the interests of each of the above Directors in other companies neither prejudice his/her capacity as a Director nor compromise the interests of the Group and the Shareholders. Also, the Board opines that coupled with the diligence of the independent non-executive Directors, the Group is capable of carrying on its businesses independently of, and at arm's length from, such businesses in which the above Directors are regarded as being interested in.

Save as disclosed above, as at Latest Practicable Date, none of the Directors and their respective close associates have any interest in any businesses which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses to which the Directors and their close associates were appointed to represent the interests of the Company and/or the Group.

**DIRECTORS' INTEREST IN ASSETS AND CONTRACTS OF THE GROUP**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have, since 31 December 2025 (being the date to which the latest published audited accounts of the Company were made up), been (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

**SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not determinable by the Group within one (1) year without payment of compensation (other than statutory compensation).

**MATERIAL CONTRACTS**

The following are contracts (not being contracts entered into in the ordinary course of business entered into by the members of the Group within the two (2) years immediately preceding the Latest Practicable Date and are or may be material:

(i) a Preliminary sale and purchase Agreement entered on 4 November 2025 between Eternal Great Development Limited (an indirect wholly-owned subsidiary of the Company) as the vendor and Wise Brave Limited (an Independent Third Party) as the purchaser in relation to disposal the Property located at 20th Floor, Silver Fortune Plaza, No.1 Wellington Street, Hong Kong. The total consideration was HK$48,367,000, the transaction was completed on 30 December 2025.

(ii) a Preliminary sale and purchase Agreement entered on 10 November 2025 between Wise City Holdings Limited (an indirect wholly-owned subsidiary of the Company) as the vendors and Thing On Financial Group Limited (an Independent Third Party) as the purchaser in relation to the disposal of the Property located at G/F, No.18 Yiu Wa Street, Causeway Bay, Hong Kong. The total consideration was HK$14,975,000, the transaction was completed on 12 December 2025.

(iii) On 20 January 2025, Metropolitan Wine Cellar (a subsidiary of the Company) took out the Policy and placed an initial single premium (including an initial single levy of USD12.76) of US$2,800,012.76 (equivalent to approximately HK$21,840,100) thereunder with FWD Insurance.

(iv) A sale and purchase Agreements entered on 27 August 2025 between Star Finance (BVI) Limited (a wholly-owned subsidiary of the Company), the Company and Mr. Chan (a Controlling shareholder of the Company) as the vendors and Fortune Peace Holdings Limited (an Independent Third Party) and Allied Assist Finance Limited (an Independent Third Party) as the purchaser in relation to disposal of 100% shares of Star Finance (H.K.) Limited (a wholly-owned subsidiary of the Company) and the Sale debt at the total consideration at HK$14,560,000.

## LITIGATION

As at the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

## EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice contained in this circular:

| **Name** | **Qualification** |
|---|---|
| Citiland Surveyors Limited | Independent Property Valuer |

The expert listed above has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the expert listed above had no shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert listed above had no direct or indirect interest in any assets which had been, since 31 December 2025 (being the date to which the latest published audited accounts of the Company were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

**DOCUMENTS ON DISPLAY**

Copies of the following documents are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.stargroupasia.com for a period of fourteen (14) days from the date of this circular:

(i) The Agreements; and

(ii) the letter of consent referred to in the paragraph headed "Expert and Consent" in this appendix; and

(iii) the valuation report on the Property as set out in Appendix II to this circular; and

(iv) the material contracts referred to under the paragraph headed "7. MATERIAL CONTRACTS" in this Appendix III; and

(v) This circular.

**GENERAL**

The Company secretary of the Company is Ms. Cheung Wai Shuen. She is a fellow of The Hong Kong Chartered Governance Institute and admitted associate of the Hong Kong Chartered Governance Institute.

The registered office of the Company is situated at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company's principal place of business in Hong Kong is situated at Unit 603, 6/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong.

The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.

In case of any inconsistency, the English version of this circular shall prevail over the Chinese version.