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**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)

**CONVERSION OF CONVERTIBLE BONDS**

References are made to (i) the circular of the Company (the “**Circular**”) dated 15 September 2020; and (ii) the announcement of the Company dated 30 September 2020 in relation to, among other things, the issue of the Convertible Bonds as partial consideration for the acquisition of the entire issued share capital of and shareholders’ loan owed by Metropolitan Group (BVI) Limited. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

**CONVERSION OF CONVERTIBLE BONDS**

On 13 October 2026, the Company received a conversion notice from (i) Mr. Watcharin Kunsuwan (“**Mr. Kunsuwan**”) exercising his rights to convert the Convertible Bonds in the principal amount of HK\$45,000,000 into 9,000,000 Conversion Shares at the Conversion Price of HK\$5.00 per Conversion Share; and (ii) Mr. Lai Jau-Shiuan (“**Mr. Lai**”), exercising his rights to convert the Convertible Bonds in the principal amount of HK\$50,000,000 into 10,000,000 Conversion Shares at the Conversion Price of HK\$5.00 per Conversion Share (the “**Conversion**”). Accordingly, 9,000,000 and 10,000,000 Conversion Shares, representing (i) approximately 9.02% and 10.02% of the total number of issued Shares immediately before the Conversion and the Controlling Shareholder Conversion (defined below); and (ii) approximately 6.49% and 7.21% of the total number of issued Shares as enlarged by the Conversion Shares (including the Controlling Shareholder Conversion (defined below)), will be allotted and issued to Mr. Kunsuwan and Mr. Lai respectively on 14 October 2026.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, as at the date of the Conversion, and the date of this announcement, Mr. Kunsuwan and Mr. Lai are third parties independent to and not connected with the Company and its connected persons.

Reference is made to the 2026 Interim Report of the Company for the six months ended 30 June 2026, in relation to, among other matters, certain credit facilities of the Group are subject to the fulfilment of a covenant relating to Mr. Chan Man Fai Joe (“**Mr. Chan**”), an executive Director and controlling Shareholder, whether directly or indirectly, maintaining not less than 60% shareholding of the Company 60% (the “**Shareholding Covenant**”). Certain credit facilities will become repayable on demand upon the breach of the Shareholding Covenant.

The Conversion would result in Mr. Chan’s shareholding of the Company to fall under 60%. Accordingly, on 13 October 2026, Mr. Chan issued a conversion notice to the Company exercising his rights to convert the Convertible Bonds in the principal amount of HK\$100,000,000 into 20,000,000 Conversion Shares at the Conversion Price of HK\$5.00 per Conversion Share (the “**Controlling Shareholder Conversion**”). Accordingly, 20,000,000 Conversion Shares, representing (i) approximately 20.05% of the total number of issued Shares immediately before the Conversion and the Controlling Shareholder Conversion; and (ii) approximately 14.41% of the total number of issued Shares as enlarged by the Conversion Shares (including the Conversion), will be allotted and issued to Mr. Chan on 14 October 2026.

Immediately after the allotment and issue of shares in relation to the Conversion and the Controlling Shareholder Conversion and as at the date of this announcement, Mr. Chan will, directly and indirectly, hold 89,671,080 Shares, representing approximately 64.63% of the issued share capital of the Company, which is above the percentage required under the Shareholding Covenant.

After the Controlling Shareholder Conversion, Mr. Chan has fully converted his Convertible Bonds and does not hold any Convertible Bonds issued by the Company.

The Conversion Shares shall rank *pari passu* with, and carry the same rights in all aspects (including the rights to dividends) as, the other Shares in issue as at the date of the allotment and among themselves in all respects.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before the Conversion and the Controlling Shareholder Conversion; and (ii) immediately after completion of the Conversion and the Controlling Shareholder Conversion is set out below:

|                                                    | Immediately before the<br>Conversion and the<br>Controlling Shareholder<br>Conversion |                                                       | Immediately after<br>completion of the<br>Conversion and the<br>Controlling Shareholder<br>Conversion |                                                       |
|----------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
|                                                    | <i>Number of<br/>Shares held</i>                                                      | <i>Approx. %<br/>of total<br/>Shares in<br/>issue</i> | <i>Number of<br/>Shares held</i>                                                                      | <i>Approx.<br/>% of total<br/>Shares in<br/>issue</i> |
| <b>Shareholders</b>                                |                                                                                       |                                                       |                                                                                                       |                                                       |
| <b>Director</b>                                    |                                                                                       |                                                       |                                                                                                       |                                                       |
| Cheung Wai Shuen                                   | 30,000                                                                                | 0.03                                                  | 30,000                                                                                                | 0.02                                                  |
| <b>Substantial Shareholder</b>                     |                                                                                       |                                                       |                                                                                                       |                                                       |
| Mr. Chan Man Fai Joe                               | 26,457,000                                                                            | 26.52                                                 | 46,457,000                                                                                            | 33.48                                                 |
| Star Properties Holdings (BVI) Limited<br>(Note 1) | 43,214,080                                                                            | 43.32                                                 | 43,214,080                                                                                            | 31.15                                                 |
| <b>Public Shareholders</b>                         |                                                                                       |                                                       |                                                                                                       |                                                       |
| Mr. Kunsuwan                                       | -                                                                                     | -                                                     | 9,000,000                                                                                             | 6.49                                                  |
| Mr. Lai                                            | -                                                                                     | -                                                     | 10,000,000                                                                                            | 7.21                                                  |
| Other public Shareholders                          | <u>30,048,720</u>                                                                     | <u>30.12</u>                                          | <u>30,048,720</u>                                                                                     | <u>21.66</u>                                          |
| Total                                              | <u>99,749,800</u>                                                                     | <u>100.00</u>                                         | <u>138,749,800</u>                                                                                    | <u>100.00</u>                                         |

### Notes:

1. The share consolidation of every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company into one (1) share of HK\$0.10 each became effective on 14 October 2026. Please refer to the announcement of the Company dated 12 October 2026 for further details.
2. 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.
3. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
4. To the best knowledge, information and belief of the Directors, upon the allotment and issue of the Conversion Shares, the number of Shares held by the public will not be less than 25% of the total issued share capital of the Company, and the Company will continue to satisfy the public float requirement under Rule 8.08(1)(a) of the Listing Rules.

For and on behalf of the Board  
**Star Group Asia Limited**  
**Chan Man Fai Joe**  
*Chairman*

Hong Kong, 14 October 2026

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chan Man Fai Joe (Chairman and chief executive officer), Ms. Cheung Wai Shuen and Mr. Lee Lap Yan Philip; one non-executive Director, namely Mr. Tsui Wing Tak; and three independent non-executive Directors, namely Mr. Leung Ka Tin, Mr. Mong Cheuk Wai and Mr. Hong Sze Lung.*