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Star Properties Group (Cayman Islands) Limited
星星地產集團(開曼群島)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1560)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Star Properties Group (Cayman Islands) Limited (the “**Company**”) will be held at 11/F, TG Place, No. 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong, on 17 July 2020 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the sale and purchase agreement dated 31 December 2019 (the “**Agreement**”, a copy of which has been produced to the Meeting and initialed by the chairman of the Meeting (the “**Chairman**”) for identification purpose) entered into among Inventive Rainbow Limited (an indirect wholly-owned subsidiary of the Company) (“**Vendor**”), 1 Plus 13 Investment Company Limited (“**Purchaser**”) and the Company in relation to the sale and purchase of the entire issued share capital of Rainbow Red Holdings Limited (“**Target Company**”), and all such sum of money advanced by way of loan by the Vendor to the Target Company and due and owing by the Target Company to the Vendor as at completion, at the aggregate purchase price of HK\$980,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) any one director of the Company be and is/are hereby authorised to do all such acts and things as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of the Board of
Star Properties Group (Cayman Islands) Limited
Chan Man Fai Joe
Executive Director

Hong Kong, 28 May 2020

Notes:

1. In order to determine the list of Shareholders who will be entitled to attend and vote at the meeting, the register of members of the Company will be closed from 14 July 2020 to 17 July 2020 (both days inclusive) during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on 13 July 2020 shall be entitled to attend and vote at the meeting. In order for the shareholders to qualify for attending and voting at the meeting, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with Tricor Investor Service Limited, the Company’s share registrar, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, on or before 4:30 p. m., 13 July 2020.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is enclosed herewith.
3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's share registrar, Tricor Investor Service Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited, the above resolution will be voted by way of poll.

As at the date of this announcement, the Board consists of four executive Directors, namely Mr. Chan Man Fai Joe (Chairman), Ms. Cheung Wai Shuen, Mr. Liu Hon Wai and Prof. Pong Kam Keung; one non-executive Director, namely Mr. Yim Kwok Man; and three independent non-executive Directors, namely Dr. Wong Wai Kong, Mr. Lee Chung Ming Eric and Ms. Chan Wah Man Carman.