



# Star Group Company Limited

## 星星集團有限公司

(Carrying on business in Hong Kong as SGCL)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1560)

### REVISED PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 3:00 p.m. on 2 June 2022 (Thursday) at 20/F, Silver Fortune Plaza, 1 Wellington Street, Central, Hong Kong (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each of Star Group Company Limited (“Company”) hereby appoint the Chairman of the annual general meeting (“Meeting”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note 3) at the Meeting to be held at 3:00 p.m. on 2 June 2022 (Thursday) at 20/F, Silver Fortune Plaza, 1 Wellington Street, Central, Hong Kong and at any adjournment thereof and to vote for me/us on the resolutions referred to in the notice of the Meeting (with or without modifications) as indicated below or, if no indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS (note 4)		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2021.		
2.	To re-elect Mr. Tsui Wing Tak as a non-executive director.		
3.	To re-elect Mr. Yim Kwok Man as a non-executive director.		
4.	To re-elect Mr. Lee Chung Ming Eric as an independent non-executive director.		
5.	To authorise the Board (the “Board”) of directors (the “Directors”) of the Company to fix the remuneration of the Directors.		
6.	To re-appoint BDO Limited as independent auditors of the Company and to authorise the Board to fix their remuneration.		
7.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company*.		
8.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company*.		
9.	To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares not exceeding the number of the shares repurchased by the Company*.		
SPECIAL RESOLUTION (note 4)		FOR	AGAINST
10.	To approve the proposed amendments to the amended and restated memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company*.		

\* The full text of the resolutions is set out in the notice of the Meeting dated 5 May 2022.

Dated \_\_\_\_\_

Signature(s) \_\_\_\_\_ (note 5,6,7,8 and 9)

Notes:

1. Full name(s) and address are to be inserted in CAPITAL LETTERS. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting ("**Meeting**") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A shareholder who is the holder of two or more shares may appoint more than one proxy. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.** ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS THE FORM.
4. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the above resolution, please tick ("✓") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. 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. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time for holding the Meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
10. **IMPORTANT:**
  - (a) Any shareholder who has not yet lodged the Original Proxy Form dispatched by the Company on 25 April 2022 is requested to lodge the Revised Proxy Form if he or she intends to appoint a proxy to attend the meeting on his or her behalf. In this case, the Original Proxy Form should not be lodged.
  - (b) Any shareholder who has already lodged the Original Proxy Form should note that:
    - (i) if this Revised Proxy Form is lodged forty-eight hours before the AGM, this Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the shareholder, if duly completed. This Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder; and
    - (ii) if no Revised Proxy Form is lodged forty-eight hours before the AGM, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder, if duly completed. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.