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## **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)**

### **PROPOSED AMENDMENTS TO AND**

### **ADOPTION OF THE AMENDED AND**

### **RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Star Group Company Limited (the “**Company**”, together with its subsidiaries the “**Group**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (“**M&AA**”) and to adopt the new amended and restated M&AA (“**New M&AA**”) to, among others, bring the M&AA in line with the amendments made to the applicable laws of the Cayman Islands and the Appendix 3 to the Listing Rules which took effect on January 1, 2022 (collectively, the “**Proposed Amendments**”).

The key Proposed Amendments include but are not limited to the following:

1. to update the name and registered address of the Company;
2. to update the definition of “Law” to “Act” to bring it in line with the Companies Act of the Cayman Islands;
3. to require the Company to hold its annual general meeting in each financial year in compliance with the Listing Rules;
4. to provide that the appointment, removal and remuneration of auditors must be approved by a majority of the shareholders of the Company (the “**Shareholder(s)**”); and

5. to provide that Shareholders shall have the right to speak and vote at a general meeting of the Company unless such Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration.

The Proposed Amendments and the adoption of the new MA&A are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be convened (the “AGM”).

A circular of the AGM containing, among other things, further details of the Proposed Amendments and the adoption of the New M&AA and, together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 31 March 2022

*As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Chan Man Fai Joe (Chairman) and Ms. Cheung Wai Shuen,; two non-executive Directors, namely Mr. Yim Kwok Man and Mr. Tsui Wing Tak; and three independent non-executive Directors, namely Dr. Wong Wai Kong, Mr. Lee Chung Ming Eric and Ms. Chan Wah Man Carman.*