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**THIS CIRCULAR IS IMPORANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer 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 Properties Group (Cayman Islands) Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS RELATING TO  
RE-ELECTION OF RETIRING DIRECTORS;  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
PROPOSED CHANGE OF COMPANY NAME;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Star Properties Group (Cayman Islands) Limited to be held at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on 21 May 2021, at 3:00 p.m., at which a number of matters including the above proposals will be considered, is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

20 April 2021

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 21 May 2021 at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 of this circular
“Announcement”	the announcement of the Company dated 31 March 2021 in relation to the Proposed Change of Company Name
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Cayman Companies Law”	The Companies Law (2013 Revision) of the Cayman Islands, Cap. 22 (Law 3 of 1961) as amended, supplemented or otherwise modified from time to time
“Close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Star Properties Group (Cayman Islands) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 7 in the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	15 April 2021, being the latest practicable date prior to the despatch of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “Star Properties Group (Cayman Islands) Limited” to “Star Group Company Limited” and the Chinese name of the Company from “星星地產集團(開曼群島)有限公司” to “星星集團有限公司”
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 8 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Chan Man Fai Joe (*Chairman*)  
Cheung Wai Shuen  
Liu Hon Wai  
Pong Kam Keung

*Registered Office:*

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

*Non-executive Directors:*

Yim Kwok Man

*Head Office and Principal Place of  
Business in Hong Kong:*

11/F, TG Place,  
No.10 Shing Yip Street,  
Kwun Tong,  
Kowloon, Hong Kong

*Independent Non-executive Directors:*

Lee Chung Ming Eric  
Chan Wah Man Carman  
Wong Wai Kong

20 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS RELATING TO  
RE-ELECTION OF RETIRING DIRECTORS;  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
AND PROPOSED CHANGE OF COMPANY NAME;**

#### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with the AGM Notice and the following proposals to be put forward at the AGM: (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate; and (iii) further information on the Proposed Change of Company Name after the Announcement.

#### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 111 of Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to article 108.

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## LETTER FROM THE BOARD

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In accordance with article 108 of Articles of Association, at each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third will retire from the office. The retiring Directors will be eligible for re-election. Accordingly, Mr. Chan Man Fai Joe, Ms. Cheung Wai Shuen and Mr. Liu Hon Wai shall retire at the AGM and, being eligible, have offered themselves for re-election.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **3. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

The purposes of the general mandates were to enable the Directors to issue additional Shares and to repurchase Shares should the need arise. Ordinary resolutions will be proposed at the AGM for approval of, amongst others, the Issue Mandate and the Repurchase Mandate in order to give to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the number of issued shares of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the issued shares of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, the number of Shares in issue is 641,498,000 Shares. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 128,299,600 new Shares (assuming there is no change of the number of issued Shares after the Latest Practicable Date and up to the passing of the relevant resolution at the AGM).

The Directors have no present intention to exercise the general mandates to issue Shares and to repurchase Shares of the Company. An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

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## LETTER FROM THE BOARD

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### 4. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Star Properties Group (Cayman Islands) Limited” to “Star Group Company Limited” and the Chinese name of the Company from “星星地產集團(開曼群島)有限公司” to “星星集團有限公司”, subject to the condition as set out in the paragraph headed “Condition for the Proposed Change of Company Name” below.

#### 4.1 CONDITION FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Proposed Change of Company Name at the forthcoming annual general meeting of the Company (the “**AGM**”); and

the approval of the Registrar of Companies in the Cayman Islands in relation to the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

The relevant filings of the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the forthcoming AGM to be held by the Company. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names for trading in the shares of the Company (the “**Shares**”) will also be changed after the Proposed Change of Company Name becomes effective.

#### 4.2 REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board evaluates from time to time the business strategies of the Group. It is not only dedicated to develop the Group’s existing core businesses but is also dynamic in value creation through diversification and expansion into new business area.

On 22 October 2020, the Company has completed a very substantial acquisition to acquire an established brand, namely, “Metropolitan” brand together with its underlying investment properties and businesses (“**VSA**”). After the completion of VSA, the Company is principally engaged in property development and property investment for sale, rental or capital appreciation, provision of property management services; provision of finance; and operation of various lifestyle businesses under “Metropolitan” brand. Besides, the Company has commenced its provision of construction and fitting out works businesses during the year.

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## **LETTER FROM THE BOARD**

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With further development and expansion of the business scope of the Group, the Board considers that the Proposed Change of Company Name will provide the Company with a more appropriate corporate identity and strategic direction. As such, the Board considers that the proposed new name of the Company will better reflect the current status of the Group's business development and its direction of future strategic business development, and provide the Company with a fresh corporate image and identity which will benefit the Company's future development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **4.3 EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name become effective, any further issue of share certificates thereafter will bear the new name of the company and the securities of the Company will be traded on the Stock Exchange under the new name. In addition, after the Proposed Change of Company Name becomes effective, the Company will change the English and Chinese stock short names accordingly, subject to the confirmation of the Stock Exchange. The Company will make further announcement(s) on the Proposed Change of Company Name as soon as practicable after the Proposed Change of Company Name has become effective and will announce the change of the stock short name following the Proposed Change of Company Name. The stock code of the Company will remain as "1560".

## **6. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed during the following periods for the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 13 May 2021 to Friday, 21 May 2021 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 May 2021.



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## LETTER FROM THE BOARD

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### 7. AGM

A notice convening the AGM to be held at 3:00 p.m. on Friday, 21 May 2021 at 11/F, TG Place, No.10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

### 8. FORM OF PROXY

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

### 9. VOTING BY POLL

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The Chairman of the AGM will request for voting by poll on all the proposed resolutions. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the above meeting.

### 10. 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.

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## LETTER FROM THE BOARD

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### 11. RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I (details of Directors standing for re-election) and Appendix II (explanatory statement) to this circular.

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 Properties Group (Cayman Islands) Limited**  
**Chan Man Fai Joe**  
*Chairman*

The particulars of the Directors who are subject to re-election at the AGM and which are required to be disclosed by the Listing Rules are set out below:

**(1) Mr. Chan Man Fai Joe (陳文輝) – Executive Director, Chairman and Chief Executive Officer**

Mr. Chan Man Fai Joe, aged 62, is an executive Director of the Company since 14 March 2016. He is also the chairman, chief executive officer and one of the controlling shareholders of the Company. Mr. Chan is also the chairman of the nomination committee and executive committee. He is also a member of the remuneration committee and the risk control committee focusing on business risk. Mr. Chan is primarily responsible for the overall management, strategic planning, business strategies and corporate development of the Group. Mr. Chan has over 38 years of advisory and trading experience at leading financial institutions and has extensive experience in the property market. Mr. Chan plays an instrumental role in defining our investment strategies and capital and strategic development. His years of experience in securities and financial sectors as well as the property market have enabled him to develop insights in the macro economic environment and the market trend which may help the Group identify themes and opportunities in the marketplace. Mr. Chan has undertaken to devote sufficient time and attention to the overall management, strategic planning and corporate development of the Group. Mr. Chan received his degree of Bachelor of Social Sciences from The University of Hong Kong in November 1982 and his degree in Master of Business Administration from The Wharton School, University of Pennsylvania, U.S. in May 1987. Mr. Chan did not hold any other directorships in listed public companies in the last three years. Save as disclosed, Mr. Chan did not hold any other directorships in listed public companies in the last three years.

Mr. Chan has entered into an executive Director's service agreement with the Company in respect of his appointment as its executive Director for an initial term of 3 years commencing on 14 July 2019. Mr. Chan is entitled to receive emoluments (including salaries, housing allowance, retirement benefit scheme contributions and bonuses), amounting to HK\$7,533,000 for the year ended 31 December 2020, which was determined by the Board with recommendation made by the remuneration committee with reference to his job duties and responsibility and prevailing market rate together with discretionary bonus based on his performance. Either Mr. Chan or the relevant member of the Group may terminate the service agreement by giving the other party not less than three months' notice in writing.

As at the Latest Practicable Date, Mr. Chan has an interest in 440,640,800 Shares, among them, 432,140,800 Shares was held by Star Properties Holdings (BVI) Limited which is wholly-owned by Mr. Chan. Mr. Chan also has an interest in share options of the Company to subscribe for 10,000,000 Shares; and has an interest in convertible bonds issued by the Company on 22 October 2020 which when exercised in full at the conversion price of HK\$0.50 per conversion share, a maximum of 836,000,000 Shares will be issued, via Metropolitan Lifestyle (BVI) Limited which is indirectly wholly-owned by Mr. Chan. Save as disclosed, Mr. Chan did not have other interest which was required to notify to the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and there is no other information in relation to Mr. Chan which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders in connection with Mr. Chan's re-election as a Director.

**(2) Ms. Cheung Wai Shuen (張慧璇) – Executive Director**

Ms. Cheung Wai Shuen (張慧璇), aged 45, is an executive Director and company secretary of the Company since 14 March 2016. Ms. Cheung is also a member of the executive committee and risk control committee focusing on business risk. Ms. Cheung is primarily responsible for the financial management, company secretarial matters, internal control related matters and administration of the Group. Ms. Cheung had been the company secretary of members of the Group and the finance & corporate planning managing Director of Star Properties (H.K.) Limited (“**Star Properties**”) since November 2010 and October 2014 respectively. Ms. Cheung has over 19 years of financial and regulated activities experience. Ms. Cheung is currently a registered representative of type 4 activities (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities with the Securities and Futures Commission. Ms. Cheung is a fellow of The Institute of Chartered Secretaries and Administrators and admitted associate of The Hong Kong Institute of Chartered Secretaries.

Ms. Cheung graduated with a degree in Bachelor of Business Administration (Honours) in Finance from Hong Kong Baptist University in December 1998 and obtained the degree in Master of Corporate Governance, from Hong Kong Polytechnic University in October 2013. Ms. Cheung did not hold any other directorships in listed public companies in the last three years.

Ms. Cheung has entered into an executive Director's service agreement with the Company in respect of her appointment as its executive Director for an initial term of 3 years commencing on 14 July 2019. Ms. Cheung is entitled to receive emoluments (including salaries, bonuses and retirement benefit scheme contributions), amounting to HK\$2,938,000 for the year ended 31 December 2020, which was determined by the Board with recommendation made by the remuneration committee with reference to her job duties and responsibility and prevailing market rate together with discretionary bonus based on her performance. Either Ms. Cheung or the relevant member of the Group may terminate the service agreement by giving the other party not less than three months' notice in writing.

As at the Latest Practicable Date, Ms. Cheung has an interest in 300,000 Share and an interest in share options of the Company to subscribe for 2,300,000 Shares within the meaning of Part XV of the SFO. Save as disclosed, Ms. Cheung did not have other interest which was required to notify to the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Cheung does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and there is no other information in relation to Ms. Cheung which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders in connection with Ms. Cheung's re-election as a Director.

**(3) Mr. Liu Hon Wai (廖漢威) – Executive Director**

Mr. Liu Hon Wai, aged 54, is an executive Director of the Company since 14 March 2016. Mr. Liu is a member of the executive committee. Mr. Liu is the head of sales and marketing and is primarily responsible for the marketing and sales management of the Group. Mr. Liu has been a managing Director of Star Properties since September 2015. Mr. Liu has over 25 years of experience in the property market especially in sales and marketing of properties. Mr. Liu was consecutively awarded with Ten Million Supervisor in Centaline Property Agency Limited from 1995 to 1999 and Ten Million Manager in 2000. He was also a lion member and golden lion member of the Centaline Eagle Club from 1995 to 2000. Mr. Liu passed the qualifying examination for estate agents under the Estate Agents Authority of Hong Kong in April 1999. Mr. Liu graduated with a Bachelor of Social Work degree from The University of Hong Kong in December 1989. Save as disclosed, Mr. Liu did not hold any other directorships in listed public companies in the last three years.

Mr. Liu has entered into an executive Director's service agreement with the Company in respect of his appointment as its executive Director for an initial term of 3 years commencing on 14 July 2019. Mr. Liu is entitled to receive emoluments (including salaries, commissions, bonuses and retirement benefit scheme contributions), amounting to HK\$1,549,000 for the year ended 31 December 2020, which was determined by the Board with recommendation made by the remuneration committee with reference to his job duties and responsibility and prevailing market rate together with discretionary bonus based on his performance. Either Mr. Liu or the relevant member of the Group may terminate the service agreement by giving the other party not less than three months' notice in writing.

As at the Latest Practicable Date, Mr. Liu has an interest in share options of the Company to subscribe for 2,000,000 Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Liu did not have other interest which was required to notify to the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and there is no other information in relation to Mr. Liu which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any matters which need to be brought to the attention of the Shareholders in connection with Mr. Liu's re-election as a Director.

Save as disclosed herein, as at the Latest Practicable Date, none of the above Directors has any interests in Shares within the meaning of Part XV of the SFO; nor holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; nor hold any other positions with the Group.

Save as disclosed herein, as at the Latest Practicable Date, none of the above Directors has any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This is an explanatory statement to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

The intention of this explanatory statement is to provide Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate, and sets out information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 641,498,000 Shares of nominal value of HK\$0.01 each. Subject to the passing of the resolution granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 64,149,800 Shares representing 10% of the number of issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **REASONS FOR REPURCHASE MANDATE**

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution no.8 set out in the notice of AGM is passed would be beneficial to the Company and the Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are being traded at a discount to their underlying value, the ability of the Company to repurchase Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **SOURCE OF FUNDS FOR REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be funded legally available for such purpose in accordance with its memorandum of association and Articles of Association and the applicable laws of the Cayman Islands. Such funds include but are not limited to the Company's profits available for distribution.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**IMPORT ON WORKING CAPITAL OR GEARING LEVEL**

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

**UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, presently intend to sell any Shares to the Company upon an exercise of the Repurchase Mandate in the event that the latter is granted by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that Repurchase Mandate is granted by the Shareholders.

**EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeover Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Name of substantial Shareholder	Number of issue Shares interested	Approximately % of issued share capital as at the Latest Practicable Date	Approximately % of issued share capital if Repurchase Mandate is exercised in full
Mr. Chan Man Fai Joe	8,500,000 <sup>Note 1</sup>	1.33%	1.47%
Star Properties Holdings (BVI) Limited <sup>Note 2</sup>	432,140,800 <sup>Note 1</sup>	67.36%	74.85%
	<u>440,640,800</u>	<u>68.69%</u>	<u>76.32%</u>
Mr. Lam Kin Kok	1,408,000 <sup>Note 1</sup>	0.22%	0.24%
Eagle Trend (BVI) Limited <sup>Note 3</sup>	38,259,200 <sup>Note 1</sup>	5.96%	6.63%
	<u>39,667,000</u>	<u>6.18%</u>	<u>6.87%</u>

*Notes:*

- All the interest stated above represents long positions.
- Star Properties Holdings (BVI) Limited is an investment holding company incorporated on 3 March 2016 in the British Virgin Islands with limited liability and 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 all shares in which Star Properties Holdings (BVI) Limited is interested.
- Eagle Trend (BVI) Limited is an investment holding company incorporated on 29 February 2016 in the British Virgin Islands with limited liability and is wholly-owned by Mr. Lam Kin Kok. By virtue of the SFO, Mr. Lam Kin Kok is deemed to be interested in all shares in which Eagle Trend (BVI) Limited is interested.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to exercise in full the power to repurchase shares proposed to be granted pursuant to the Repurchase Mandate. The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.



The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARES REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

**MARKET PRICE**

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during each of the previous twelve months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
April	0.475	0.435
May	0.475	0.43
June	0.46	0.42
July	0.425	0.39
August	0.50	0.385
September	0.50	0.435
October	0.455	0.41
November	0.415	0.395
December	0.41	0.40
<b>2021</b>		
January	0.43	0.40
February	0.47	0.43
March	0.48	0.445
April (up to the Latest Practicable Date)	0.44	0.42

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Star Properties Group (Cayman Islands) Limited (the “Company”) will be held at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on 21 May 2021, Friday, at 3:00 p.m. for the purpose of transacting the following business:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2020.
2. To re-elect Mr. Chan Man Fai Joe as an executive director.
3. To re-elect Ms. Cheung Wai Shuen as an executive director.
4. To re-elect Mr. Liu Hon Wai as an executive director.
5. To authorize the board (the “Board”) of directors (the “Directors”) to fix the remuneration of the directors.
6. To re-appoint BDO Limited as auditors and to authorise the Board to fix their remuneration.

To consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

7. “**THAT:**
  - (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraphs (A) and (B) above, otherwise than pursuant to (i) a rights issue; (ii) the exercise of the subscription rights under warrants issued otherwise than pursuant to this resolution; (iii) the exercise of the subscription rights under the share option scheme of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company; shall not exceed 20% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company; or
- (ii) the expiration of the period within which the next AGM of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. “THAT:

- (A) subject to paragraph (C) of this resolution below, a general mandate for the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company; or
- (ii) the expiration of the period within which the next AGM of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. “**THAT** conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general mandate referred to in resolution 7 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandate referred to in resolution 8 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of the passing of this resolution.”

### SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass, with or without amendments, the following resolutions as special resolutions of the Company:

10. “**THAT** the English name of the Company be changed from “Star Properties Group (Cayman Islands) Limited” to “Star Group Company Limited” and the Chinese name of the Company from “星星地產集團(開曼群島)有限公司” to “星星集團有限公司”; and that any of the directors of the Company be and is hereby authorised generally to do all such acts and things and sign or execute all documents or make such arrangements as he/she may, in his/ her absolute discretion, consider necessary or expedient to give effect to such change of name of the Company.”

For and on behalf of the Board  
**Star Properties Group (Cayman Islands) Limited**  
**Chan Man Fai Joe**  
*Chairman*

Hong Kong, 20 April 2021

*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 Mr. Pong Kam Keung; one non-executive Directors, 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.*

*Notes:*

1. For the purpose of determining shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 13 May 2021 to Friday, 21 May 2021 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 May 2021.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
4. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time fixed for holding the annual general meeting or any adjournment of such meeting.
5. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 9:00 a.m. and before the above AGM time on the AGM date, the AGM will be postponed. The Company will post an announcement on the Company's website [www.starproperties.com.hk](http://www.starproperties.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting as soon as practicable.
6. Please refer to the circular of the Company dated 20 April 2021 for the details of the retiring Directors subject to re-election at the AGM.