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SINOSTAR

中國華星

China Sinostar Group Company Limited
中國華星集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 485)

**CONNECTED TRANSACTION
PROPOSED AMENDMENTS TO
THE TERMS AND CONDITIONS OF
THE 2017 CONVERTIBLE BONDS
NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of the shareholders of China Sinostar Group Company Limited (the “**Company**”) will be held at Tang Room II, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Friday, 8 September 2017 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, pass with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the amendment deed dated 4 August 2017 (“**Amendment Deed**”) entered into between the Company and Lushan Investment Holdings Limited in relation to the convertible bond issued by the Company on 30 July 2014 in an outstanding principal amount of HK\$75,000,000 (the “**2017 Convertible Bonds**”) (a copy of the Amendment Deed having been produced to the SGM and marked “A” and initial by the chairman of the SGM for the purpose of identification) to, among others, (i) extend the maturity date of the 2017 Convertible Bonds from 30 July 2017 to 30 October 2017; and (ii) extend the expiry date of the conversion period of the 2017 Convertible Bonds to 30 October 2017, being the extended maturity date, and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) subject to the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Conversion Shares (as defined below), the grant of specific mandate to authorise the directors of the Company (“**Directors**”) to issue and allot new shares with a nominal value of HK\$0.01 each in the Company (“**Conversion Shares**”) upon exercise of the conversion rights attaching to the 2017 Convertible Bonds be and is hereby approved and any one or more of the Directors be and is/are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the 2017 Convertible Bonds (as supplemented and revised by the Amendment Deed); and
- (c) subject to the Stock Exchange consenting to the alteration to the terms and conditions of the 2017 Convertible Bonds pursuant to the Amendment Deed, any one or more of Directors of the Company be and is/are hereby authorised to exercise all the powers of the Company and take all steps as might in his/their opinion be desirable, necessary or expedient to give effect to or in connection with the Amendment Deed, the Proposed Amendments and the transactions contemplated thereunder including without limitation to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the 2017 Convertible Bonds and taking of all necessary actions to implement the transactions contemplated under the Amendment Deed.”

By order of the Board
China Sinostar Group Company Limited
Wang Jing
Chairman

Hong Kong, 22 August 2017

Principal place of business:
Rooms 05-15, 13A/F.,
South Tower, World Finance Centre,
Harbour City,
17 Canton Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. 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 seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the SGM or any adjourned meeting should you so wish.

As at the date of this announcement, the Board comprises Mr. Wang Jing, Mr. Wang Xing Qiao and Mr. Zhao Shuang as executive Directors; and Mr. Wang Ping, Mr. Cheng Tai Kwan Sunny and Mr. Song Wenke as independent non-executive Directors.