Star Group Asia Limited
星 星 集 團 亞 洲 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1560)

PROPOSED SHARE CONSOLIDATION

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The Board proposes to implement the Share Consolidation on the basis that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

As at the date of this announcement, the authorised share capital of the Company is HK$10,000,000 divided into 1,000,000,000 Existing Shares of par value of HK$0.01 each. Assuming no further Shares will be issued or repurchased from the date of this announcement up to the date of the EGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company will remain at HK$10,000,000 but will be divided into 100,000,000 Consolidated Shares of par value of HK$0.10 each.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the Share Consolidation, together with a notice convening the EGM and proxy form for the EGM, is expected to be despatched to the Shareholders on or before Thursday, 24 September 2026.

Shareholders and potential investors of the Company should take note that the Share Consolidation is conditional upon the satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation" in this announcement. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED SHARE CONSOLIDATION

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Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$10,000,000 divided into 1,000,000,000 Existing Shares of par value of HK$0.01 each. Assuming no further Shares will be issued or repurchased from the date of this announcement up to the date of the EGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company will remain at HK$10,000,000 but will be divided into 100,000,000 Consolidated Shares of par value of HK$0.10 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

(i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

(ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

(iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is currently expected to be on Wednesday, 14 October 2026.

Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Board lot size

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in the board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will continue to be 2,000 Consolidated Shares.

Based on the closing price of HK$0.34 per Existing Share (equivalent to the theoretical closing price of HK$3.40 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the value of each existing board lot of the Existing Shares is HK$680 and the estimated theoretical value of each board lot of the Consolidated Shares would be HK$6,800 assuming that the Share Consolidation becomes effective.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited has further stated that (i) the market price of the shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; (ii) the Company should select a new board lot for consolidated shares from the specific set of 8 options: 1, 50, 100, 500, 1,000, 2,000, 5,000, and 10,000 share(s); and (iii) the expected board lot value should be greater than HK$1,000, taking into account the minimum transaction costs for a securities trade.

The Shares have been traded at a price level of around HK$0.10 for most of the time during the past twelve months immediately preceding the date of this announcement, with an average closing price of approximately HK$0.140, which is considered as trading close to extremity under the Guide. While the Shares have recently traded at a higher price level compared to certain periods during the past twelve months immediately preceding the date of this announcement, the Company is not aware of any particular reasons for such increase and cannot assure that such trading level will be sustained in the future. During the past twelve months immediately preceding the date of this announcement, the closing price of the Existing Shares ranged between HK$0.105 per Existing Share, being the closing price on 13 November 2025, and HK$0.445 per Existing Share, being the closing price on 20 August 2026, with an average closing price of approximately HK$0.140 per Existing Share during such period. Based on the existing board lot size of 2,000 Existing Shares, the corresponding board lot value ranged from HK$210 to HK$890, with an average board lot value of approximately HK$288. In addition, based on the existing board lot size and the closing price of HK$0.34 per Existing Share as at the date of this announcement, the existing board lot value is HK$680, which is less than HK$1,000.

The Board considers that the Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. The Board further considers that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company.

The Company has considered alternative ratios for the Share Consolidation with reference to the historical trading prices and market performance of the Shares. The Board notes that the lowest closing price of the Shares during the past twelve months immediately preceding the date of this announcement was HK$0.105 per Existing Share. Having considered the historical volatility and trading range of the Shares, the Board is of the view that adopting a lower consolidation ratio may not result in a sufficiently meaningful increase in the trading price of the Shares and may provide only a limited buffer against future market fluctuations. Accordingly, the Board believes that the proposed Share Consolidation would provide an appropriate increase in the trading price of the Shares and reduce the likelihood that the Company may need to undertake further share consolidation exercises in the foreseeable future, which could otherwise result in additional professional fees and administrative expenses being incurred by the Company.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company. The Board believes that the Share Consolidation will not result in change in the proportionate interest or relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

As at the date of this announcement, the Company has no intention to carry out other corporate actions or arrangements which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. However, the Board cannot rule out the possibility that the Company may conduct further debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on Odd Lots Trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the matching service will be provided in the circular of the Company to be despatched to the Shareholders.

Shareholders holding odd lots of the Consolidated Shares (if any) should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free Exchange of Share Certificates for the Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may during the period from Wednesday, 14 October 2026 to 4:30 p.m. on Friday, 20 November 2026 (both days inclusive) submit existing share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for exchange for new share certificates in the colour of dark blue for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Wednesday, 18 November 2026, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Other securities of the Company

As at the date of this announcement, the Company has 45,650,000 Share Options outstanding. Under the terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of Shares subject to the Share Options so far as unexercised and/or the exercise price. The Company will make further announcement(s) on any adjustment(s) of the outstanding Share Options of the Company as and when appropriate.

As at the date of this announcement, the Company has an available scheme mandate limit of 17,507,400 options which may be granted under the share option scheme adopted on 27 June 2016 pursuant to the refreshment on 26 January 2021. Upon the Share Consolidation becoming effective, the number of options available for grant under the scheme mandate limit would be 1,750,740 options.

Also, as at the date of this announcement, the Company has outstanding convertible bonds in a principal amount of HK$418,000,000. Assuming full conversion of such convertible bonds, an aggregate of 836,000,000 conversion Shares may be allotted and issued by the Company upon exercise of the conversion rights attaching to the convertible bonds in full. The Share Consolidation may cause adjustments to the conversion price of convertible bonds and/or the maximum number of consolidated Shares that will be issued upon conversion. The Company will make further announcement(s) on any adjustment(s) of the outstanding convertible bonds of the Company as and when appropriate.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into any Shares as at the date of this announcement.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation will be fulfilled or otherwise waived, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Events	Time and Date
Expected despatch date of circular in relation to the Share Consolidation with notice of EGM and proxy form for EGM	or before Thursday, 24 September 2026
Latest time for lodging transfer documents to qualify for attendance and voting at the EGM	4:30 p.m. on Friday, 2 October 2026
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Monday, 5 October to Monday, 12 October 2026 (both dates inclusive)
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to time of the EGM)	11:00 a.m. on Saturday, 10 October 2026
Record date of the EGM	Monday, 12 October 2026
Expected date and time of the EGM to approve the Share Consolidation	11:00 a.m. on Monday, 12 October 2026
Publication of announcement on poll results of the EGM	Monday, 12 October 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this announcement and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.

Effective date of Share Consolidation	Wednesday, 14 October 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 14 October 2026
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 14 October 2026
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 14 October 2026

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens .... 9:00 a.m. on Wednesday, 14 October 2026

Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens .... 9:00 a.m. on Thursday, 29 October 2026

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences .... 9:00 a.m. on Thursday, 29 October 2026

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .... 9:00 a.m. on Thursday, 29 October 2026

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .... 4:00 p.m. on Wednesday, 18 November 2026

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes .... 4:10 p.m. on Wednesday, 18 November 2026

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends .... 4:10 p.m. on Wednesday, 18 November 2026

Last day and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares .... 4:30 p.m. on Friday, 20 November 2026

All times and dates in this announcement refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the Share Consolidation, together with a notice convening the EGM and proxy form for the EGM, is expected to be despatched to the Shareholders on or before Thursday, 24 September 2026.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation, and therefore no Shareholder is required to abstain from voting on the proposed resolution(s) to consider and approve the Share Consolidation at the EGM.

Shareholders and potential investors of the Company should take note that the Share Consolidation is conditional upon the satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation" in this announcement. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITION

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Board"	the board of directors of the Company
"Business Day(s)"	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	Star Group Asia Limited (Stock Code: 1560), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange

"Consolidated Share(s)"	ordinary share(s) of par value of HK$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective
"Director(s)"	director(s) of the Company
"EGM"	an extraordinary general meeting of the Company to be convened and held at which resolutions will be proposed to consider, and, if thought fit, to approve the Share Consolidation
"Existing Share(s)"	ordinary share(s) of par value of HK$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
"General Rules of HKSCC"	the terms and conditions regulating the use of HKSCC, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Share(s)"	the Existing Share(s) or the Consolidated Share(s) (as the context may require)
"Share Consolidation"	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK$0.01 each into one (1) Consolidated Share of par value of HK$0.10 each

"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"trading day(s)"	means a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time

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

Hong Kong, 10 September 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chan Man Fai Joe (Chairman and chief executive officer) and Ms. Cheung Wai Shuen; one non-executive Director, namely Mr. Tsui Wing Tak; and three independent non-executive Directors, namely Mr. Leung Ka Tin, Mr. Mong Cheuk Wai and Mr. Hong Sze Lung.