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**耀星科技集团**

BRIGHTSTAR TECHNOLOGY GROUP CO., LTD

**BRIGHTSTAR TECHNOLOGY GROUP CO., LTD**

**耀星科技集團股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8446)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Brightstar Technology Group Co., Ltd (the “**Company**”) will be held at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 16 June 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditors of the Company for the year ended 31 December 2025;
2. To re-elect the following persons as the Directors:
  - a. Mr. Cui Hai Bin as an executive Director; and
  - b. Mr. Ji Gui Bao as an independent non-executive Director,
3. To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors;
4. To re-appoint Zhonghui Anda CPA Limited as the Auditor and to authorise the Board to fix their remuneration;

5. “THAT

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued share(s) of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options, including bonds and warrants to subscribe for Shares and/or to sell or transfer treasury shares (has the meaning ascribed there to under the GEM Listing Rules and as amended from time to time) of the Company (the “**Treasury Shares**”) and debentures convertible into Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares (including the Treasury Shares out of treasury) allotted, or dealt with issued or dealt with or agreed conditionally or unconditionally to be allotted, issued (whether pursuant to options or otherwise) and Treasury Shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of Shares or right to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any convertible notes or warrants of the Company or any securities which are convertible into or exchange for or carry rights to subscribe for Shares (excluding Treasury Shares), shall not exceed the aggregate of:
  - (aa) 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this Resolution; and

(bb) if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding any Treasury Shares) as at the date immediately before and after such consolidation and subdivision shall be the same, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. **“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all powers of the Company to buy back issued Shares, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) 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 (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares as at the date immediately before and after such consolidation and subdivision shall be the same and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) immediately following the Share Consolidation becoming effective,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by adding to the number of Shares (including any sale or transfer of Treasury Shares out of treasury) which may be allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with or agreed conditionally or unconditionally to be sold or transferred by the directors pursuant to such general mandate of the total number of Shares bought back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of added Shares shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing this resolution.”

8. **“THAT**

- (a) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to any share options that may be exercised under the share option scheme of the Company (the terms of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the **“2026 Share Option Scheme”**), the 2026 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised, (i) to grant share options and share awards in accordance with the rules of the Share Scheme; (ii) to allot, issue, and deal with (including any transfer of treasury shares of the Company) from time to time such number of award shares as may be required to be issued pursuant to the exercise of the options and awards under the Share Scheme; (iii) to administer the Share Scheme; (iv) to modify and/or amend the Share Scheme from time to time provided that such modification or amendment is effected in accordance with the terms of the Share Scheme and subject to the Listing Rules; and (v) to do such acts and things and enter into such transactions, arrangements and agreements as the Directors may in their sole discretion consider necessary, desirable or expedient in order to give full effect to and implement the 2026 Share Option Scheme;
- (b) the total number of Shares which may be issued (including any transfer of treasury shares of the Company) in respect of all options to be granted under the 2026 Share Option Scheme and any other share schemes of the Company as may from time to time be adopted by the Company shall not exceed such number of Shares as equals 10% of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution; and
- (c) the existing share option scheme adopted by the Company on 19 May 2017 be and is hereby terminated with effect from the adoption of the 2026 Share Option Scheme.

**SPECIAL RESOLUTION**

9. To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT:**

- (a) the proposed amendments to the existing second amended and restated memorandum of association and articles of association of the Company (the **“Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 30 April 2026, be and are hereby approved;

- (b) the third amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**New M&A**”), a copy of which has been produced to this meeting marked “**B**” and initialled by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated memorandum of association and articles of association of the Company with immediate effect from the conclusion of the meeting; and
- (c) any one of the Directors or the company secretary of the Company be and is hereby authorized to do all such acts and things necessary to effect and record the adoption of the New M&A.”

By order of the Board  
**Brightstar Technology Group Co., Ltd**  
**Cui Hai Bin**  
*Chairman and Executive Director*

Hong Kong, 30 April 2026

***Registered office:***

Windward 3, Regatta Office Park  
P.O. Box 1350 Grand Cayman  
KY1-1108 Cayman Islands

***Head office and principal place of***

***business in Hong Kong***  
Unit D2, 5/F,  
Hoi Bun Industrial Building  
6 Wing Yip Street, Kwun Tong,  
Kowloon Hong Kong

***Notes:***

1. A form of proxy for use at the AGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at 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, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish. In the event of a member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.
4. For the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents accompanied by the relevant share certificates must be lodged with 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 registration not later than 4:30 p.m. on Wednesday, 10 June 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is on Tuesday, 16 June 2026.
5. In the case of joint holders of shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolution at the AGM will be conducted by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

*As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Cui Hai Bin, Mr. Yeung Ho Ting Dennis and Ms. Zhang Yan Ling; and three independent non-executive Directors, namely, Ms. Jiang Yu E, Mr. Ji Gui Bao and Mr. Chen Zhipeng.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.*

*This notice will remain on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.intechproductions.com](http://www.intechproductions.com).*