



## SINOSTAR PEC HOLDINGS LIMITED

(Company Registration Number: 200609833N)

(Incorporated in the Republic of Singapore)

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### THE PROPOSED RESTRUCTURING OF THE GROUP INVOLVING THE PROPOSED DISPOSAL OF QIANHAI RELI AND THE PROPOSED ACQUISITION OF DONGMING QIANHAI

#### — COMPLETION OF THE PROPOSED RESTRUCTURING

#### — ENTRY INTO A SUPPLEMENTAL AGREEMENT TO THE DONGMING QIANHAI SPA

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## 1. INTRODUCTION

The Board of Directors (the “**Board**”) of Sinostar PEC Holdings Limited (the “**Company**”) refers to:

- (a) the announcement dated 29 October 2024 made by the Company in relation to, *inter alia*, the proposed restructuring of the Group involving (i) the proposed disposal of 18% of the equity interest in the registered capital of Dongming Qianhai Reli Co., Ltd. (东明前海热力有限公司) (“**Qianhai Reli**”) for a consideration of RMB27,911,000 (the “**Proposed Disposal of Qianhai Reli**”), being an interested person transaction, and (ii) the proposed acquisition of 30% of the equity interest in the registered capital of Dongming Qianhai Petrochemical Co., Ltd. (东明前海化工有限公司) (“**Dongming Qianhai**”) for a consideration of RMB573,598,000 (the “**Dongming Qianhai Purchase Consideration**”) (the “**Proposed Acquisition of Dongming Qianhai**”, together with the Proposed Disposal of Qianhai Reli, the “**Proposed Restructuring**”), being an interested person transaction and a major transaction;
- (b) the circular dated 9 December 2024 (the “**Circular**”) to the Shareholders of the Company in relation to (i) the proposed renounceable non-underwritten rights issue of up to 320,000,000 new ordinary shares in the capital of the Company (the “**Proposed Rights Issue**”), and (ii) the Proposed Restructuring; and
- (c) the announcement dated 24 December 2024 made by the Company in relation to the poll results of the extraordinary general meeting of the Company held on 24 December 2024.

*Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Circular.*

## 2. COMPLETION OF THE PROPOSED RESTRUCTURING

The Board wishes to announce that all Conditions Precedent, as set out in the sale and purchase agreement dated 29 October 2024 entered into between Dongming Qianhai and Shandong Hong Li Yuan Stock Limited Company (山东宏利源股份有限公司) (“**Hong Li Yuan**”) in relation to the Proposed Disposal of Qianhai Reli, and the sale and purchase agreement dated 29 October 2024 entered into between Dongming Hengchang Petrochemical Co., Ltd. (东明恒昌化工有限公司) (“**Dongming Hengchang**”) and Shandong Dongming Petrochem Group Co., Ltd. (山东东明石化

集团有限公司) (“**Dongming Petrochem**”) in relation to the Proposed Acquisition of Dongming Qianhai (the “**Dongming Qianhai SPA**”), have been satisfied. Further, Qianhai Reli and Dongming Qianhai have respectively completed the industrial and commercial registration procedures in respect of the Proposed Disposal of Qianhai Reli and the Proposed Acquisition of Dongming Qianhai. Accordingly, the completion of the Proposed Restructuring has taken place on 30 December 2024 (the “**Completion Date**”).

Following the above, with effect from the Completion Date, Qianhai Reli is 100% held by Hong Li Yuan, and Dongming Qianhai is 100% held by Dongming Hengchang.

### **3. SUPPLEMENTAL AGREEMENT TO THE DONGMING QIANHAI SPA**

As stated in the Circular, the Company proposes to utilise the Net Proceeds raised from the Proposed Rights Issue to pay the second tranche of the Dongming Qianhai Purchase Consideration (being RMB286,799,000), which is anticipated to occur around April 2025. As such, the Board wishes to inform the Shareholders of the Company that Dongming Hengchang and Dongming Petrochem have, on 31 December 2024, entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Dongming Qianhai SPA to amend its terms, on the terms and subject to the conditions set out in the Supplemental Agreement, which relates to the deferred payment of the second tranche of the Dongming Qianhai Purchase Consideration.

Pursuant to the Supplemental Agreement, the second tranche of the Dongming Qianhai Purchase Consideration shall be paid by Dongming Hengchang to Dongming Petrochem by 30 April 2025 (i.e., after the Net Proceeds raised from the Proposed Rights Issue have been received). Save as amended by the Supplemental Agreement, all other terms and conditions of the Dongming Qianhai SPA remain in full force and effect.

A copy of the Supplemental Agreement is available for inspection at the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, during normal business hours for a period of three (3) months from the date of this announcement.

The Company will make subsequent announcements to update Shareholders on material developments regarding the Proposed Restructuring, as necessary or appropriate, in compliance with the Listing Manual.

#### **By Order of the Board**

Li Xiang Ping  
Executive Chairman and CEO  
31 December 2024