
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Technology Industry Group Limited (the “**Company**”), you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the 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 the transferee.

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中国科技产业集团有限公司
CHINA TECHNOLOGY INDUSTRY GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8111)

**PROPOSED CAPITAL REDUCTION OF ISSUED SHARES
AND
SUB-DIVISION OF UNISSUED SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 21/F, Block G, Beichen Huiyuan Building, Chaoyang District, Beijing, the People’s Republic of China on Friday, 2 February 2024 at 11:00 a.m. (Hong Kong time) is set out on pages 11 to 14 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11:00 a.m. (Hong Kong time) on Wednesday, 31 January 2024 or not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its publication and on the website of the Company at www.chinatechindgroup.com.

12 January 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Capital Reduction”	the proposed reduction of the issued share capital of the Company by reducing the par value of each issued Ordinary Share from HK\$0.50 to HK\$0.001 by cancelling the paid up share capital to the extent of HK\$0.499 per issued Ordinary Share
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961), of the Cayman Islands as consolidated and revised
“Company”	China Technology Industry Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM (Stock Code: 8111)
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the Capital Reduction and Sub-division
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“Group”	the Company and its subsidiaries (from time to time)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	8 January 2024, being the latest practicable date prior to the printing of this circular
“Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“New Ordinary Share(s)”	ordinary share(s) with par value of HK\$0.001 each in the share capital of the Company immediately following the Capital Reduction and the Sub-division becoming effective
“Ordinary Share(s)”	ordinary share(s) with par value of HK\$0.50 each in the share capital of the Company prior to the Capital Reduction and the Sub-division becoming effective
“Share(s)”	the ordinary share(s) in the share capital of the Company from time to time
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the proposed sub-division of each authorised but unissued Ordinary Share into 500 authorised but unissued New Ordinary Shares
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the Capital Reduction and the Sub-division is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only.

Event	Time and Date
Latest time for lodging share transfer in order to qualify for attending and voting at the EGM	4:30 p.m. on Monday, 29 January 2024
Closure of register of members for determining the entitlement to attend and vote at the EGM	Tuesday, 30 January 2024 to Friday, 2 February 2024 (both dates inclusive)
Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Wednesday, 31 January 2024
Date and time of the EGM	11:00 a.m. on Friday, 2 February 2024
Announcement of voting results of the EGM	Friday, 2 February 2024

The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reduction and Sub-division and therefore the dates are tentative:

Expected time of the Capital Reduction and the Sub-division	Before 9:00 a.m. on Wednesday, 5 June 2024
Commencement of dealing in the New Ordinary Shares	9:00 a.m. on Wednesday, 5 June 2024
First day of free exchange of existing share certificates for new shares certificates for the New Ordinary Shares	Wednesday, 5 June 2024
Last day for free exchange of existing share certificates for new share certificates for the New Ordinary Share	Tuesday, 9 July 2024

All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

LETTER FROM THE BOARD



中国科技产业集团有限公司
CHINA TECHNOLOGY INDUSTRY GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8111)

Executive Directors:

Huang Bo (Chairman)

Huang Yuanming

Hu Xin

Tse Man Kit Keith

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Cheung Ting Kin

Ma Xingqin

Qiao Wencai

Principal place of business

in Hong Kong:

Suite 704, 7th Floor,

Ocean Centre,

Harbour City, Kowloon,

Hong Kong

12 January 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED CAPITAL REDUCTION OF ISSUED SHARES
AND
SUB-DIVISION OF UNISSUED SHARE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Company dated 2 January 2024 in respect of the proposed capital reduction of issued shares and sub-division of unissued shares. The purpose of this circular is to provide you among other things, details of (i) the Capital Reduction and the Sub-division and (ii) the notice of the EGM to be convened.

LETTER FROM THE BOARD

PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF UNISSUED SHARES

As at the date of the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 1,000,000,000 Ordinary Shares, of which 460,976,684 Ordinary Shares have been issued and are fully paid or credited as fully paid. The Board proposes the Capital Reduction and the Sub-division to be implemented in the following manner:

- (i) the par value of each of the issued Ordinary Shares be reduced from HK\$0.50 to HK\$0.001 per issued Ordinary Share by cancelling the paid up share capital to the extent of HK\$0.499 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of HK\$0.001 each;
- (ii) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate;
- (iii) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Ordinary Shares with par value of HK\$0.50 each be subdivided into 500 authorised but unissued New Ordinary Shares with par value of HK\$0.001 each; and
- (iv) each of the New Ordinary Shares arising from the Capital Reduction and Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

LETTER FROM THE BOARD

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reduction and the Sub-division become effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately after the Capital Reduction and the Sub-division becoming effective
Par value	HK\$0.50 per Ordinary Share	HK\$0.001 per New Ordinary Share
Amount of the authorized share capital	HK\$500,000,000	HK\$500,000,000
Number of authorized shares	1,000,000,000 Ordinary Shares	500,000,000,000 New Ordinary Shares
Amount of the issued share capital	HK\$230,488,342	HK\$460,976.684
Number of issued shares	460,976,684 Ordinary Shares	460,976,684 New Ordinary Shares

The size of each board lot of the New Ordinary Shares will remain the same as that of the Ordinary Shares, being 10,000 New Ordinary Shares per board lot. The New Ordinary Shares will rank *pari passu* in all respects with each other.

As at the Latest Practicable Date, 460,976,684 Ordinary Shares have been issued and are fully paid or credited as fully paid. Assuming that the par value of each of the 460,976,684 issued Ordinary Shares will be reduced from HK\$0.50 to HK\$0.001 per issued Ordinary Share by cancelling the paid up share capital to the extent of HK\$0.499 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of HK\$0.001 each, the Company's existing issued share capital of HK\$230,488,342 will be reduced by HK\$230,027,365.316 to HK\$460,976.684.

Reasons for and Effects of the Capital Reduction and the Sub-division

The proposed Capital Reduction and Sub-division will enable the par value of the Shares to be reduced from HK\$0.50 to HK\$0.001 each. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to the distributable reserve account of the Company which may be utilised by the Directors as a distributable reserve.

LETTER FROM THE BOARD

The Board is of the opinion that the proposed Capital Reduction will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future.

The Board considers that the Capital Reduction and the Sub-division will enable the nominal or par value of the Shares to be reduced from HK\$0.50 to HK\$0.001 each, thus giving greater flexibility to the Company to issue new Shares in the future given that the Company is not permitted, without order of the Court, to issue new Shares below their nominal or par value. It is important for Shareholders to note that, at this stage, there can be no assurance that any dividends will be declared or paid in the future, or that the Company will issue New Ordinary Shares, even if the Capital Reduction and the Sub-division take effect.

The Company intends to conduct further fund raising exercises to improve the financial position of the Company in the coming 12 months should the opportunities arise. However, as at present, the Company has no agreement, arrangement, understanding or negotiation with any parties for any potential fund raising activities.

As such, the Directors are of the view that the Capital Reduction and the Sub-division are in the best interests of the Company and its Shareholders as a whole.

Save for applying the credit arising from the Capital Reduction towards offsetting the accumulated losses of the Company and the expenses to be incurred in relation to the Capital Reduction and the Sub-division, the Directors consider that the Capital Reduction and the Sub-division will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Conditions of the Capital Reduction and the Sub-division

The Capital Reduction and the Sub-division are conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM to be convened and held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Sub-division;
- (ii) an order being made by the Court confirming the Capital Reduction (if applicable);
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (if applicable);

LETTER FROM THE BOARD

- (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction (if applicable); and
- (v) the Listing Committee granting the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Sub-division.

The Capital Reduction and the Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Sub-division at the EGM, the legal advisors to the Company (as to the Cayman Islands Law) will apply to the Court for hearing date(s) to confirm the Capital Reduction (if applicable) and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed (if applicable).

Listing and Dealings

Application will be made to the Listing Committee for the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Sub-division.

The New Ordinary Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Ordinary Shares on the Stock Exchange as well as compliance with the stock admission requirements of the HKSCC, the New Ordinary 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 New Ordinary 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 CCASS and CCASS Operational Procedures in effect from time to time.

Exchange of Certificates for New Ordinary Shares

As the Court hearing date(s) (if applicable) has yet to be fixed, the effective date of the Capital Reduction is not ascertainable at present. Should the Capital Reduction and the Sub-division become effective, Shareholders may submit existing certificates in green colour for the Ordinary Shares to the registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for exchange, at the expense of the Company, within one month from the effective date of the Capital Reduction and the Sub-division, for certificates for the New Ordinary Shares in brown colour. Details of such exchange of share certificates will be announced as soon as the effective date of the Capital Reduction and the Sub-division is ascertained.

LETTER FROM THE BOARD

Thereafter, all existing certificates of the Ordinary Shares will continue to be evidence of title and may 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 Shares submitted for cancellation or each new share certificate issued for the New Ordinary Shares, whichever is higher, but are not acceptable for trading, settlement and registration.

EGM

The EGM will be held at 21/F, Block G, Beichen Huiyuan Building, Chaoyang District, Beijing, the People's Republic of China at 11:00 a.m. (Hong Kong time) on Friday, 2 February 2024 for the Shareholders to consider and, if thought fit, pass a special resolution for approving the proposed Capital Reduction and the Sub-division. All resolutions will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Capital Reduction and the Sub-division, and is required to abstain from voting on the resolutions for approving the proposed Capital Reduction and the Sub-division at the EGM.

The notice of EGM is set out on pages 11 to 14 of this circular.

For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 30 January 2024 to Friday, 2 February 2024 (both dates inclusive) during which period no transfer of the Shares will be registered. In order to be qualified for the entitlement to attend and vote at the EGM, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 29 January 2024.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 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.

RECOMMENDATIONS

The Directors consider that the proposed resolutions in relation to the proposed Capital Reduction and the Sub-division to be put forward at the EGM are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board
China Technology Industry Group Limited
Huang Bo
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



中国科技产业集团有限公司 CHINA TECHNOLOGY INDUSTRY GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8111)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of China Technology Industry Group Limited (the “**Company**”) will be held at 21/F, Block G, Beichen Huiyuan Building, Chaoyang District, Beijing, the People’s Republic of China on Friday, 2 February 2024 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (“**Court**”) (if applicable); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below) (if applicable); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minute approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below) (if applicable); and (iv) The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the New Ordinary Shares (as defined below) arising from the Capital Reduction (as defined below) and the Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (“**Effective Date**”):

- (a) the issued and paid-up share capital of the Company be reduced (“**Capital Reduction**”) by reducing the par value of each existing share with a par value of HK\$0.50 of the Company (“**Existing Ordinary Share**”) in issue on the Effective Date from HK\$0.50 each to HK\$0.001 each by cancelling the paid-up capital to the extent of HK\$0.499 on each Existing Ordinary Share in issue on the Effective Date so that following the Capital Reduction each such issued Existing Ordinary Share with a par value of HK\$0.50 shall be treated as one fully paid-up share with a par value of HK\$0.001 (“**New Ordinary Shares**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Ordinary Shares with a par value of HK\$0.50 be subdivided into 500 unissued New Ordinary Shares with a par value of HK\$0.001 each in the share capital of the Company (“**Sub-division**”);
- (c) immediately following the Capital Reduction and the Sub-Division, the authorised share capital of the Company will be changed from HK\$500,000,000 divided into 1,000,000,000 Existing Ordinary Shares to HK\$500,000,000 divided into 500,000,000,000 New Ordinary Shares;
- (d) the credit arising from the Capital Reduction shall be applied towards offsetting the accumulated deficit of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company (“**Directors**”) as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”)) including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (e) each of the New Ordinary Shares arising from the Capital Reduction and Sub-division shall rank *pari passu* in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Sub-division.”

Yours faithfully

For and on behalf of the Board of

China Technology Industry Group Limited

Huang Bo

Chairman

12 January 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A Shareholder who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.
2. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from 30 January 2024 to 2 February 2024, both days inclusive, during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 29 January 2024.
3. 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 seal or under the hand of an officer or attorney duly authorised.
4. 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 of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11:00 a.m. on Wednesday, 31 January 2024 or not later than 48 hours before the time appointed for any adjourned meeting of the EGM.
5. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
6. In the case of joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. In compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), all resolutions to be proposed at the EGM will be voted by way of poll.
8. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Directors are:

Executive Directors:

Huang Bo (*Chairman*)

Huang Yuanming

Hu Xin

Tse Man Kit Keith

Independent non-executive Directors:

Cheung Ting Kin

Ma Xingqin

Qiao Wencai

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 website of the Company at www.chinatechindgroup.com and the website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting.