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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Saftower International Holding Group Limited** (the “**Company**”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **China Saftower International Holding Group Limited**

### **中國蜀塔國際控股集團有限公司**

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

**(Stock Code: 8623)**

## **PROPOSED SHARE CONSOLIDATION AND NOTICE OF EGM**

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A notice convening an extraordinary general meeting (the “**EGM**”) of the Company to be held on Friday, 5 July 2024 at 1:30 p.m. at No. 9, Huaide Road, Sichuan-Zhejiang Cooperation Industrial Park, Guangyuan Economic and Technological Development Zone, Guangyuan, Sichuan Province, the PRC is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

14 June 2024

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## CHARACTERISTICS OF GEM

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“Announcement”	the announcement of the Company dated 23 May 2024 in relation to the Share Consolidation
“associate”	has the same meaning ascribed to it under the GEM Listing Rules
“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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS 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 from time to time
“Company”	China Saftower International Holding Group Limited (中國蜀塔國際控股集團有限公司), an exempted company incorporated under the laws of Cayman Islands whose issued Shares of which are listed on GEM
“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 5 July 2024 (or any adjournment thereof) for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation
“Existing Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles”	the memorandum and articles of association of the Company, as amended, restated or supplemented from time to time
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.1 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation 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.*

*Save where otherwise specified, all times and dates in this circular refer to Hong Kong local times and dates.*

### Expected timetable

**2024**  
**(Hong Kong time)**

Latest date and time for lodging transfer documents  
in order to qualify for attending and voting at the EGM . . . . . 4:30 p.m. on Tuesday, 2 July

Closure of the register of members for determining the  
entitlement to attend and vote at the EGM (both days inclusive). . . . . From Wednesday,  
3 July to Friday, 5 July

Latest date and time for lodging the proxy forms  
for the EGM . . . . . 1:30 p.m. on Wednesday, 3 July

Expected date and time of the EGM . . . . . 1:30 p.m. on Friday, 5 July

Publication of announcement of poll results of the EGM . . . . . Friday, 5 July

### **The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation**

Effective date of the Share Consolidation . . . . . Wednesday, 10 July

First day for free exchange of existing share certificates  
for new share certificates of the Consolidated Shares. . . . . Wednesday, 10 July

Dealings in the Consolidated Shares commence . . . . . 9:00 a.m. on Wednesday, 10 July

Original counter for trading in Shares in board lots  
of 10,000 Shares (in the form of existing share certificates)  
temporarily closes . . . . . 9:00 a.m. on Wednesday,  
10 July

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## EXPECTED TIMETABLE

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Temporary counter for trading in Consolidated Shares in board lots of 1,000 Shares (in the form of existing share certificates) opens . . . . . 9:00 a.m. on Wednesday, 10 July

Original counter for trading in Consolidated Shares in board lots of 10,000 Shares (in the form of new share certificates for Consolidated Shares) re-opens . . . . . 9:00 a.m. on Wednesday, 24 July

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 Wednesday, 24 July

Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . . 9:00 a.m. on Wednesday, 24 July

Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Tuesday, 13 August 2024

Temporary counter for trading Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on Tuesday, 13 August 2024

Parallel trading in the Consolidated Shares (in form of new share certificate(s) and existing share certificate(s)) ends . . . . . 4:10 p.m. on Tuesday, 13 August 2024

Last date and time for free exchange of share Certificates for the new share certificates of the Consolidated Shares . . . . . 4:00 p.m. on Thursday, 15 August 2024



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LETTER FROM THE BOARD

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**China Saftower International Holding Group Limited**  
**中國蜀塔國際控股集團有限公司**

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

**(Stock Code: 8623)**

*Executive Directors:*

Mr. Dang Fei (*Chairman and  
Chief Executive Officer*)

Mr. Wang Xiaozhong

Ms. Luo Xi

Mr. Li Xia

Ms. Hu Yi

Mr. Wang Yifan

*Independent non-executive Directors:*

Dr. Zuo Xinzhang

Mr. Ma Kaibing

Mr. Li Jian

*Registered office:*

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Principal Place of Business in the PRC:*

No. 9, Huaide Road, Sichuan-Zhejiang

Cooperation Industrial Park,

Guangyuan Economic and

Technological Development Zone,

Guangyuan, Sichuan Province,

the PRC

14 June 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the Announcement in relation to, among other things, the Share Consolidation. The purpose of this circular is to provide you with, among other things, (i) further details of the Share Consolidation; and (ii) a notice convening the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) Existing Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.1 each in the share capital of the Company. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. As none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the EGM.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee granting the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions above, the Share Consolidation will become effective on Wednesday, 10 July 2024.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$40,000,000 divided into 4,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 920,000,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be issued or repurchased from the date of this circular up to the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK\$40,000,000 but will be divided into 400,000,000 Consolidated Shares of par value of HK\$0.1 each, of which 92,000,000 Consolidated Shares will be in issue. The Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Memorandum and Articles.

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## LETTER FROM THE BOARD

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Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that fractional Consolidated Shares (if any) will not be allocated to Shareholders who may otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Reference is made to the announcement of the Company dated 22 May 2024 in relation to the subscription of an aggregate of 184,000,000 Existing Shares by six subscribers at a subscription price of HK\$0.02 per subscription share. In view of the proposed Share Consolidation, on 11 June 2024 (after trading hours), the Company and each of the subscribers entered into a supplemental agreement to the respective subscription agreement, pursuant to which the Company and the respective subscriber agreed to amend, among others, (i) the respective number of subscription shares; and (ii) the subscription price from HK\$0.02 per subscription share to HK\$0.2 per subscription share. As a result, the number of subscription shares agreed to be subscribed by the subscribers become 18,400,000 in aggregate.

Save as disclosed above, as at the Latest Practicable Date, the Company does not have any outstanding derivatives, options, warrants, other securities or conversion rights or other similar right which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

### **NO CHANGE IN BOARD LOT SIZE**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot. Based on the closing price of HK\$0.027 per Existing Share (equivalent to the theoretical closing price of HK\$0.27 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 10,000 Existing Shares is HK\$270; and (ii) the value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,700.

### **REASONS FOR THE SHARE CONSOLIDATION**

Pursuant to Rule 17.76 of the GEM 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” (the “**Guide**”) issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 10 May 2024 has stated that (i) market price of the securities

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## LETTER FROM THE BOARD

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of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous six months up to and including the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
December	0.042	0.034
<b>2024</b>		
January	0.037	0.032
February	0.035	0.030
March	0.032	0.025
April	0.028	0.024
May	0.062	0.020
June (up to the Latest Practicable Date)	0.030	0.025

For the past six months, the share price of the Company has been trading below HK\$0.10, ranging from HK\$0.020 to HK\$0.062 (the board lot value of which ranges from HK\$200 to HK\$620) up to and including the Latest Practicable Date which is less than HK\$2,000.

The Directors consider that the proposed Share Consolidation will increase the board lot value to over HK\$2,000, and would bring about a corresponding upward adjustment in the expected value per board lot. As such, it would enable the Company to comply with the trading requirements under the Listing Rules.

It is believed that the adjusted share price, as a result of the Share Consolidation, would maintain the trading amount for each board lot at a reasonable level and will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of institutional and professional investors and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation will provide greater opportunity for and more flexibility in the Company's possible equity fund-raising in the future.

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## LETTER FROM THE BOARD

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In addition, the Board considers that the Share Consolidation would reduce the number of Existing Shares currently in issue and increase the nominal value of the Shares, and bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange, thus maintaining the trading amount for each board lot at a reasonable level to attract more investors and to broaden the shareholder base of the Company. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. The Directors also believe that the Share Consolidation will provide greater opportunity for, and more flexibility in, the Company's possible equity fund raising in the future. Furthermore, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction cost for each securities trade.

The Board considers that the Share Consolidation is essential to achieve the abovementioned purpose. Taking into account of the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Exchange of share certificates for the Consolidated Shares**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Wednesday, 10 July 2024 until Thursday, 15 August 2024 (both days inclusive), between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the Existing Shares (in blue colour) to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at the expense of the Company, for new share certificates of the Consolidated Shares (in red colour) (on the basis of ten (10) Existing Shares for one (1) Consolidated Share).

Thereafter, 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 the number of certificates cancelled/issued is higher.

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## LETTER FROM THE BOARD

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After 4:10 p.m. on Tuesday, 13 August 2024, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading, and settlement purposes.

### **Application for listing of the Consolidated Shares**

Application will be made by the Company to the GEM Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, 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, under contingent situation, 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming 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.

### **Fractional entitlement to the 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. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

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## LETTER FROM THE BOARD

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Shareholders 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.

### **Odd lots arrangement and matching services**

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. Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers. The Company has appointed Waton Securities International Limited as an agent to provide matching services on a best-efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from 9.00 a.m. on Wednesday, 24 July 2024 to 4:00 p.m. on Tuesday, 13 August 2024 (both days inclusive). Shareholders who wish to take advantage of this service should contact Ms. Hu Yuan of Waton Securities International Limited at telephone number +852 2853 1889 during office hours of such period.

**Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **OTHER CORPORATE ACTIONS AND FUND-RAISING ACTIVITIES IN THE NEXT TWELVE MONTHS**

As at the Latest Practicable Date, save as the subscription of shares by six subscribers as disclosed in the announcement of the Company dated 22 May 2024, the Company has no plan or intention to carry out any further corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. Nevertheless, the Board cannot rule out the possibility that the Company will conduct 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 in this regard in accordance with the GEM Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### 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 regarding 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.

### EGM

A notice convening the EGM to be held at No. 9, Huaide Road, Sichuan-Zhejiang Cooperation Industrial Park, Guangyuan Economic and Technological Development Zone, Guangyuan, Sichuan Province, the PRC on Friday, 5 July 2024 at 1:30 p.m. is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be held for the Shareholders to consider and, if thought fit, pass the resolutions to approve, among other things, the Share Consolidation. In compliance with the GEM Listing Rules, the relevant resolutions will be voted on by way of poll at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Share Consolidation. Accordingly, no Shareholder would be required to abstain from voting on the relevant resolution at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both dates inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and



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## LETTER FROM THE BOARD

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vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, for registration no later than 4:30 p.m. on Tuesday, 2 July 2024.

### RECOMMENDATION

The Directors consider that the Share Consolidation is 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 resolution to be proposed at the EGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**Shareholders and potential investors of the Company should note that the Share Consolidation is subject to the satisfaction of certain conditions precedent and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

By order of the Board  
**China Saftower International Holding Group Limited**  
**Dang Fei**  
*Chairman and Executive Director*

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## NOTICE OF EGM

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# China Saftower International Holding Group Limited 中國蜀塔國際控股集團有限公司

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

(Stock Code: 8623)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China Saftower International Holding Group Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at No. 9, Huaide Road, Sichuan-Zhejiang Cooperation Industrial Park, Guangyuan Economic and Technological Development Zone, Guangyuan, Sichuan Province, the PRC on Friday, 5 July 2024 at 1:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

Unless otherwise specified, capitalised terms defined in the circular dated 14 June 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

#### ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the third Business Day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued shares of par value of HK\$0.01 each (“**Existing Share(s)**”) in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.1 each (the “**Consolidated Share(s)**”), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Board may think fit; and

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## NOTICE OF EGM

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- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute, and deliver all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he/she may consider necessary, desirable, or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board

**China Saftower International Holding Group Limited**

**Dang Fei**

*Chairman and chief executive officer*

Hong Kong, 14 June 2024

*Notes:*

1. For determining shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both days inclusive, during which period no transfer of the Shares will be registered. To be eligible to attend and vote at the Meeting, unregistered holders of the Shares should ensure that all 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 Tuesday, 2 July 2024.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy does not have to be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
3. Where there are joint registered holders of any shares, any one of such joint holders may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders by present at the above Meeting personally or by proxy, that one of the said joint holders, whether in person or by proxy, so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, and (if required by the Board) the 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 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 Meeting or any adjournment thereof.
5. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

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## NOTICE OF EGM

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7. A form of proxy for use at the Meeting is attached herewith.
8. Shareholders or their proxies shall produce documents of their proof of identity when attending the Meeting.
9. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney authorised.
10. If typhoon signal number 8 or above, or a “black” rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at [www.saftower.cn](http://www.saftower.cn) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.