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

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in **CROSSTEC Group Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**CROSSTEC Group Holdings Limited**  
**易緯集團控股有限公司**

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

**(Stock Code: 3893)**

**PROPOSED CAPITAL REDUCTION OF ISSUED SHARES;  
AND  
SUB-DIVISION OF UNISSUED SHARES;  
AND  
CHANGE IN BOARD LOT SIZE;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an EGM of CROSSTEC Group Holdings Limited to be held at Unit 1205, 12/F, Gemdale Centre, 2007 Shennan Avenue, Shenzhen, at 10:00 a.m. on Wednesday, 3 January 2024 is set out on pages 11 to 13 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of CROSSTEC Group Holdings Limited 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 not less than 48 hours before the time fixed for the holding of 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

18 December 2023

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	4
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	11

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context otherwise requires:*

“Accumulated Losses”	the accumulated losses of the Company
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange generally is open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of this circular be counted as a business day
“Capital Reduction”	the reduction of the issued share capital of the Company by reducing the par value of each issued Share from HK\$0.40 to HK\$0.01 by cancelling the paid-up share capital to the extent of HK\$0.39 per issued Share
“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
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Shares to 12,000 New Shares
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	CROSSTEC Group Holdings Limited 易緯集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“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
“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

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## DEFINITIONS

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“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company immediately following the Capital Reduction and the Sub-division becoming effective
“Share(s)”	ordinary share(s) with par value of HK\$0.40 each in the share capital of the Company prior to the Capital Reduction and the Sub-division becoming effective
“Shareholder(s)”	holder(s) of the Share(s) or the New Share(s)
“Share Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the sub-division of each authorized but unissued Share into forty (40) unissued New Shares
“%”	per cent.

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the implementation of the Capital Reduction and Sub-division. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reduction and the Sub-division 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. All times and dates in this circular refer to the Hong Kong local times and dates.*

<b>Event</b>	<b>Date and time</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at EGM	4:30 p.m. on Friday, 22 December 2023
Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive)	Wednesday, 27 December 2023 to Wednesday, 3 January 2024
Latest date and time for lodging proxy forms for the EGM	10:00 a.m. on Monday, 1 January 2024
Record date for the EGM	Wednesday, 3 January 2024
Date and time of the EGM	10:00 a.m. on Wednesday, 3 January 2024
Announcement of results of the EGM	Wednesday, 3 January 2024

*The following events are conditional upon the results of the EGM and the approval from the Court, and therefore, the dates are tentative only:*

<b>Event</b>	<b>Date and time</b>
Last day for trading of the Shares in board lot of 4,000 Shares each in the original counter	Tuesday, 20 February 2024
Expected effective date of the Capital Reduction and the Sub-division	Before 9:00 a.m. on Wednesday, 21 February 2024
Commencement of dealing in the New Shares	9:00 a.m. on Wednesday, 21 February 2024
Effective date of the change in board lot size from 4,000 Shares to 12,000 New Shares	9:00 a.m. on Wednesday, 21 February 2024
First day of free exchange of existing share certificates for new share certificates for the New Shares	Wednesday, 21 February 2024
Last day for free exchange of existing share certificates for new share certificates for the New Shares	Wednesday, 27 March 2024

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**LETTER FROM THE BOARD**

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**CROSSTEC Group Holdings Limited**  
**易緯集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3893)**

*Executive Directors:*

Mr. Wang Rong (*Chairman and Chief Executive Officer*)  
Mr. Cui Qingbo  
Mr. Zhu Shengmao

*Registered office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Non-executive Director:*

Mr. Tsang Ho Yin

*Headquarter and principal place of  
business in Hong Kong:*

Unit 1301, 13/F, Technology Plaza  
651 King's Road  
Hong Kong

*Independent non-executive Directors:*

Ms. Lee Kwai Sheung  
Mr. Tse Kwok Hing, Henry  
Mr. Ma Jian

18 December 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REDUCTION OF ISSUED SHARES;  
AND  
SUB-DIVISION OF UNISSUED SHARES;  
AND  
CHANGE IN BOARD LOT SIZE**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 20 November 2023 and 8 December 2023 relating to the proposed Capital Reduction and Sub-division and Change in Board Lot Size.

The purpose of this circular is to provide you with information in respect of the resolution to seek approval of the Shareholders at the EGM in respect of the Capital Reduction and the Sub-division, and the information relating to the Change in Board Lot Size.

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## LETTER FROM THE BOARD

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

The Board proposes to implement the Capital Reduction involving the reduction of the par value of each of the issued Share from HK\$0.40 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.39 per issued Share so that following such reduction, the par value of each issued New Share shall become HK\$0.01. The credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses as at the effective date of the Capital Reduction, thereby reducing the Accumulated Losses.

Immediately following the Capital Reduction becoming effective, each authorized but unissued Share will be sub-divided into forty (40) unissued New Shares with a par value of HK\$0.01 each.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 250,000,000 Shares of par value HK\$0.40 each, of which 129,600,000 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 Shares be reduced from HK\$0.40 to HK\$0.01 per issued New Share by cancelling the paid-up share capital to the extent of HK\$0.39 per issued Share;
- (ii) the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses in a manner 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, each of the authorised but unissued Shares with par value of HK\$0.40 each be sub-divided into 40 New Shares with par value of HK\$0.01 each; and
- (iv) each of the New 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.

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## LETTER FROM THE BOARD

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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:

	<b>As at the Latest Practicable Date</b>	<b>Immediately after the Capital Reduction and the Sub-division becoming effective</b>
Par value	HK\$0.40 per Share	HK\$0.01 per New Share
Amount of the authorized share capital	HK\$100,000,000	HK\$100,000,000
Number of authorized Shares	250,000,000	10,000,000,000
Number of issued Shares	129,600,000	129,600,000

The Change in Board Lot Size shall be effective upon the Capital Reduction and Sub-division becoming effective, and after the Change in Board Lot Size becoming effective, the New Shares shall be traded in board lots of 12,000 New Shares. The New Shares will rank pari passu in all respects with each other.

As at the Latest Practicable Date, 129,600,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that the par value of each of the 129,600,000 issued Shares will be reduced from HK\$0.40 to HK\$0.01 per issued New Share by cancelling the paid-up share capital to the extent of HK\$0.39 per issued Share by way of a reduction of capital, so as to form issued New Shares with par value of HK\$0.01 each, the Company's existing issued share capital of HK\$51,840,000 will be reduced by HK\$50,544,000 to HK\$1,296,000.

### **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\$0.40 to HK\$0.01 each. The credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses as at the effective date of the Capital Reduction, thereby reducing the Accumulated Losses. As at 30 June 2023, the Accumulated Losses amounted to approximately HK\$165,290,000.

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.

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



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## LETTER FROM THE BOARD

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Save for applying the credit arising from the Capital Reduction towards offsetting the Accumulated Losses 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.

As at the Latest Practicable Date, the Company has no intention to conduct any fundraising activities or carry out other corporate action or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months. However, the Company cannot rule out the possibility of conducting equity fund raising exercises when required by business development and expansion in the future, relief of liabilities and/or when suitable fund-raising opportunities arise. The Company will make further announcement(s) as and when appropriate in accordance with the Listing Rules.

### **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;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (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; and
- (v) the Listing Committee granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction and the Sub-division.

None of the conditions above can be waived. As at the Latest Practicable Date, none of the conditions have been fulfilled.

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 and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

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## LETTER FROM THE BOARD

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### **Listing of and dealings in the New Shares**

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

The New 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 Shares on the Stock Exchange, the New 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 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.

None of the share capital or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

### **CHANGE IN BOARD LOT SIZE**

The Board announces that subject to the Capital Reduction and the Sub-division becoming effective, the board lot size for trading in the Shares on the Stock Exchange will be changed from 4,000 Shares to 12,000 New Shares.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 (the “**Guide**”), the expected board lot value should be no less than HK\$2,000 after taking into account the minimum transaction costs for a securities trade. For the past six months, the share price of the Company has been trading at or below HK\$0.5 for 67 days, with the market value of its existing board lot ranging from HK\$1,604 to HK\$3,200. Based on the closing price of HK\$0.53 as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each existing board lot of 4,000 Shares is HK\$2,120, which is just slightly above the said prescribed minimum expected board lot value. As the market value of the existing board lot of the Company has been only meeting the said prescribed expected minimum board lot value marginally most of the time, the Board therefore proposes to change the board lot size for trading of Shares from 4,000 Shares to 12,000 New Shares. Upon the Change in Board Lot Size becoming effective, the estimated market value per board lot of the New Shares will be HK\$6,360 (based on the closing price of HK\$0.53 per Share as quoted on the Stock Exchange as at the Latest Practicable Date).

The Board considers that the Change in Board Lot Size from 4,000 Shares to 12,000 New Shares will bring the value per board lot above the stipulated HK\$2,000 per board lot level as set out in the Guide. If the Change in Board Lot Size to a larger number of New Shares, the entry amount of one board lot of New Shares may become too high and less attractive to existing Shareholders and/or potential investors and possibly leading to lower trading volume. The Board also believes that the Change in Board Lot Size may reduce transaction and handling costs of dealing in the New Shares, including those fees which are charged with reference to the number of board lots.

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## **LETTER FROM THE BOARD**

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The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. As no odd lots of the Shares will result from the aforesaid change in board lot size, no odd lot arrangement is required to be made to match the sales and purchases of odd lots. The Board considers that the Change in Board Lot Size to be in the interest of the Company and its Shareholders as a whole.

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

As the Court hearing date(s) 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 red color) for the Shares to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Shares (in yellow color). Details of such free exchange of share certificates will be announced as soon as the effective date of the Capital Reduction and the Sub-division is ascertained.

All existing certificates of the Shares will continue to be evidence of title to such Shares and be valid for delivery, trading and settlement purpose.

It is expected that the new share certificates will be available for collection from the Share Registrar by the Shareholders within ten (10) business days after delivery of the existing share certificates to the Share Registrar for exchange purpose.

Save and except for the change in the number of Shares for each board lot, the new share certificates will have the same format but will be in yellow, which is a different colour compared to the existing share certificates.

### **ACTIONS TO BE TAKEN**

Set out on pages 11 to 13 of this circular is a notice convening the EGM at which a special resolution will be proposed to approve the Capital Reduction and the Sub-division.

A form of proxy for use at the EGM is enclosed herewith. If you are unable to attend and/or vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 as soon as possible and in any event not less than 48 hours before the time fixed 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 and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the proposed resolution as set out in the notice of EGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility of the Shareholders of the Company to attend and vote at the EGM to be held on Wednesday, 3 January 2024, the register of members of the Company will be closed from Wednesday, 27 December 2023 to Wednesday, 3 January 2024, both dates inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificate(s) 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 Friday, 22 December 2023.

As no Shareholders have a material interest in the Capital Reduction and the Sub-division, no Shareholders will be required to abstain from voting on the resolution to approve the Capital Reduction and the Sub-division.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 Board considers that the resolution in respect of the Capital Reduction and the Sub-division to be proposed at the at the EGM is in the interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolution at the EGM.

By order of the Board  
**CROSSTEC Group Holdings Limited**  
**Wang Rong**  
*Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# CROSSTEC Group Holdings Limited 易緯集團控股有限公司

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

(Stock Code: 3893)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of CROSSTEC Group Holdings Limited (the “Company”) will be held at Unit 1205, 12/F, Gemdale Centre, 2007 Shennan Avenue, Shenzhen on Wednesday, 3 January 2024 at 10:00 a.m. to consider and, if thought fit, approving the following resolution as a special resolution of the Company. Terms defined in the circular of the Company dated 18 December 2023 bear the same meanings herein unless the context otherwise requires.

### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Sub-division (as defined below) becoming effective; (ii) the Grand Court of the Cayman Islands (the “**Court**”) granting an order confirming the Capital Reduction; (iii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction; (iv) the registration by the Registrar of Companies in 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 (As Revised) of the Cayman Islands with respect to the Capital Reduction; (v) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reduction and the Sub-division; and (vi) the obtaining of all necessary approvals from the regulatory authorities or otherwise as maybe required in respect of the Capital Reduction and the Sub-division, with effect from the date on which the above conditions are fulfilled (the “**Effective Date**”):

- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.39 on each of the issued shares of the Company of par value of HK\$0.40 each (the “**Shares**”) such that the par value of each issued Share will be reduced from HK\$0.40 to HK\$0.01 (the “**Capital Reduction**”);
- (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Shares of par value HK\$0.40 each be sub-divided (the “**Sub-division**”) into forty (40) unissued new shares of par value HK\$0.01 each (the “**New Shares**”), and such New Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
- (c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 250,000,000 Shares to HK\$100,000,000 divided into 10,000,000,000 New Shares;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company (the “**Accumulated Losses**”) as at the Effective Date and the balance of any such credit remaining after offsetting the Accumulated Losses (if any) be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted under the applicable laws and the memorandum and articles of association of the Company; and
- (e) the directors of the Company be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction and the Sub-division.”

By order of the Board  
**CROSSTEC Group Holdings Limited**  
**Wang Rong**  
*Executive Director*

Hong Kong, 18 December 2023

*Registered Office:*  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*  
Unit 1301, 13/F, Technology Plaza  
651 King’s Road  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. 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 that power or authority, at the office of 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 in any event by 10:00 a.m. on Monday, 1 January 2024 or not less than 48 hours before the time for holding the adjourned meeting.
3. In order to ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 27 December 2023 to Wednesday, 3 January 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificate(s) 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 by 4:30 p.m. on Friday, 22 December 2023.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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4. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The resolution as set out in this notice to be put to vote at the EGM will be decided by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. All times and dates specified herein refer to Hong Kong local times and dates.

*As at the date of this notice, the Board comprises Mr. Wang Rong, Mr. Cui Qingbo and Mr. Zhu Shengmao as executive Directors; Mr. Tsang Ho Yin as non-executive Director and Mr. Tse Kwok Hing, Henry, Mr. Ma Jian and Ms. Lee Kwai Sheung as independent non-executive Directors.*