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 CROSSTEC Group Holdings Limited ("**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser, 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 transferee.

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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 RE-ELECTION OF RETIRING DIRECTORS, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 1205, 12/F, Gemdale Centre, 2007 Shennan Avenue, Futian District, Shenzhen, PRC on Friday, 12 December 2025 at 10:30 a.m. ("**Annual General Meeting**") (or any adjournment thereof), is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is sent to you with this circular. All Shareholders (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the Annual General Meeting are strongly encouraged to appoint the Chairman of the Annual General Meeting as their proxy by completing and signing the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 practicable but in any event by 10:30 a.m. on Wednesday, 10 December 2025 or not less than 48 hours before the time appointed for holding any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

30 October 2025

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Unit 1205, 12/F, Gemdale Centre, 2007 Shennan Avenue, Futian District, Shenzhen, PRC on Friday, 12 December 2025 at 10:30 a.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, and any adjournment thereof
"Articles" or "Articles of Association"	the articles of association of the Company currently in force
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Companies Act"	the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	CROSSTEC Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the Annual General Meeting

"Latest Practicable Date"	21 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"MK Investment"	MK Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability which is a Substantial Shareholder of the Company
"Memorandum and Articles of Association"	the Memorandum and the Articles of Association
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the fully paid-up Shares up to 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the Annual General Meeting
"Risk Management Committee"	the risk management committee of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company (or where there is any alteration to the nominal value of such share(s) after the passing of the relevant resolution(s) at the Annual General Meeting, share(s) of such new nominal value in the share capital of the Company)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Substantial Shareholder"	has the same meaning as defined in the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

Reference to time and dates in this circular are to Hong Kong time and dates.

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 Director:
Mr. Wang Rong *(Chairman and Chief Executive Officer)*

Independent Non-executive Directors:
Ms. Lee Kwai Sheung
Mr. Tse Kwok Hing, Henry
Mr. Ma Jian

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

30 October 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the re-election of retiring Directors and (ii) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors will be proposed to seek approval of the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises one executive Director, namely Mr. Wang Rong ("**Mr. Wang**"), and three independent non-executive Directors namely Mr. Tse Kwok Hing, Henry ("**Mr. Tse**"), Mr. Ma Jian ("**Mr. Ma**") and Ms. Lee Kwai Sheung ("**Ms. Lee**").

According to Article 112 of the Articles, any Director appointed by the Board as a Director either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following general meeting or annual general meeting (as the case may be) of the Company and shall then be eligible for re-election. Any Director appointed under Article 112 of the Articles shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

According to Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (excluding the Directors appointed under Article 112 of the Articles) (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires.

Pursuant to Article 108 of the Articles, Mr. Wang and Mr. Ma shall retire from the office of Director by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the biographical information and working profiles of Mr. Wang and Mr. Ma as set out in Appendix I to this circular and is of the view that each of them has extensive experience, skills and knowledge that are relevant to the Company's business and corporate strategy, and has actively participated in the Company's Board meetings, Board committee meetings and general meetings, demonstrated his ability to exercise independence of judgement and provide a balanced and objective view in relation to the Company's affairs, and made valuable contributions to the diversity of the Board.

The Nomination Committee has also assessed the independence of Mr. Ma by reviewing the annual written confirmation of independence provided by Mr. Ma to the Company pursuant to Rule 3.13 of the Listing Rules and has confirmed that he remains independent. The Nomination Committee believes that Mr. Ma has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of Mr. Ma as independent non-executive Directors would be in the best interests of the Company and the Shareholders as a whole and has proposed that Mr. Ma stands for re-election as a Director at the Annual General Meeting.

Information on the retiring Directors offered themselves for re-election is set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 186,624,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed Issue Mandate is 37,324,800.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution and to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate to cover Shares repurchased by the Company.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 186,624,000. Accordingly, subject to the passing of the relevant resolutions and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 18,662,400 Shares.

The Issue Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by applicable laws or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Company in a general meeting prior to the next annual general meeting following the Annual General Meeting, whichever is the earliest.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate (if granted).

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is a notice convening the Annual General Meeting at which, among others, ordinary resolutions will be proposed to approve the following:

(1) the re-election of retiring Directors;

(2) the grant of the Issue Mandate;

(3) the grant of the Repurchase Mandate; and

(4) the grant of the Extension Mandate.

In accordance with Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting will be decided by poll. Accordingly, the chairman of the Annual General Meeting will demand a poll on each of the proposed resolutions at the Annual General Meeting pursuant to Article 72 of the Articles of Association. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the Annual General Meeting. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

All Shareholders (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the Annual General Meeting are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy by completing and signing the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 practicable but in any event by 10:30 a.m. on Wednesday, 10 December 2025 or not less than 48 hours before the time appointed for holding the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 9 December 2025 to Friday, 12 December 2025, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, 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 Monday, 8 December 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting is therefore Friday, 12 December 2025.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for approval of the re-election of retiring Directors and the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information as set out in Appendix I and Appendix II to this circular.

MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,
On behalf of the Board
CROSSTEC Group Holdings Limited
Wang Rong
Executive Director

The following sets out the information of the Directors, who will retire from office at the Annual General Meeting pursuant to the Articles and, being eligible, offer themselves for re-election.

Mr. Wang Rong ("**Mr. Wang**"), aged 42, was appointed as executive director, chief executive officer and chairman on 13 July 2023, 20 September 2023 and 23 November 2023 respectively. Mr. Wang has extensive experience in the finance and private equities sectors. From April 2012 to March 2014, he served as the representative at Essence International Securities (Hong Kong) Limited (安信國際證券(香港)有限公司), a licensed corporation to carry out Type 1 regulated activity (dealing in securities) and Type 4 regulated activity (advising on securities) under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). From April 2013 to February 2021, Mr. Wang served as vice president at Fulbright Financial Group (Hong Kong) Limited (富昌金融集團(香港)有限公司), which provides financial services to clients. From April 2021 to April 2023, he was a director of Zhong Zi Xin Rong (Hainan) Private Equity Fund Management Co., Limited* (中資鑫融(海南)私募基金管理有限公司) and was responsible for strategic development and investment and fund management. Mr. Wang also served as the executive director of Lapco Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8472), from 12 May 2023 to 9 June 2025. Mr. Wang obtained a bachelor' degree in finance, through distance learning, from Dongbei University of Finance & Economics (東北財經大學) in July 2021.

Mr. Wang entered into a service contract with the Company for a term commencing from 13 July 2025 to 12 July 2026 which may be terminated by not less than one month' notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the articles of association of the Company. Mr. Wang is entitled to a remuneration of HK$120,000 per annum in his capacity as an executive Director, which is determined with reference to his qualification, duties and responsibilities, and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) has not held any directorships in other listed company in the last three years; (ii) does not have any other major appointments and professional qualifications; (iii) does not hold any other position with the Company or other members of the Group; (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company; (v) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO); and (vi) there is no other information relating to Mr. Wang needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ma Jian ("**Mr. Ma**"), aged 40, was appointed as independent non-executive director on 20 July 2023. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee. He has extensive experience in system development and communication engineering. He also served as the executive director of Sterling Group Holdings Limited (stock code: 1825), a company listed on the main board of the Stock Exchange from March 2024 to May 2025. He was an engineer of Chongqing Yunri Information Technology Limited* (重慶市雲日信息技術有限公司) and was responsible for managing and delivery of telecommunication engineering and network maintenance. Mr. Ma obtained a bachelor's degree in Communication Engineering (通信工程) from Nanchang University (南昌大學) in 2006.

Mr. Ma has signed a letter of appointment issued by the Company for the appointment as an independent non-executive Director for a term commencing from 20 July 2025 to 19 July 2026 which may be terminated by not less than one month' notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the articles of association of the Company. Mr. Ma is entitled to a remuneration of HK$120,000 per annum in his capacity as an independent non-executive Director, which is determined with reference to his qualification, duties and responsibilities, and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma (i) has not held any directorships in other listed company in the last three years; (ii) does not have any other major appointments and professional qualifications; (iii) does not hold any other position with the Company or other members of the Group; (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company; (v) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO); and (vi) there is no other information relating to Mr. Ma needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 186,624,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5 as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 186,624,000 Shares in issue and assuming that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 18,662,400 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the company or, if authorised by the Articles and subject to the Companies Act, out of capital.

5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2025, being the date to which the most recent published audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.650	0.550
November	0.590	0.475
December	0.510	0.470
2025		
January	0.475	0.250
February	0.295	0.223
March	0.290	0.156
April	0.144	0.108
May	0.128	0.098
June	0.162	0.108
July	0.161	0.130
August	0.450	0.151
September	0.900	0.265
October (up to and including the Latest Practicable Date)	0.840	0.760

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 and rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, MK Investment held 24,700,000 Shares, representing approximately 13.24% of the issued share capital of the Company. MK Investment is a company incorporated in the British Virgin Islands with limited liability, which is owned as to 25% by Mr. Zhu Guofei (朱國飛); 25% by Mr. Zhang Zhilong (張志龍); 25% by Mr. Zhang Yuekun (張躍昆); and 25% by Ms. Ma Feng (馬鳳). In the event that the Repurchase Mandate is exercised in full, the shareholding interest of MK Investment would be increased to approximately 14.71% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months up to the Latest Practicable Date.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("**Meeting**") of CROSSTEC Group Holdings Limited ("**Company**") will be held at Unit 1205, 12/F, Gemdale Centre, 2007 Shennan Avenue, Futian District, Shenzhen, PRC on Friday, 12 December 2025 at 10:30 a.m. to consider and, if thought fit, transact the following businesses:

ORDINARY BUSINESSES

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors ("**Directors**") and the auditor of the Company for the year ended 30 June 2025;

2. (i) To re-elect Mr. Wang Rong as an executive Director;

   (ii) To re-elect Mr. Ma Jian as an independent non-executive Director; and

   (iii) To authorise the board of Directors ("**Board**") to fix the remuneration of the Directors;

3. To re-appoint Rongcheng (Hong Kong) CPA Limited (formerly known as CL Partners CPA Limited) as the auditor of the Company and to authorise the Board to fix its remuneration;

To consider and, if thought fit, pass the following resolutions, with or without modification, as ordinary resolutions:

4. "**THAT**:

   (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**"), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the expiry of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:

(i) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) of this resolution shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) of this resolution as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time ("**Companies Act**") or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) of this resolution shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) of this resolution as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate number of Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above."

On behalf of the Board
CROSSTEC Group Holdings Limited
Wang Rong
Executive Director

Hong Kong, 30 October 2025

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 Meeting 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 10:30 a.m. on Wednesday, 10 December 2025 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 Meeting, the register of members of the Company will be closed from Tuesday, 9 December 2025 to Friday, 12 December 2025, 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 Meeting, 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 Monday, 8 December 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the Meeting is therefore Friday, 12 December 2025.

4. In relation to the proposed resolution numbered 4 and the proposed resolution numbered 6 above, the approval is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"). The Directors have no immediate plans to issue any new Shares.

5. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular despatched to the shareholders of the Company on the date hereof.

6. 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.

7. All resolutions as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.

8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date hereof, the Board comprises Mr. Wang Rong as an executive Director; and Mr. Tse Kwok Hing, Henry, Mr. Ma Jian and Ms. Lee Kwai Sheung as independent non-executive Directors.