
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 SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 20 November 2020 at 11:30 a.m. or immediately after the annual general meeting of the Company to be held at 11:00 a.m. on the same date and at the same place (“EGM”) (or at any adjournment thereof), is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is sent to you with this circular. If you do not intend to attend and vote at the EGM in person, you are requested to complete 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 11:30 a.m. on Wednesday, 18 November 2020 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 in person at the EGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

Please see page ii of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (“COVID-19”) at the EGM, including:

- **Compulsory body temperature checks**
- **Compulsory wearing of surgical face masks (no mask will be provided)**
- **No distribution of corporate gift or refreshments**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue. The Company strongly advises shareholders of the Company (the “Shareholders”) to appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the meeting in person.

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and recent requirements, if any, for prevention and control of its spread, the Company will implement precautionary measures at the EGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the EGM (the “Stakeholders”) which include without limitation:

- (1) There will be **compulsory body temperature checks** for all persons before entering the EGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time or any person which exhibits any flu-like symptoms may be denied entry to the EGM venue or be required to promptly leave the EGM venue.
- (2) Every attendee **will be required to wear a surgical face mask** throughout the EGM and inside the EGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM. Please note that no masks will be provided at the EGM venue and attendees should wear their own masks.
- (3) **No refreshments will be served, and there will be no corporate gift.**
- (4) Attendees will be asked (i) if he/she has travelled outside of Hong Kong within 14 days immediately before the EGM; AND (ii) if he/she is subject to any Hong Kong Government prescribed quarantine requirement. Any person who responds positively to any of these questions will be denied entry into the EGM venue.
- (5) Anyone attending the EGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the EGM venue in line with the regulations and guidance from the Hong Kong Government will be made.
- (7) To the extent permitted by law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.
- (8) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the EGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution as an alternative to attending the EGM in person.**
- (9) **Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- (10) Health education materials and up-to-date development on COVID-19 can be found on the website of the Center for Health Protection of the Department of Health (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday) on which banks generally are open for business in Hong Kong during normal working hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.04 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 20 November 2020 at 11:30 a.m. or immediately after the annual general meeting of the Company to be held at 11:00 a.m. on the same date and at the same place (or at any adjournment thereof), for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 October 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the proposed consolidation of every four (4) issued and unissued Existing Shares into one (1) Consolidated Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is as follows:

Event	Time and date
Latest time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Monday, 16 November 2020
Closure of the register of members of the Company for determining the entitlement to attend and vote at the EGM.	Tuesday, 17 November 2020 to Friday, 20 November 2020 (both dates inclusive)
Latest time for return of proxy form of the EGM	11:30 a.m. on Wednesday, 18 November 2020
Date and time of the EGM	11:30 a.m. on Friday, 20 November 2020
Publication of announcement of poll results of the EGM	Friday, 20 November 2020
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:	
Effective date of the Share Consolidation	Tuesday, 24 November 2020
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 24 November 2020
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Tuesday, 24 November 2020
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 24 November 2020
Temporary counter for trading in the Consolidated Shares in board lot size of 5,000 Consolidated Shares (in the form of existing share certificates) opens.	9:00 a.m. on Tuesday, 24 November 2020
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	9:00 a.m. on Tuesday, 8 December 2020

EXPECTED TIMETABLE

Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences	9:00 a.m. on Tuesday, 8 December 2020
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 8 December 2020
Temporary counter for trading in board lot size of 5,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 29 December 2020
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 29 December 2020
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:10 p.m. on Tuesday, 29 December 2020
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 4 January 2021

All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is subject to the satisfaction of all the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

LETTER FROM THE BOARD

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. Lee Wai Sang

(Chairman and Chief Executive Officer)

Mr. Lau King Lok

Mr. Leung Pak Yin

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

Independent non-executive Directors:

Mr. So Chi Hang

Mr. Heng Ching Kuen Franklin

Mr. Shing Wai Yip

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

20th Floor

625 King's Road

North Point

Hong Kong

16 October 2020

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION

INTRODUCTION

Reference is made to the announcement of the Company dated 23 September 2020 in relation to the proposed Share Consolidation.

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

PROPOSED SHARE CONSOLIDATION

As disclosed in the announcement of the Company dated 23 September 2020, the Board proposes to implement the Share Consolidation pursuant to which every four (4) issued and unissued Existing Shares of par value HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.04 each in the share capital of the Company.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 2,880,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no Existing Shares are repurchased or issued from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$100,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.04 each, of which 720,000,000 Consolidated Shares will be in issue.

The Company has no outstanding options, warrants or securities in issue which are convertible or exchangeable into the Existing Shares as at the Latest Practicable Date.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's articles of association.

Other than the expenses to be incurred, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

As at the Latest Practicable Date, the Company has no intention and has no concrete plan to carry out other corporate actions or fund raising activities in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

1. the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

Subject to the satisfaction of all the above conditions, the effective date of the Share Consolidation is expected to be Tuesday, 24 November 2020, being the second Business Day after the EGM.

LETTER FROM THE BOARD

Application for listing of the Consolidated Shares

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

Subject to the granting of the approval of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation being effective, 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. The Consolidated 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. 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 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 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 benefits 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 existing share certificates held by such holder.

No change in board lot size

As at the Latest Practicable Date, the Shares are currently traded on the Stock Exchange in board lot size of 20,000 Existing Shares. The existing board lot size of 20,000 Shares will remain unchanged upon the Share Consolidation becoming effective. The value of the current board lot, based on the closing price of HK\$0.055 per Existing Share at the Latest Practicable Date, is HK\$1,100. Upon the Share Consolidation becoming effective, the expected value of each board lot of 20,000 Consolidated Shares, based solely on the closing price of HK\$0.055 per Existing Share as at the Latest Practicable Date (equivalent to the theoretical closing price of HK\$0.22 per Consolidated Share as at the Latest Practicable Date), is expected to be HK\$4,400.

LETTER FROM THE BOARD

Odd lots arrangements and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Cinda International Securities Limited, to arrange for matching services, on a best effort basis, to the 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 from Tuesday, 8 December 2020 to Tuesday, 29 December 2020 (both days inclusive). The Shareholders who wish to use this matching service should contact Mr. Leung Siu Wa of Cinda International Securities Limited at 45/F, COSCO Tower, 183 Queen's Road Central, Hong Kong or at the telephone number (852) 2235 7801 during office hours of such period.

Shareholders 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 lot trading arrangement is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on 24 November 2020, the Shareholders may during the period from Tuesday, 24 November 2020 to Monday, 4 January 2021 (both days inclusive), submit existing share certificates for the Existing Shares (in the colour of blue) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange, at the expense of the Company, for the exchange of new share certificates for the Consolidated Shares (in the colour of pink). Thereafter, share certificates for 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. The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Tuesday, 29 December 2020 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of four (4) Existing Shares for one (1) Consolidated Share.

The existing share certificates are in colour of blue and the new share certificates will be in colour of pink.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the 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 proceed with a consolidation or splitting of securities. According 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 30 August 2019, (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01 as referred to under Rule 13.64 of the 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.

In view that the Shares had been traded at below HK\$0.10 during the past 12 months (based on the closing price per Share as quoted on the Stock Exchange) and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation in order for the Company to comply with the trading requirements under the Listing Rules. It is expected that the Share Consolidation would bring a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange which will reduce the overall transaction and handling costs of dealings in the Shares and may attract more investors, and therefore broaden the shareholder base of the Company.

Given the above reasons, the Directors are of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

WARNING

Shareholders and potential investors of the Company should take note that the Share Consolidation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Share Consolidation” above. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

EGM AND PROXY PROCEDURE

A notice convening the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Share Consolidation is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy is enclosed for your use at the EGM. If you do not intend to attend and vote at the EGM in person, you are requested to complete 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 11:30 a.m. on Wednesday, 18 November 2020 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 in person at the EGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any 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. As such, the resolution set out in the notice of the EGM will be voted by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

Your attention is drawn to the “Precautionary Measures for the EGM” as set out on page ii of this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 17 November 2020 to Friday, 20 November 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 November 2020.

RECOMMENDATION

The Directors consider that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote for the relevant resolution set out in the notice of the EGM.

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.

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
Lee Wai Sang
Chairman and Chief Executive Officer

NOTICE OF EGM

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 (“**Meeting**”) of CROSSTEC Group Holdings Limited (“**Company**”) will be held at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 20 November 2020 at 11:30 a.m. or immediately after the annual general meeting of the Company to be held at 11:00 a.m. on the same date and at the same place (or at any adjournment thereof), for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect on the second business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every four (4) issued and unissued ordinary shares of par value HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value of HK\$0.04 each in the share capital of the Company (the “**Consolidated Shares**”) and the authorised share capital of the Company shall be HK\$100,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.04 each;
- (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the same restrictions contained in the articles of association of the Company;
- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.01 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated and sold for the benefit of the Company, in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and
- (d) the board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as it may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.”

By order of the Board
CROSSTEC Group Holdings Limited
Lee Wai Sang
Chairman and Chief Executive Officer

Hong Kong, 16 October 2020

NOTICE OF EGM

Headquarter and principal place of business in Hong Kong:

20th Floor
625 King's Road
North Point
Hong Kong

Notes:

- (a) 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 of the Company 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.
- (b) 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event by 11:30 a.m. on Wednesday, 18 November 2020 or not less than 48 hours before the time for holding the adjourned meeting.
- (c) 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, 17 November 2020 to Friday, 20 November 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares of the Company 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 16 November 2020.
- (d) Where there are joint holders of any share of the Company, 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.
- (e) The resolution 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (f) In view of the coronavirus disease 2019 ("COVID-19") pandemic, the Company will implement precautionary measures at the Meeting. Shareholders of the Company are advised to read page ii of the circular of the Company dated 16 October 2020 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (g) References to time and dates in this notice are to Hong Kong time and dates.

As at the date hereof, the board of Directors comprises Mr. Lee Wai Sang, Mr. Lau King Lok and Mr. Leung Pak Yin as executive Directors; and Mr. So Chi Hang, Mr. Heng Ching Kuen Franklin and Mr. Shing Wai Yip as independent non-executive Directors.