

---

## 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

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

---

A notice convening the annual general meeting of the Company to be held at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 3 December 2021 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. If you do not intend to attend and vote at the Annual General Meeting 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 10:30 a.m. on Wednesday, 1 December 2021 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 Annual General Meeting 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 ANNUAL GENERAL MEETING

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 Annual General Meeting, 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 Annual General Meeting venue. The Company strongly advises shareholders of the Company (the “Shareholders”) to appoint the chairman of the Annual General Meeting as their proxy to vote on relevant resolution(s) at the Annual General Meeting as an alternative to attending the meeting in person.

---

## CONTENTS

---

|   | <i>Page</i>  |
|---|--------------|
| <b>Precautionary Measures for the Annual General Meeting . . . . .</b>  | <b>ii</b>    |
| <b>Definitions . . . . .</b>  | <b>1</b>     |
| <b>Letter from the Board. . . . .</b>   | <b>3</b>     |
| <b>Appendix I – Explanatory statement on the Repurchase Mandate . . . . .</b>   | <b>I-1</b>   |
| <b>Appendix II – Details of retiring Directors proposed to be re-elected at<br/>the Annual General Meeting. . . . .</b> | <b>II-1</b>  |
| <b>Notice of Annual General Meeting. . . . .</b>  | <b>AGM-1</b> |

---

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

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 Annual General Meeting in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the Annual General Meeting (the “**Stakeholders**”) which include without limitation:

- (1) There will be **compulsory body temperature checks** for all persons before entering the Annual General Meeting 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 Annual General Meeting venue or be required to promptly leave the Annual General Meeting venue.
- (2) Every attendee **will be required to wear a surgical face mask** throughout the Annual General Meeting and inside the Annual General Meeting venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the Annual General Meeting. Please note that no masks will be provided at the Annual General Meeting venue and attendees should wear their own masks.
- (3) **No refreshments will be served, and there will be no corporate gift.**
- (4) Any person who is subject to the mandatory quarantine order imposed by the Hong Kong Government will be denied entry into or be required to leave the Annual General Meeting venue.
- (5) Anyone attending the Annual General Meeting is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the Annual General Meeting 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 Annual General Meeting venue or require any person to leave the Annual General Meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting.
- (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 Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the Annual General Meeting 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](http://www.chp.gov.hk)) and the website of the Hong Kong Government on COVID-19 ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).

---

## DEFINITIONS

---

*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 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 3 December 2021 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”                | the articles of association of the Company, as amended from time to time  |
| “Board”                   | the board of Directors  |
| “CGH (BVI)”               | CGH (BVI) Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned by each of Mr. Lee and Ms. Leung as to 50%   |
| “Companies Law”           | the Companies Law (as revised) 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   |
| “Controlling Shareholder” | has the same meaning as defined in the Listing Rules  |
| “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(A) in the notice convening the Annual General Meeting |

---

## DEFINITIONS

---

|                           |   |
|---------------------------|---|
| “Latest Practicable Date” | 21 October 2021, 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   |
| “Mr. Lee”                 | Mr. Lee Wai Sang (李偉生), the chairman of the Board, an executive Director and the chief executive officer of the Company, the spouse of Ms. Leung and a Controlling Shareholder of the Company   |
| “Ms. Leung”               | Ms. Leung Mo Shan Jackie (梁慕珊), an executive Director, the spouse of Mr. Lee and a Controlling Shareholder 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 4(B) in the notice convening the Annual General Meeting |
| “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\$0.04 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   |
| “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.*

---

## 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

Ms. Leung Mo Shan Jackie

*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:*

20th Floor

625 King's Road

North Point

Hong Kong

*Independent non-executive Directors:*

Mr. So Chi Hang

Mr. Heng Ching Kuen Franklin

Mr. Shing Wai Yip

Mr. Tsang Ho Yin

28 October 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS**

#### **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 proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; and (ii) the re-election of retiring Directors will be proposed to seek approval of the Shareholders.

#### **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 720,000,000. 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 144,000,000.

---

## LETTER FROM THE BOARD

---

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 720,000,000. 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 72,000,000 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 I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises four executive Directors, namely Mr. Lee Wai Sang, Mr. Lau King Lok ("**Mr. Lau**"), Mr. Leung Pak Yin and Ms. Leung Mo Shan Jackie ("**Ms. Leung**"), and four independent non-executive Directors, namely Mr. So Chi Hang, Mr. Heng Ching Kuen Franklin, Mr. Shing Wai Yip ("**Mr. Shing**") and Mr. Tsang Ho Yin ("**Mr. Tsang**").

According to Article 112 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting 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.

Ms. Leung was appointed as an executive Director with effect from 15 April 2021 and Mr. Tsang was appointed as an independent non-executive Director with effect from 28 September 2021. They are subject to retirement and re-election at the Annual General Meeting pursuant to Article 112 of the Articles and, being eligible, offer themselves for re-election.

According to Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (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.

---

## LETTER FROM THE BOARD

---

Pursuant to Article 108 of the Articles, each of Mr. Lau and Mr. Shing shall retire from the office of Director by rotation.

Mr. Lau, being eligible, offers himself for re-election at the Annual General Meeting. Mr. Shing confirmed that he would like to spend more time pursuing his own business, therefore, he will not offer himself for re-election at the Annual General Meeting and will retire upon conclusion of the Annual General Meeting.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographical information of the retiring Directors, and considered that the re-election of Mr. Tsang as an independent non-executive Director would be in the best interests of the Company and its shareholders as a whole by taking into account that Mr. Tsang has extensive experience in legal field, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Tsang has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Mr. Tsang possess the perspective, skill and experience that can bring to the Board and ensure diversity in the composition of the Board.

The Nomination Committee has also assessed the independence of Mr. Tsang based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Board is of the view that there is nothing that would affect the exercise of independent judgement by Mr. Tsang. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of Mr. Tsang as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole and has proposed that all the above retiring Directors stand for re-election as Directors at the Annual General Meeting.

Information on the Directors offered themselves for re-election 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 other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (1) the grant of the Issue Mandate;
- (2) the grant of the Repurchase Mandate;
- (3) the grant of the Extension Mandate; and
- (4) the re-election of retiring Directors.



---

## LETTER FROM THE BOARD

---

If you do not intend to attend and vote at the Annual General Meeting 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 10:30 a.m. on Wednesday, 1 December 2021 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 in person at the Annual General Meeting or any adjournment thereof 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.

Your attention is drawn to the "Precautionary Measures for the Annual General Meeting" as set out on page ii of this circular.

### **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, 30 November 2021 to Friday, 3 December 2021, 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 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 29 November 2021.

### **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 grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of retiring Directors 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.

---

## LETTER FROM THE BOARD

---

### 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**  
**Lee Wai Sang**  
*Chairman and Chief Executive Officer*

---

## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

*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 720,000,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 4(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 720,000,000 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 72,000,000 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 Law 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 Law, 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 Law, 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 2021, 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:

|   | <b>Trading price per Share</b> |               |
|---|--------------------------------|---------------|
|   | <b>Highest</b>                 | <b>Lowest</b> |
|   | <i>HK\$</i>                    | <i>HK\$</i>   |
| <b>2020</b>   |                                |               |
| October   | 0.060                          | 0.038         |
| November ( <i>Note</i> )                                  | 0.255                          | 0.104         |
| December  | 0.265                          | 0.220         |
| <b>2021</b>   |                                |               |
| January   | 0.234                          | 0.029         |
| February  | 0.210                          | 0.150         |
| March   | 0.390                          | 0.189         |
| April   | 0.320                          | 0.215         |
| May   | 0.260                          | 0.200         |
| June  | 0.360                          | 0.249         |
| July  | 0.405                          | 0.280         |
| August  | 0.485                          | 0.315         |
| September   | 0.495                          | 0.380         |
| October (up to and including the Latest Practicable Date) | 0.430                          | 0.360         |

*Note :* The trading price of the Shares had been adjusted in result of the share consolidation became effective on 24 November 2020.

**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, CGH (BVI) held 406,000,000 Shares, representing approximately 56.39% of the issued share capital of the Company. CGH (BVI) is a company incorporated in the British Virgin Islands with limited liability, which is owned by each of Mr. Lee and Ms. Leung as to 50%. In the event that the Repurchase Mandate is exercised in full, the shareholding interest of CGH (BVI) would be increased to approximately 62.65% of the issued share capital of the Company. Such increase would not give rise to any general offer obligation under the Takeovers Code as the existing shareholding in the Company held by CGH (BVI) exceeds 50%. Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the Listing Rules.

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.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

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

**Mr. Lau King Lok (劉敬樂)**, aged 56, joined the Group on 1 January 2016 and is currently the chief financial officer of the Group. He has been appointed as the company secretary of the Company and an executive Director since 18 March 2016. Mr. Lau also serves as a member of the risk management committee of the Company and the authorised representative of the Company pursuant to Rule 3.05 of the Listing Rules. Mr. Lau is responsible for the overall management of financial of the Group. Mr. Lau has over 25 years of experience in the accounting, auditing and corporate finance fields. Prior to joining the Group, from October 2010 to December 2015, Mr. Lau served as the executive director of Cypress Group of companies, where he was responsible for the group's daily operation. From December 1994 to August 2010, Mr. Lau served as the group finance and administration manager, and subsequently as the chief financial officer of the North Asia segment of the DTZ Debenham Tie Leung Limited (formerly known as C Y Leung and Company), where he was responsible for the company's finance and treasury functions. From September 1990 to July 1994, Mr. Lau was the division manager of accounts and administration department of P&O Travel Limited, where he was responsible for the company's accounting and administration matters. From September 1987 to August 1990, Mr. Lau started his career as an auditor in Klynveld Peat Marwick Goerdeler (KPMG).

Mr. Lau received a master's degree in business administration from the University of South Australia in December 2011. He has been a member of the Hong Kong Institute of Directors since January 2017. Mr. Lau has been an associate member of the Institute of Chartered Accountants in England and Wales since February 2005. He is also an associate member of the Taxation Institute of Hong Kong since August 1998 and a certified tax adviser since January 2013. Mr. Lau has been an associate member of the Hong Kong Institute of Certified Public Accountants (previously known as the Hong Kong Society of Accountants) since February 1993 and a fellow member since May 2000.

Mr. Lau has renewed his service agreement for another term of one year commencing from 9 September 2021, which may be terminated by not less than three months' notice served by either party on the other, and is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Lau is entitled to an annual director's remuneration of HK\$150,000, sitting fees of HK\$2,500 for attending each meeting of the committees of the Board, an annual remuneration as an employee of the Company of HK\$1,319,880 with an annual bonus equals to one month's remuneration as an employee of the Company and other benefits, which will be reviewed and determined on an annual basis with reference to his duties and responsibilities with the Company, the prevailing market conditions and the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**").

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau (i) did not hold any directorships in other listed company in the last three years; (ii) did not have any other major appointments and professional qualifications; (iii) did not hold any other position with the Company or other members of the Group; (iv) did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) did not have any interests in the Shares within the meaning of Part XV of the SFO.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there are no other matters need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Lau.

**Ms. Leung Mo Shan Jackie** (梁慕珊), aged 54, has been an executive assistant of the Group since January 2016, where she is responsible for the provision of overall administrative support to the executive management team in daily operations including arranging and coordinating meetings, and facilitating communications between executive team and all staff. She has been appointed as an executive Director since 15 April 2021. Ms. Leung has over 25 years of experience in finance. Prior to joining the Group, Ms. Leung served as the director of finance of NW Project Management Limited from May 2010 to October 2015. From June 2006 to May 2010, Ms. Leung was employed by New World Hotel Management Limited, where her last position was director of finance. From August 1997 to May 2006, Ms. Leung was employed by Renaissance Harbour View Hotel, where her last position was the director of finance. From November 1990 to August 1997, Ms. Leung was employed by New World Hotels International Limited, where her last position was assistant financial controller. Ms. Leung obtained a post-experience certificate in accountancy from Hong Kong Polytechnic University in 1994 through part-time learning. She has been an associate and a fellow of the Association of Chartered Certified Accountants since May 1998 and June 2003 respectively and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since July 1998.

Ms. Leung is the spouse of Mr. Lee, the chairman of the Board, executive Director, chief executive officer and the Controlling Shareholder of the Company and the sister of Mr. Leung Pak Yin, an executive Director.

Ms. Leung is also the Controlling Shareholder of the Company. She is deemed to be interested in 406,000,000 Shares by virtue of the provisions of Part XV of the SFO through CGH (BVI), which is owned as to 50% and 50% by each of Mr. Lee and Ms. Leung. Ms. Leung is also a director of CGH (BVI).

Ms. Leung has entered into a service contract with the Company for a term of one year commencing from 15 April 2021 which may be terminated by not less than three months' notice served by either party on the other. She is subject to re-election at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Ms. Leung will not receive any remuneration in her capacity as an executive Director but is entitled to an annual remuneration as an employee of the Company of HK\$519,000 with an annual bonus equals to one month's remuneration as an employee of the Company and other benefits, which will be reviewed and determined on an annual basis with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Save as disclosed above, as at the Latest Practicable Date, Ms. Leung (i) did not hold any directorships in other listed company in the last three years; (ii) did not have any other major appointments and professional qualifications; (iii) did not hold any other position with the Company or other members of the Group; (iv) did not have any relationship with any other Directors, senior management, substantial or Controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there are no other matters need to be brought to the attention of the Shareholders in respect of the re-election of Ms. Leung.

**Mr. Tsang Ho Yin (曾浩賢)**, aged 35, has been appointed as an independent non-executive Director since 28 September 2021. He is a practising solicitor in Hong Kong. Mr. Tsang is currently a partner of Stevenson, Wong & Co., specialising in corporate finance and commercial law.

Mr. Tsang has been a non-executive director of China Regenerative Medicine International Limited (a company which shares are listed on GEM of the Stock Exchange, stock code: 8158) since January 2020, and an independent non-executive director of Sterling Group Holdings Limited (a company which shares are listed on the Stock Exchange, stock code: 1825) since September 2021.

Mr. Tsang was an independent non-executive director of Inno-Tech Holdings Limited (“**Inno-Tech**”) (a company which shares were listed on GEM of the Stock Exchange and delisted on 13 July 2021, stock code: 8202) from June 2019 to June 2020. Inno-Tech was a company incorporated in Bermuda with limited liability and its principal activities were (i) provision of outdoor advertising business through different advertising media network; (ii) television advertising operation; (iii) the event management business; (iv) seafood business; and (v) money lending business in Hong Kong. As disclosed in the announcements of Inno-Tech dated 1 June 2020, 3 July 2020 and 11 September 2020, Inno-Tech received a letter from the Official Receiver’s Officer dated 9 June 2020 which stated that Gram Capital Limited has filed a winding-up petition to the High Court of the Government of the Hong Kong Special Administrative Region against Inno-Tech for principal sum of HK\$195,000. On 9 September 2020, Inno-Tech was ordered to be wound up by the High Court of Hong Kong Special Administrative Region in HCCW 82/2020 and the Official Receiver was appointed as the provisional liquidator. Mr. Tsang confirmed that he was not a party to such winding up petition and is not aware of any actual or potential claim that has been or will be made against him as a result thereof.

Mr. Tsang also takes up the following roles of the following companies, the issued shares of which are listed on the Stock Exchange: (i) the joint company secretary and the authorized representative of Mabpharm Limited (stock code: 2181) since May 2019; (ii) the company secretary and the authorized representative of Sunshine 100 China Holdings Limited (stock code: 2608) since November 2019; and (iii) the joint company secretary and the authorized representative of Sundry Service Group Co. Ltd. (stock code: 9608) since January 2021. He was also the company secretary and the authorized representative of Mobile Internet (China) Holdings Limited (stock code: 1439) from February 2020 to February 2021, the company secretary of Moody Technology Holdings Limited (stock code: 1400) from January 2019 to November 2019; and the company secretary and the authorized representative of Sino Energy International Holdings Group Limited (stock code: 1096) from November 2018 to July 2019.



---

## **APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Mr. Tsang obtained a bachelor degree in laws and a bachelor degree in commerce in 2008 and subsequently a master degree in laws in 2010 from the University of Melbourne, Australia. He also obtained the postgraduate certificate in laws from the City University of Hong Kong in 2011. Mr. Tsang was admitted as a solicitor in Australia in 2012 and in Hong Kong in 2013 respectively.

Mr. Tsang has entered into a letter of appointment with the Company for a term of one year commencing from 28 September 2021, which may be terminated by not less than three months' notice served by either party on the other. He is subject to re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Tsang is entitled to an annual remuneration of HK\$150,000 and sitting fees of HK\$2,500 for attending each meeting of the committees of the Board (if invited), which is determined with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tsang (i) did not hold any directorships in other listed company in the last three years; (ii) did not have any other major appointments and professional qualifications; (iii) did not hold any other position with the Company or other members of the Group; (iv) did not have any relationship with any Directors, senior management, substantial or Controlling Shareholders (as respectively defined under the Listing Rules) of the Company; and (v) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there are no other matters need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Tsang.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

# 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 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 3 December 2021 at 10:30 a.m. to consider and, if thought fit, transact the following 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 2021;
2. To re-elect Mr. Lau King Lok, Ms. Leung Mo Shan Jackie and Mr. Tsang Ho Yin as the Directors, each as a separate resolution, and to authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors;
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration; and
4. To consider and, if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions:

### ORDINARY RESOLUTIONS

(A) “**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\$0.04 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time (**“Companies Law”**) or any other applicable law of the Cayman Islands to be held; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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).”

(B) “**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 Law 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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 Law 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.”
- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) 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 4(B) above.”

On behalf of the Board  
**CROSSTEC Group Holdings Limited**  
**Lee Wai Sang**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 October 2021

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

20th Floor  
625 King’s Road  
North Point  
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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 10:30 a.m. on Wednesday, 1 December 2021 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, 30 November 2021 to Friday, 3 December 2021, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. on Monday, 29 November 2021.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. In relation to the proposed resolution numbered 4(A) and the proposed resolution numbered 4(C) 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 4(B) 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 I 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. 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 28 October 2021 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.
9. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises shareholders of the Company to appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the Meeting in person.
10. In case the venue is being closed on the date of Meeting due to COVID-19, the Meeting shall stand adjourned to the same day in the next week or at such other time and place as the chairman of the Meeting may determine. The Company will post an announcement on the Stock Exchange and the Company’s website notifying shareholders of the Company of the date, time and place of the adjourned meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date hereof, the Board comprises Mr. Lee Wai Sang, Mr. Lau King Lok, Mr. Leung Pak Yin and Ms. Leung Mo Shan Jackie as executive Directors; and Mr. So Chi Hang, Mr. Heng Ching Kuen Franklin, Mr. Shing Wai Yip and Mr. Tsang Ho Yin as independent non-executive Directors.*