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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 (the “**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.

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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, PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held on Friday, 19 August 2022 at 11:30 a.m. at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong (the “**EGM**”) (or 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. Whether or not you are able to attend the EGM, 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 or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) as soon as practicable but in any event by 11:30 a.m. on Wednesday, 17 August 2022 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 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**

The Company strongly advises shareholders of the Company (the “**Shareholders**”) to appoint the chairman of the EGM as their proxy to vote on relevant resolution at the EGM as an alternative to attending the meeting in person.

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## PRECAUTIONARY MEASURES FOR EGM

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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) 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 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](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)).

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## DEFINITIONS

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*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   |
| “CCASS Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time   |
| “Change in Board Lot Size”     | the change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 4,000 Consolidated Shares upon Share Consolidation becoming effective  |
| “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\$0.4 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, 19 August 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the Share Consolidation |
| “Existing Share(s)”            | ordinary share(s) with a par value of HK\$0.04 each in the share capital of the Company before the Share Consolidation becoming effective  |
| “General Rules of CCASS”       | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures   |

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## DEFINITIONS

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|                           |   |
|---------------------------|---|
| “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” | 25 July 2022, 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   |
| “Share(s)”                | the Existing Share(s) and/or the Consolidated Share(s), as the case may be  |
| “Share Consolidation”     | the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share  |
| “Shareholder(s)”          | holder(s) of the Share(s)   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong   |

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## EXPECTED TIMETABLE

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*The expected timetable for implementation of the Share Consolidation and the Change in Board Lot Size, is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

| 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, 15 August 2022 |
|--|-------------------------------------|

|   |  |
|---|--|
| Closure of the register of members of the Company for determining the entitlement to attend and vote at the EGM . . . . . | Tuesday, 16 August 2022 to Friday, 19 August 2022 (both dates inclusive) |
|---|--|

|  |   |
|--|---|
| Latest time for return of form of proxy of the EGM . . . . . | 11:30 a.m. on Wednesday, 17 August 2022 |
|--|---|

|   |                                      |
|---|--------------------------------------|
| Expected time and date of the EGM . . . . . | 11:30 a.m. on Friday, 19 August 2022 |
|---|--------------------------------------|

|  |                        |
|--|------------------------|
| Publication of announcement of poll results of the EGM . . . . . | Friday, 19 August 2022 |
|--|------------------------|

**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, 23 August 2022 |
|---|-------------------------|

|  |                         |
|--|-------------------------|
| First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . | Tuesday, 23 August 2022 |
|--|-------------------------|

|   |                                      |
|---|--------------------------------------|
| Commencement of dealings in the Consolidated Shares . . . . . | 9:00 a.m. on Tuesday, 23 August 2022 |
|---|--------------------------------------|

|   |                                      |
|---|--------------------------------------|
| 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, 23 August 2022 |
|---|--------------------------------------|

|  |                                      |
|--|--------------------------------------|
| Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens . . . . . | 9:00 a.m. on Tuesday, 23 August 2022 |
|--|--------------------------------------|

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## EXPECTED TIMETABLE

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Original counter for trading in the Consolidated Shares  
in new board lots of 4,000 Consolidated Shares  
(in the form of new share certificates for  
Consolidated Shares) re-opens. . . . . 9:00 a.m. on  
Tuesday, 6 September 2022

Parallel trading in the Consolidated Shares  
(in form of new share certificates and existing  
share certificates) commences . . . . . 9:00 a.m. on  
Tuesday, 6 September 2022

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, 6 September 2022

Designated broker ceases to stand  
in the market to provide matching services  
for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on  
Tuesday, 27 September 2022

Temporary counter for trading in board lots  
of 2,000 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on  
Tuesday, 27 September 2022

Parallel trading in the Consolidated Shares  
(in the form of new share certificates and  
existing share certificates) ends. . . . . 4:10 p.m. on  
Tuesday, 27 September 2022

Last day for free exchange of existing share certificates  
for new share certificates for the Consolidated Shares . . . . . 4:30 p.m. on  
Thursday, 29 September 2022

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## LETTER FROM THE BOARD

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

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

**(Stock Code: 3893)**

*Executive Directors:*

Mr. 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

*Independent non-executive Directors:*

Mr. So Chi Hang

Mr. Heng Ching Kuen Franklin

Mr. Tsang Ho Yin

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

20th Floor

625 King's Road

North Point

Hong Kong

29 July 2022

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 8 July 2022 in relation to the proposed Share Consolidation and proposed Change in Board Lot Size.

The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and the proposed Change in Board Lot Size and to give you notice of the EGM.

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share.



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## LETTER FROM THE BOARD

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### 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 2,500,000,000 Existing Shares, of which 720,000,000 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 date 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 250,000,000 Consolidated Shares, of which 72,000,000 Consolidated Shares (which are fully paid or credited as fully paid) 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 in relation to the Share Consolidation and Change in Board Lot Size, the implementation thereof will not, of itself, alter the underlying assets, business operation, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being fulfilled:

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.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 23 August 2022, being the second Business Day after the EGM.

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

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## LETTER FROM THE BOARD

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

An application has been made by the Company to 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, 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 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.

None of the Existing Shares or debt securities of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional entitlement to 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.

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## LETTER FROM THE BOARD

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

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, 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, 6 September 2022 to Tuesday, 27 September 2022 (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 with odd lot holdings of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best effort basis. Successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Exchange of share certificates**

Subject to the Share Consolidation having become effective, which is currently expected to be on Tuesday, 23 August 2022, the Shareholders may during the period from Tuesday, 23 August 2022 to Thursday, 29 September 2022 (both days inclusive), submit existing share certificates for the Existing Shares (in the colour of pink) to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company, for the new share certificates for the Consolidated Shares (in the colour of red). 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.

Subject to and upon the Share Consolidation becoming effective, after 4:10 p.m. on Tuesday, 27 September 2022, existing share certificates for the Existing Shares will only remain effective as documents of legal title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

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

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 4,000 Consolidated Shares upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.056 per Existing Share (equivalent to the theoretical closing price of HK\$0.56 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$1,120; (ii) the value of each board lot of 20,000 Consolidated Shares would be HK\$11,200 assuming the Share Consolidation becoming effective; and (iii) the theoretical value of each board lot of 4,000 Consolidated Shares would be HK\$2,240 assuming that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Directors consider that the Change in Board Lot Size is appropriate and can reduce the proportionate transaction costs and charges for securities trading in this board lot value and can improve the trading liquidity of the Consolidated Shares, thereby attracting more investors and widening the shareholder base.

### REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND THE PROPOSED CHANGE IN BOARD LOT SIZE

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 1 October 2020, (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 of the recent trading prices of the Existing Shares at the level of below HK\$0.10 since 25 April 2022 and the value per existing board lot being less than HK\$2,000, the Board considers that the proposed Share Consolidation would bring about a corresponding upward adjustment in the market price of the Consolidated Shares, which together with the Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. The Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board considers that the Share Consolidation would maintain the transaction amount for each board lot at a reasonable level in order to attract more investors and broaden the shareholder base of the Company.

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## LETTER FROM THE BOARD

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In view of the above reasons, the Company considers the proposed Share Consolidation and Change in Board Lot Size is justifiable notwithstanding of the potential costs and impact arising from creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation and Change in Board Lot Size is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no current plans for, or intention to conduct, any other corporate actions (such as share consolidation, sub-division or change in board lot size) which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next twelve months and the Company does not have any concrete plan to conduct any fund-raising activities in the next twelve months. However, the Directors consider that they will contemplate fund raising activities whenever they think reasonably necessary. The Company will make further announcement as and when required in accordance with the Listing Rules.

### 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. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

### EGM AND PROXY PROCEDURE

A notice convening the EGM (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the above mentioned ordinary resolution is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the EGM, 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 or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) as soon as practicable but in any event by 11:30 a.m. on Wednesday, 17 August 2022 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.

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## LETTER FROM THE BOARD

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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 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, 16 August 2022 to Friday, 19 August 2022, 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 (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on 15 August 2022) for registration not later than 4:30 p.m. on Monday, 15 August 2022.

### 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 to vote in favour of the 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*

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## NOTICE OF EGM

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

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

**(Stock Code: 3893)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of CROSSTEC Group Holdings Limited (the “**Company**”) will be held on Friday, 19 August 2022 at 11:30 a.m. at 7/F., Tower One, Lippo Centre, 89 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 29 July 2022, a copy of which has been tabled at the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, 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 of Hong Kong Limited (the “**Stock Exchange**”):

- (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.04 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value of HK\$0.4 each in the share capital of the Company (the “**Consolidated Share(s)**”) and the authorised share capital of the Company shall be HK\$100,000,000 divided into 250,000,000 Consolidated Shares of par value of HK\$0.4 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 entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the existing shares of HK\$0.04 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained 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) any one of the 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 he/she 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, 29 July 2022

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## NOTICE OF EGM

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*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 or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) as soon as practicable but in any event by 11:30 a.m. on Wednesday, 17 August 2022 or not less than 48 hours before the time appointed for holding any adjournment thereof.
- (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, 16 August 2022 to Friday, 19 August 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible 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 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 (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on 15 August 2022) for registration not later than 4:30 p.m. on Monday, 15 August 2022.
- (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.
- (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 29 July 2022 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) 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 resolution, instead of attending the Meeting in person.
- (h) 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.
- (i) 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, Mr. Leung Pak Yin and Ms. Leung Mo Shan Jackie as executive Directors; and Mr. So Chi Hang, Mr. Heng Ching Kuen Franklin and Mr. Tsang Ho Yin as independent non-executive Directors.*