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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional advisers.

If you have sold or transferred all your shares in **China Apex Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



中國恒泰
CHINA APEX

China Apex Group Limited
中國恒泰集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2011)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and inside cover of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at 11 a.m. on Thursday, 21 March 2024 at The Boardroom, Lobby Level, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.irasia.com/listco/hk/chinaapex/index.htm>). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, you are advised to complete and sign the form of proxy attached in accordance with the instructions printed thereon and return the completed form of proxy 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 as soon as possible but in any event, not less than 48 hours before the time appointed for the holding of the EGM or its adjournment (as the case may be). 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. If you attend and vote at the EGM, the instrument appointing your proxy will be deemed to have been revoked.

27 February 2024

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DEFINITIONS

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

“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”, “we” or “us”	China Apex Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 11 a.m. on Thursday, 21 March 2024 at The Boardroom, Lobby Level, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong, to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“Group”	the Company, its subsidiaries and consolidated affiliated entities
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Announcement”	the announcement of the Company dated 21 February 2024 titled “Proposed Change of Company Name and Closure of Register of Members”
“Latest Practicable Date”	23 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Proposed Change of Company Name”	the proposed change of the Company’s name as described in the Letter from the Board in this circular

DEFINITIONS

“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In case of inconsistency, the English text of this circular, the accompanying notice of the EGM and form of proxy shall prevail over its Chinese text.



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Executive Directors:

Mr. Yip Siu Lun Dave (*Chairman*)
Mr. Wu Cody Zhuo-xuan
Mr. Mak Yung Pan Andrew
Ms. Cheung Ka Yuen

Non-executive Director:

Ms. Lin Ping

Independent Non-executive Directors:

Mr. Leung Ka Tin
Mr. Cheng Hong Kei
Mr. Liew Fui Kiang
Mr. Ko Kwok Shu

Registered office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal place of business in

Hong Kong:
Suite 10A and 10B, 15/F.
Nine Queen's Road Central
Central, Hong Kong

27 February 2024

To the Shareholders:

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of special resolution to be proposed at the EGM to be held on 21 March 2024.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Initial Announcement. The Company proposes to change the English name of the Company from “China Apex Group Limited” to “Gilston Group Limited” and dual foreign name in Chinese of the Company from “中國恒泰集團有限公司” to “進騰集團有限公司”.

The Company is an investment holding company. The Group principally engages in the zipper business. As disclosed in the announcement of the Company dated 30 August 2023 in relation to the management agreement, the Group has been looking into opportunities to diversify its business to broaden income stream.

The Board considers that the Proposed Change of Company Name will better reflect the Company’s strategic business plan and its future development direction, and foster the long-term branding of the Group, which would in turn, enable us to better create long-term value for the Shareholders. In addition, the Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

The Proposed Change of Company Name is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. A further announcement will be made by the Company on the date which the Proposed Change of Company Name becomes effective.

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its overall financial position.

LETTER FROM THE BOARD

All existing certificates of securities in issue bearing the present name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of the legal title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for exchange of the existing share certificates of securities for new share certificates under the new name of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the EGM to be held at 11 a.m. on Thursday, 21 March 2024 at The Boardroom, Lobby Level, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. A resolution will be proposed at the EGM to approve, among other things, the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk. 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 deposit the same at the Company's branch share registrar in Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The Proposed Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders is interested in the Proposed Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Proposed Change of Company Name.

LETTER FROM THE BOARD

4. 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 enquires, 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.

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolution to be proposed at the EGM.

6. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
China Apex Group Limited
Yip Siu Lun Dave
Chairman and executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



中國恒泰
CHINA APEX

China Apex Group Limited
中國恒泰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Apex Group Limited (the “Company”) will be held at 11 a.m. on Thursday, 21 March 2024 at The Boardroom, Lobby Level, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong for the following purposes:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Apex Group Limited” to “Gilston Group Limited” and dual foreign name in Chinese of the Company from “中國恒泰集團有限公司” to “進騰集團有限公司” (the “**Proposed Change of Company Name**”); and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements including under seal where appropriate, as he/she may, in his/her absolute discretion, consider necessary or expedient to effect the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
China Apex Group Limited
Yip Siu Lun Dave
Chairman and executive Director

Hong Kong, 27 February 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by that shareholder.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e., not later than 11 a.m. on Tuesday, 19 March 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). To be effective, all proxy appointments must be lodged with Tricor Investor Services Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 18 March 2024 to 21 March 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 March 2024.
5. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
6. A circular containing further details concerning item 1 set out in the above notice will be sent to all shareholders of the Company together with this notice.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Yip Siu Lun Dave, Mr. Wu Cody Zhuo-xuan, Mr. Mak Yung Pan Andrew and Ms. Cheung Ka Yuen; the non-executive Director is Ms. Lin Ping; and the independent non-executive Directors are Mr. Leung Ka Tin, Mr. Cheng Hong Kei, Mr. Liew Fui Kiang and Mr. Ko Kwok Shu.