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

If you have sold or transferred all your shares in Global Strategic Group Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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環球戰略集團有限公司

## GLOBAL STRATEGIC GROUP LIMITED

### 環球戰略集團有限公司

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

(Stock Code: 8007)

### PROPOSALS FOR

- (1) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
- (2) RE-ELECTION OF DIRECTORS; AND
- (3) NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting (“AGM”) of the Company to be held at Meeting Room B, 4th Floor, Mei Jing Hotel, No. 356, Xinqu Avenue, Longhua District, Shenzhen, Guangdong, China on Monday, 29 April 2024 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Company’s website at <http://www.globalstrategicgroup.com.hk> and the website of the Stock Exchange at <http://www.hkexnews.hk>.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than Saturday, 27 April 2024 at 11:00 a.m. (Hong Kong Time). 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.

*This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for seven days from the date of its publication and on the website of the Company at <http://www.globalstrategicgroup.com.hk>*

7 April 2024

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Meeting Room B, 4th Floor, Mei Jing Hotel, No. 356, Xinqu Avenue, Longhua District, Shenzhen, Guangdong, China on Monday, 29 April 2024 at 11:00 a.m., or, where the context so admits, any adjournment of such annual general meeting
“AGM Notice”	The notice for convening the AGM as set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the articles of association of the Company currently in force as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Global Strategic Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Company Act”	The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time
“General Mandate”	The general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders

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## DEFINITIONS

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“Group”	the Company and all of its subsidiaries from time to time
“Human Resources and Remuneration Committee”	the Human Resources and remuneration committee of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Registrar”	the branch registrar of the Company in Hong Kong, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the number of issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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環球戰略集團有限公司

# GLOBAL STRATEGIC GROUP LIMITED

## 環球戰略集團有限公司

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

**(Stock Code: 8007)**

*Executive Directors:*

Mr. Wang Wenzhou (*Chief Executive Officer*)  
Mr. Wu Guoming  
Mr. Wu Chunyao

*Non-executive Director:*

Mr. Chen Long

*Independent non-executive Directors:*

Mr. Leung Oh Man, Martin  
Dr. Chung Ling Cheong Dicky  
Dr. Cheng Chak Ho

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in*

*Hong Kong:*  
Room 803, 8/F,  
Wanchai Central Building  
89 Lockhart Road  
Wan Chai  
Hong Kong

7 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES**  
**AND REPURCHASE SHARES;**  
**(2) RE-ELECTION OF DIRECTORS; AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) the re-appointment of auditors and to give you the AGM Notice.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 455,860,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 91,172,000 Shares.

#### Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 45,586,000 Shares.

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## LETTER FROM THE BOARD

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The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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, the Company Act, or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

According to Article 86(3), any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Articles 87(1) and (2), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation so that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 86(3), Mr. Wu Chunyao and Dr. Cheng Chak Ho shall retire from office at the AGM. In accordance with Articles 87(1) and (2), Mr. Wang Wenzhou shall retire by rotation at the AGM. Being eligible, Mr. Wang Wenzhou and Mr. Wu Chunyao will offer themselves for re-election as executive Directors. Dr. Cheng Chak Ho will offer himself for re-election as an independent non-executive Director. Mr. Chen Long will offer himself from re-election as a non-executive Director.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

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## LETTER FROM THE BOARD

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The Nomination Committee considered that in view of their diverse and different backgrounds and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, the re-appointment of Mr. Wang Wenzhou, Mr. Wu Chunyao, Dr. Cheng Chak Ho and Mr. Chen Long as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Wang Wenzhou and Mr. Wu Chunyao as executive Directors, Dr. Cheng Chak Ho as an independent non-executive Director and Mr. Chen Long as a non-executive Director.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF THE AUDITORS**

RSM Hong Kong (“**RSM**”) will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint RSM as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed from Wednesday, 24 April 2024 to Monday, 29 April 2024, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 23 April 2024.

### **NOTICE OF AGM AND PROXY FORM**

A notice convening the AGM to be held at Meeting Room B, 4th Floor, Mei Jing Hotel, No. 356, Xinqu Avenue, Longhua District, Shenzhen, Guangdong, China on Monday, 29 April 2024 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors and the re-appointment of auditors.

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## **LETTER FROM THE BOARD**

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A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries 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 AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. The Company will appoint Tricor Secretaries Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### 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 of  
**Global Strategic Group Limited**  
**Wang Wenzhou**  
*Executive Director and Chief Executive Officer*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.*

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

**1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 455,860,000 Shares in issue as at the Latest Practicable Date, would result in 45,586,000 Shares (representing approximately 10% of the number of issued Shares as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

**2. REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

**3. SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands.

The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 September 2023) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. 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 on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. EFFECT OF THE TAKEOVERS CODE**

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of knowledge of the Company, no Shareholder is interested in more than 10% of the Shares and the Directors are not aware of any consequences which may result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation of any Shareholder(s) or any other persons to make a mandatory offer under the Takeovers Code or if the repurchase would result in less than the prescribed minimum percentage of 25% of the issued share capital of the Company being held in public hands.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases to the Repurchase Mandate in full.

#### **8. NO PURCHASES OF SHARES BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

#### **9. CORE CONNECTED PERSON**

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**10. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
February	0.250	0.231
March	0.237	0.200
April	0.222	0.170
May	0.225	0.174
June	0.440	0.218
July	0.440	0.350
August	0.405	0.270
September	0.470	0.265
October	0.420	0.231
November	0.810	0.385
December	1.130	0.590
<b>2024</b>		
January	1.230	0.090
February	0.121	0.051
March	0.121	0.069
April (up to the Latest Practicable Date)	0.088	0.086

*Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**(1) Mr. Wang Wenzhou (“Mr. Wang”)**

Mr. Wang, aged 51, has been the executive Director since 24 January 2020. He has over 28 years of experience in textile industry and in-depth knowledge in products operation, import and export trading and supply management. He also has practical experience in corporate operation management. Prior to joining the Company, he was a general manager of Shanghai An Lin Trading Limited\* (上海安林貿易有限公司) and he also worked as a general manager at Shanghai Lan Hao Clothing Limited\* (上海藍豪服飾有限公司).

Mr. Wang has entered into a service agreement with the Company in relation to his appointment as an executive Director for a term of three years commencing on 24 January 2023 and may be terminated by either party upon a three-month prior written notice. Such appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Wang is entitled to a remuneration of HK\$40,000 per month. The remuneration of Mr. Wang is determined by the Board having regard to the recommendation of the Human Resources and Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed, Mr. Wang did not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company and does not hold any position of the Company and other companies within the Group.

Save as disclosed herein, Mr. Wang had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**(2) Mr. Wu Chunyao (“Mr. Wu”)**

Mr. Wu, aged 29, has been the executive Director since 30 October 2023. Mr. Wu has over 10 years of experience in business management, operation and provision of consultation services. He was a unit manager of Beijing Bozheng Xinda Investment Consulting Co., Ltd.\* (北京博正信達投資顧問有限公司) from 2012 to 2014. He also works as a vice president of Shanghai Chunfeng Financial Information Services Co., Ltd.\* (上海春峰金融信息服務有限公司). From 2015 to 2016, Mr. Wu was a general manager of Hunan Zhihao Information Consulting Service Co., Ltd.\* (湖南智浩信息諮詢服務有限公司).

Mr. Wu has entered into a service agreement with the Company in relation to his appointment as an executive Director for a term of one year commencing on 30 October 2023 and may be terminated by either party upon a one-month prior written notice. Such appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Wu is entitled to a director’s fee of HK\$50,000 per month. The remuneration of Mr. Wu is determined by the Board having regard to the recommendation of the Human Resources and Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed, Mr. Wu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed herein, Mr. Wu had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**(3) Dr. Cheng Chak Ho (“Dr. Cheng”)**

Dr. Cheng, aged 53, has been the independent non-executive Director since 30 October 2023. Dr. Cheng holds a doctoral degree of Philosophy in Economics from the University of Brighton, a Master degree in Urban Design from the University of Hong Kong, a Master of Science in Engineering (Mechanical Engineering) and a Master of Business Administration in Finance. He has over 29 years of experiences in various kinds of valuation included but not limited to real estate valuation, business valuation, plant and machinery valuation and forensic valuation. He has been involved in over 100 IPOs and M&A cases over the last ten years. He is an independent non-executive director of Polyard Petroleum International Group Limited (stock code: 8011), a company listed on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 1 April 2021 and he was an independent non-executive director of North Mining Shares Company Limited (stock code: 0433), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited from 12 April 2001 to 1 April 2022. He is a Fellow of Chartered Institute of Management Accountants, Certified Management Accountants Australia, Association of International Accountants, Institute of Public Accountants, Institute of Financial Accountants, The Royal Society of Medicine, The Royal Statistical Society, Federation of Hong Kong Industries, The Hong Kong Institute of Directors, The Hong Kong Institute of Environmentalists, The Society of Operations Engineers, and Institution of Plant Engineers. He is also Member of The Hong Kong Institution of Surveyors, The Certified Public Accountants Association, The Society of Chartered Environmentalists, Hong Kong Institute of Engineers, the China Real Estate Appraisers and Agents, American Society of Civil Engineers, The Institute of Engineering and Technology, The American Society For Microbiology, The Institute of Electrical and Electronics Engineers, Institute of Industrial and Systems Engineers, American Society of Mechanical Engineers, Hong Kong Institute of Arbitrators and the Society of Petroleum Engineers.

Dr. Cheng has entered into a service agreement with the Company in relation to his appointment as an independent non-executive Director for a term of one year commencing on 30 October 2023 and may be terminated by either party upon a three-month prior written notice. Such appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Dr. Cheng is entitled to a director’s fee of HK\$10,000 per month. The remuneration of Dr. Cheng is determined by the Board having regard to the recommendation of the Human Resources and Remuneration Committee and with reference to her qualifications, experience, duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed, Dr. Cheng does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed herein, Dr. Cheng had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

**(4) Mr. Chen Long (“Mr. Chen”)**

Mr. Chen, aged 35, has been the non-executive Director since 21 October 2022. Mr. Chen has over 9 years of experience in business operation and corporate financial management. Before joining the Company, Mr. Chen was the chief executive officer of Fortune Joy International Acquisition (a company proposed to be listed on the Nasdaq with symbol XYGJU) since 2022. Mr. Chen also serve as a director of Zhongming Capital Holdings (Shenzhen) Limited\* (中銘資本控股(深圳)集團有限公司).

Mr. Chen has entered into a service agreement with the Company in relation to his appointment as a non-executive Director for a term of two year commencing on 21 October 2022 and may be terminated by either party upon a three-month prior written notice. Such appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chen is entitled to a director’s fee of HK\$10,000 per month. The remuneration of Mr. Chen is determined by the Board having regard to the recommendation of the Human Resources and Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date and save as disclosed, Mr. Chen does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed herein, Mr. Chen had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Wang Wenzhou, Mr. Wu Chunyao, Dr. Cheng Chak Ho and Mr. Chen Long that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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環球戰略集團有限公司

# GLOBAL STRATEGIC GROUP LIMITED

## 環球戰略集團有限公司

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

**(Stock Code: 8007)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Global Strategic Group Limited (the “**Company**”) will be held at Meeting Room B, 4th Floor, Mei Jing Hotel, No. 356, Xinqu Avenue, Longhua District, Shenzhen, Guangdong, China on Monday, 29 April 2024 at 11:00 a.m., for the following purposes:

NO refreshment, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.
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1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 September 2023;
2.
  - (a) to re-elect Mr. Wang Wenzhou as an executive Director;
  - (b) to re-elect Mr. Wu Chunyao as an executive Director;
  - (c) to re-elect Dr. Cheng Chak Ho as an independent non-executive Director;
  - (d) to re-elect Mr. Chen Long as a non-executive Director; and
  - (e) to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF AGM

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4. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of 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:
  - (aa) 20 per cent. of the number of Shares in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the passing of resolution no. 5),

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

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## NOTICE OF AGM

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, chapter 22 (Law 3 of 1961, as consolidated and revised) (the “**Companies Law**”) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (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 holders of Shares on the register 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF AGM

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5. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, 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 approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) 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 or any other applicable laws of the Cayman Islands to be held; and
  - (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.”

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## NOTICE OF AGM

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6. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board

**Global Strategic Group Limited**

**Wang Wenzhou**

*Executive Director and Chief Executive Officer*

Hong Kong, 7 April 2024

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office of business in*

*Hong Kong:*

Room 803, 8/F,

Wanchai Central Building

89 Lockhart Road

Wan Chai

Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than Saturday, 27 April 2024 at 11:00 a.m. (Hong Kong Time). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to the proposed resolution no. 2 above, Details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
6. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Monday, 29 April 2024. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for no later than 4:30 p.m. on Tuesday, 23 April 2024.
7. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the Articles. The Company will post an announcement on the Company's website at <http://www.globalstrategicgroup.com.hk/>) and the website of HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk) to notify its Shareholders of the date, time and place of the adjourned meeting.  
  
The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.