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

If you have sold or transferred all your shares in Cirtek Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or the licensed securities dealer or registered institution in securities or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **CIRTEK HOLDINGS LIMITED**

### **常達控股有限公司**

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

**(Stock Code: 1433)**

#### **PROPOSAL FOR**

#### **(1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES**

**AND**

**TO ISSUE NEW 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”) to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 21 June 2024 at 2:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cirtek.com](http://www.cirtek.com)).

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return 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 later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 2:00 p.m. on Wednesday, 19 June 2024) 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) if you so wish and in such case, the proxy form previously submitted shall be deemed to be revoked.

29 April 2024

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## DEFINITIONS

*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 held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 21 June 2024 at 2:00 p.m., notice of which is set out on pages 15 to 19 of this circular (or any adjournment thereof)
“AGM Notice”	the notice for convening the AGM as set out on pages 15 to 19 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“CG Code”	Corporate Governance Code as set out in Appendix C1 of the Listing Rules
“Company”	Cirtek Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1433)
“Company Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Controlling Shareholder(s)”	has the meaning given to it in the Listing Rules and, unless the context otherwise requires, refers to Mr. Barry Chan, Ms. Candy Law and Charming International Limited individually and as a group where the context requires
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

## DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the AGM Notice as set out on pages 15 to 19 of this circular
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Barry Chan”	Mr. Chan Sing Ming Barry (陳醒明), being our executive Director, the chairman of our Board, a Controlling Shareholder and the spouse of Ms. Candy Law
“Ms. Candy Law”	Ms. Law Miu Lan (羅妙蘭), being our executive Director, a Controlling Shareholder and the spouse of Mr. Barry Chan
“Mr. Lam”	Mr. Lam Chor Ki Dick (林楚祺), being our independent non-executive Director
“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 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 Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

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

LETTER FROM THE BOARD

**CIRTEK HOLDINGS LIMITED**  
**常達控股有限公司**

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

**(Stock Code: 1433)**

*Executive Directors:*

Mr. Chan Sing Ming Barry (*Chairman*)  
Ms. Law Miu Lan (*Chief Executive Officer*)  
Mr. Chan Tsz Fung

*Independent Non-Executive Directors:*

Mr. Lam Chor Ki Dick  
Mr. Lee Tak Cheong  
Ms. Luk Mei Yan

*Registered Office:*

Third Floor,  
Century Yard Cricket Square,  
P.O. Box 902  
Grand Cayman KY1-1103  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
1/F, Wing Ming Industrial Centre  
15 Cheung Yue Street  
Lai Chi Kok  
Kowloon  
Hong Kong

29 April 2024

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 21 June 2024.

## LETTER FROM THE BOARD

### **2. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The Directors have been granted a general and unconditional mandate to exercise the powers of the Company to repurchase Shares at the annual general meeting of the Company held on 16 June 2023. As at the Latest Practicable Date, such repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares of not exceeding 10% of the total number of the issued Shares as at the date of the passing of the proposed ordinary resolution contained in item 7 of the notice of AGM as set out on pages 15 to 19 of this circular (i.e. a total of 200,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

The Directors have been granted a general and unconditional mandate to allot, issue and deal with the additional Shares at the annual general meeting of the Company held on 16 June 2023. As at the Latest Practicable Date, such general mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with additional Shares of not exceeding 20% of the total number of the issued Shares as at the date of the passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 15 to 19 of this circular (i.e. a total of 400,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

## LETTER FROM THE BOARD

### 4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years or within such other period as the Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to Article 108 of the Articles of Association, Ms. Candy Law and Mr. Lam will retire at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. At the AGM, separate ordinary resolutions will be proposed to re-elect Ms. Candy Law as executive Director and Mr. Lam as an independent non-executive Director respectively. The particulars of the Directors are set out in Appendix II to this circular.

The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed each of the independent non-executive Directors’ annual written confirmation of independence based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee has also reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, knowledge and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the board diversity policy of the Company.

The Nomination Committee has recommended to the Board on re-election of all the above retiring Directors. The Company considers that all the above retiring Directors will continue to bring valuable perspectives, skill and experience to the Board for its efficient and effective functioning and diversity. In this regard, the Board is satisfied that all the above retiring Directors are persons of integrity and stature and believes that their re-election will benefit the Board as well as the Company.



## LETTER FROM THE BOARD

### 5. RE-APPOINTMENT OF THE AUDITORS

Ernst & Young (“EY”) 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 EY as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### 6. CLOSURE OF REGISTER OF MEMBERS

#### To be eligible to attend and vote at the AGM

The register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Monday, 17 June 2024.

### 7. AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 15 to 19 of this circular.

According to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM must be taken by poll. An announcement of the results of the poll will be published after the AGM in accordance with the requirements of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cirtek.com](http://www.cirtek.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority at 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 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

## LETTER FROM THE BOARD

### 8. RECOMMENDATION

The Directors believe that the proposed granting of the Issuance Mandate and the Repurchase Mandate and re-election of retiring Directors are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

### 9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of AGM.

### 10. 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.

Yours faithfully,  
By Order of the Board  
**Cirtek Holdings Limited**  
**CHAN Sing Ming Barry**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

## **1. SHARE CAPITAL AND THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the number of Shares of the Company in issue was 2,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e., being 2,000,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase a total of 200,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given under the Repurchase Mandate; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws.

## **2. REASONS FOR REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

## **3. FUNDING OF REPURCHASE**

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Articles of Association and the laws of the Cayman Islands.

On the basis of the financial position of the Company as at 31 December 2023, being the date to which the latest published audited accounts of the Company were made up, the Directors believe that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. 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 Company's working capital or the gearing position which in the opinion of our Directors are from time to time appropriate for our Company.

#### **4. SHARE PRICES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follow:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.053	0.048
May	0.052	0.045
June	0.051	0.045
July	0.050	0.043
August	0.049	0.043
September	0.048	0.041
October	0.043	0.040
November	0.042	0.035
December	0.038	0.034
<b>2024</b>		
January	0.044	0.026
February	0.040	0.026
March	0.042	0.034
April (up to the Latest Practicable Date)	0.044	0.039

#### **5. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the six months preceding the Latest Practicable Date.

#### **6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If, on the exercise of the power to repurchase 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following table shows the Shareholders who were interested in more than 5% of the Company's issued share capital and approximate percentage of shareholding if the Repurchase Mandate is exercised in full:

Name of Shareholder	Long/ Short position	Nature of interest and capacity	Number of Shares	Approximate percentage of the Company's total issued share capital (Note 1)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Barry Chan	Long	Interests in a controlled corporation (Note 2 and 3)	1,308,000,000 shares	65.4%	72.6%
Ms. Candy Law	Long	Interests in a controlled corporation (Note 2 and 3)	1,308,000,000 shares	65.4%	72.6%
Charming International Limited	Long	Beneficial interests (Note 2)	1,308,000,000 shares	65.4%	72.6%

*Notes:*

1. The percentages have been compiled based on the total number of issued Shares (i.e. 2,000,000,000) as at the Latest Practicable Date.
2. Each of Mr. Barry Chan and Ms. Candy Law owns as to 51% and 49% of the issued share capital of Charming International Limited which, in turn, holds 1,308,000,000 Shares. Accordingly, Mr. Barry Chan and Ms. Candy Law are deemed to be interested in 1,308,000,000 Shares held by Charming International Limited by virtue of the disclosure requirements of the SFO.
3. Mr. Barry Chan is the spouse of Ms. Candy Law. Accordingly, Mr. Barry Chan and Ms. Candy Law are deemed to be interested in the Shares held by each other by virtue of the SFO.

## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Articles of Association, are provided below.

#### **Executive Director**

**Ms. Law Miu Lan (羅妙蘭)**, aged 61, being one of our Controlling Shareholders, was appointed as our assistant managing director in September 1994, our Chief Executive Officer and Director on 17 May 2019 and was re-designated as our executive Director on 21 February 2020. Ms. Candy Law is responsible for our Group's overall management, operation and strategic planning. She obtained a higher certificate in fashion and clothing manufacture from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1984.

Ms. Candy Law has over 39 years of experience in the apparel labels and trim products manufacturing industry. Ms. Candy Law is the spouse of Mr. Barry Chan and the mother of Mr. Chan Tsz Fung, who are both our executive Directors.

Pursuant to the existing service agreement entered into between Ms. Candy Law and the Company on 21 February 2020, she is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2023, she received a director remuneration amounted to HK\$1,900,000.

Ms. Candy Law is the spouse of Mr. Barry Chan, the Chairman and an executive Director of the Company.

As at the Latest Practicable Date, Ms. Candy Law is interested in 49.0% of the issued share capital of Charming International Limited and was deemed to be interested in 1,308,000,000 Shares held by Charming International Limited in which Ms. Candy Law is deemed to be interested under Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Candy Law (i) has not held any other directorships in the last three years in any listed public company on Hong Kong or overseas.

As far as the Directors are aware, there is no information of Ms. Candy Law to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Candy Law that need to be brought to the attention of the Shareholders.

**Independent non-executive Director**

**Mr. Lam Chor Ki Dick (林楚祺)**, aged 58, was appointed as an independent non-executive Director on 21 February 2020 and is currently a member of each of the Audit Committee and Nomination Committee of the Company. He graduated from the Hong Kong Baptist University with a bachelor's degree in business administration in November 1990. He then obtained the master of arts in electronic business from the City University of Hong Kong in November 2003.

From July 1990 to October 2000, Mr. Lam held various accounting and finance positions in a number of companies including AIA Group Limited, Inchcape Marketing Ltd., LeaRonal (S.E.Asia) Ltd., Elite Business Machines Mfg. Co. Ltd., Dong Ying Computer Label & Embroidery Company Limited and AFG Company Limited. From November 2000 to January 2005, Mr. Lam served as a financial controller at Lexmark International (China) Co., Ltd., a company principally engages in the provision of printing and imaging products and software solutions services. From January 2005 to December 2005, he worked as a financial controller at Fellowes Consulting LLC Dongguan Representative Office, a company principally manufactures paper shredders. From January 2006 to November 2008, Mr. Lam worked as a director at Electrical Components International Inc., a company principally manufactures wire harness, with his last position being a finance and administrative director and was the director of business administration at ECI (Huizhou). From December 2008 to October 2010, Mr. Lam served as an operation controller at Shakespeare (Hong Kong) Ltd., a company principally manufactures sports hardware. From November 2010 to January 2012, he served as a consultant at Resources Global Professionals (HK) Limited, a consultancy firm. From February 2012 to July 2023, Mr. Lam has served as a vice president of the asian operation department in ECI (Huizhou).

Mr. Lam has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lam (i) has not held any other directorships in the last three years in any listed public company on Hong Kong or overseas; (ii) does not hold any position with the Company or any members of the Group; (iii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

As far as the Directors are aware, there is no information of Mr. Lam to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders.



## NOTICE OF AGM

# CIRTEK HOLDINGS LIMITED

## 常達控股有限公司

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

**(Stock Code: 1433)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Cirtek Holdings Limited (the “Company”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 21 June 2024 at 2:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. To re-elect Ms. Law Miu Lan as an executive director of the Company.
3. To re-elect Mr. Lam Chor Ki Dick as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company (the “Board”) to fix the respective directors’ remuneration.
5. To consider the re-appointment of Ernst & Young as the auditor of the Company until the conclusion of the next annual general meeting and to authorise the board of directors to fix auditor’s remuneration for the year ending 31 December 2024.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

## NOTICE OF AGM

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of the issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company’s shareholders in general meeting; and
- (iii) 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 or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and further subject to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

## NOTICE OF AGM

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of the issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the Company’s shareholders in general meeting; and
- (iii) 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 or any applicable laws.”

## NOTICE OF AGM

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Cirtek Holdings Limited**  
**CHAN Sing Ming Barry**  
*Chairman and Executive Director*

Hong Kong, 29 April 2024

*Notes:*

1. All resolutions at the AGM will 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 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. 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 of the Company present in person or by proxy shall be entitled to one vote for each share held by him.
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 notarially certified copy of that power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF AGM

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 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 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Service Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 June 2024.
5. A circular containing further details set out in this Notice will be sent to all shareholders of the Company together with the 2023 Annual Report.
6. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is in force at 11:00 a.m. on Friday, 21 June 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this Notice, the Board comprises Mr. Chan Sing Ming Barry, Ms. Law Miu Lan and Mr. Chan Tsz Fung being executive Directors; and Mr. Lam Chor Ki Dick, Mr. Lee Tak Cheong and Ms. Luk Mei Yan being independent non-executive Directors.*