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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in 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 China Weaving Materials Holdings Limited, you should at once hand this circular, together with 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.

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## **CHINA WEAVING MATERIALS HOLDINGS LIMITED**

**中國織材控股有限公司**

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

**(Stock code: 3778)**

### **PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE IN BOARD LOT SIZE, AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of China Weaving Materials Holdings Limited to be held at the Conference Room, 2nd Floor, the Office Building, Jinyuan Textile Company Limited, Jiangxi, Fengtian Development Zone, Fengxin County, Jiangxi Province, the PRC, at 11:00 a.m. on Friday, 7 November 2025 is set out on pages N1 to N3 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the commencement of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, unless otherwise stated, the following expressions have the following meanings:*

“Board”	the board of Directors
“business day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 2,000 Consolidated Shares
“Company”	China Weaving Materials 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: 3778)
“Consolidated Share(s)”	ordinary share(s) of HK\$1.0 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Share Consolidation
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.1 each in the share capital of the Company before the Share Consolidation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or, as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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

Latest date and time for lodging transfer documents

in order to qualify for attending and voting at the EGM ..... 4:30 p.m. on Thursday,  
30 October 2025

Closure of register of members for determining the entitlement to

attend and vote at the EGM (both dates inclusive) ..... Friday, 31 October 2025 to  
Friday, 7 November 2025

Latest date and time for lodging the proxy form for the EGM ..... 11:00 a.m. on Wednesday,  
5 November 2025

Record date for the EGM ..... Friday, 7 November 2025

Date and time of the EGM ..... 11:00 a.m. on Friday,  
7 November 2025

Announcement of results of the EGM ..... Friday, 7 November 2025

*The following events are conditional upon the fulfillment of conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.*

Effective date of the Share Consolidation ..... Tuesday, 11 November 2025

Dealing in the Consolidated Shares commences ..... 9:00 a.m. on Tuesday,  
11 November 2025

First day of free exchange of existing share certificates  
into new share certificates for Consolidated Shares ..... Tuesday, 11 November 2025

Original counter for trading in the Existing Shares in board lots of  
4,000 Existing Shares (in the form of existing share certificates)  
temporarily closes ..... 9:00 a.m. on Tuesday,  
11 November 2025

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## EXPECTED TIMETABLE

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Temporary counter for trading in the Consolidated Shares in temporary board lots of 400 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Tuesday, 11 November 2025
Original counter for trading in the Consolidated Shares in new board lots of 2,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens .....	9:00 a.m. on Tuesday, 25 November 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences .....	9:00 a.m. on Tuesday, 25 November 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	9:00 a.m. on Tuesday, 25 November 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	4:00 p.m. on Monday, 15 December 2025
Temporary counter for trading in the Consolidated Shares in temporary board lots of 400 Consolidated Shares (in the form of existing share certificates) closes .....	4:10 p.m. on Monday, 15 December 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends.....	4:10 p.m. on Monday, 15 December 2025
Last day for free exchange of existing share certificates into new share certificates for Consolidated Shares .....	Wednesday, 17 December 2025

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## LETTER FROM THE BOARD

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# CHINA WEAVING MATERIALS HOLDINGS LIMITED

## 中國織材控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3778)

*Executive Director:*

Mr. Zheng Yongxiang

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-executive Director:*

Mr. Zheng Hong (*Chairman*)

*Independent non-executive Directors:*

Mr. Xu Yiliang

*Principal place of business in*

*Hong Kong:*

Unit B5, 22/F,

NCB Innovation Centre,

888 Lai Chi Kok Road,

Kowloon,

Hong Kong

Mr. Wong Tak Shing

Ms. Chow Sin Yee Caroline

22 October 2025

*To the Shareholders,*

Dear Sir/Madam,

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

#### INTRODUCTION

Reference is made to the announcement of the Company dated 9 October 2025 in relation to the proposed Share Consolidation and the proposed Change in Board Lot Size. The primary purpose of this circular is to provide you with information regarding the proposed Share Consolidation and the proposed Change in Board Lot Size and the notice of the EGM, and to seek your approval of the Share Consolidation at the EGM.

#### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) Existing Shares of par value of HK\$0.1 each be consolidated into one (1) Consolidated Share of par value of HK\$1.0.

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## LETTER FROM THE BOARD

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### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.1 each, and there are 1,252,350,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 125,235,000 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will be HK\$1,000,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$1.0 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the Change in Board Lot Size and the payment to be made to Shareholders in relation to fractional Consolidated Shares to which they would otherwise be entitled as mentioned in the paragraph headed “Entitlement of Fractional Consolidated Shares” below, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders would otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required (if any) under the applicable laws of Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 11 November 2025.

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

### Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

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

### PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 2,000 Consolidated Shares.

Based on the closing price of HK\$0.305 per Existing Share (equivalent to the theoretical closing price of HK\$3.05 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 4,000 Existing Shares is HK\$1,220; (ii) the market value of each board lot of 4,000 Consolidated Shares would be HK\$12,200, assuming the Share Consolidation had become effective; and (iii) the estimated market value of each board lot of 2,000 Consolidated Shares would be HK\$6,100 on the assumption that the Change in Board Lot Size had also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

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

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in September 2024 (the “Guide”) has further stated that (i) market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules, and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. Based on the closing price of the Existing Shares of HK\$0.305 on the Latest Practicable Date and the current board lot size of 4,000 Existing Shares, the board lot value of the Existing Shares is HK\$1,220. The Share Consolidation and the Change in Board Lot Size will reduce the number of new board lots and increase the value of each new board lot. After the Share Consolidation and the Change in Board Lot Size have become effective, and based on the closing price of the Existing Shares as at the Latest Practicable Date, the theoretical market board lot value will be HK\$6,100. As such, the Board considers that the Share Consolidation and Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the Shareholder base of the Company. The reduction in the number of new board lots after the Share Consolidation will also reduce the transaction costs to shareholders who wish to withdraw physical shares from banks/securities houses, since many banks/securities houses will charge fees on a per lot basis.

Although the Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Consolidated Shares owned by the Shareholders, the Company will designate an agent to stand in the market to provide matching services for odd lots of Shares for a period of not less than three weeks, which is expected to effectively alleviate the difficulties caused by the creation of odd lots of Shares.

Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interest of the Company and the Shareholders as a whole.

When considering the Share Consolidation and the Change in Board Lot Size, the Board has taken into account the business plan of the Company for the next 12 months. As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises when suitable fundraising and/or investment opportunities arise in order to support, among others, working capital requirements and future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### OTHER ARRANGEMENTS

#### Entitlement of Fractional Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, to the extent that such aggregated fractions amount to one or more whole Consolidated Shares and if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder. Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

#### Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Grand China Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Tuesday, 25 November 2025 to 4:00 p.m. on Monday, 15 December 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Louis Leung at Grand China Securities Limited, Room 503, Loke Yew Building, 50-52 Queen's Road Central, Central, Hong Kong or at telephone number: +852 3979 6719 during office hours (i.e. 9 a.m. to 5 p.m.) of such period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of +852 3979 6719 set out above.

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

#### Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 11 November 2025, Shareholders may on or after Tuesday, 11 November 2025 and until Wednesday, 17 December 2025 (both days inclusive), submit their existing share certificates in blue colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for exchange for new share certificates in yellow colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

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## LETTER FROM THE BOARD

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After 4:10 p.m. on Monday, 15 December 2025, trading will only be in Consolidated Shares, the share certificates of which will be issued in yellow colour. Existing share certificates in blue colour for the Existing Shares will remain valid and effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time, but will cease to be valid for delivery, trading and settlement purposes.

### OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which are convertible or exchangeable into shares of the Company.

### EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages N1 to N3 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the commencement 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.

### VOTING BY POLL AT THE EXTRAORDINARY GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the EGM will therefore demand a poll for every resolution put to the vote of the EGM pursuant to Article 66 of the Articles.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 31 October 2025 to Friday, 7 November 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Thursday, 30 October 2025.

### RECOMMENDATION

The Directors believe that the proposed Share Consolidation and the proposed Change in Board Lot Size are in the interest of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution approving the Share Consolidation to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 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.

**Shareholders and potential investors should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out in this circular and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed.**

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

Yours faithfully,  
For and on behalf of the Board of  
**China Weaving Materials Holdings Limited**  
**Zheng Hong**  
*Chairman*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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# CHINA WEAVING MATERIALS HOLDINGS LIMITED

## 中國織材控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3778)

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (the “EGM”) of China Weaving Materials Holdings Limited (the “Company”) will be held at the Conference Room, 2nd Floor, the Office Building, Jinyuan Textile Company Limited, Jiangxi, Fengtian Development Zone, Fengxin County, Jiangxi Province, the PRC, at 11:00 a.m. on Friday, 7 November 2025, to consider and, if thought fit, transact the following business:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 22 October 2025 (the “Circular”).

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the Circular (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), with effect from the second business day (as defined in the Circular) immediately following the date on which this resolution is passed or upon the fulfilment of the said conditions, whichever is later:

- (a) every ten (10) issued and unissued ordinary shares with a par value of HK\$0.1 each in the authorised and issued share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$1.0 (the “**Consolidated Shares**”), and that such Consolidated Shares shall rank pari passu in all respects with each other having the same rights, privileges and restrictions as set out in the memorandum and articles of association of the Company (the “**Share Consolidation**”);
- (b) following the Share Consolidation, the Directors be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection with the Share Consolidation including, but not limited to, aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit;

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$1,000,000,000 divided into 10,000,000,000 shares with a par value of HK\$0.1 each to HK\$1,000,000,000 divided into 1,000,000,000 shares with a par value of HK\$1.00 each; and
- (d) any one of the Directors or such person authorised by a Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she in his/her absolute discretion considers necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board  
**China Weaving Materials Holdings Limited**  
**Cheung Chi Fai Frank**  
*Company Secretary*

Hong Kong, 22 October 2025

*As at the date of this notice, the directors of the Company are Mr. Zheng Yongxiang as the executive director; Mr. Zheng Hong as the non-executive director; Ms Chow Sin Yee Caroline, Mr. Wong Tak Shing and Mr. Xu Yiliang as the independent non-executive directors.*

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit B5, 22/F,  
NCB Innovation Centre,  
888 Lai Chi Kok Road,  
Kowloon,  
Hong Kong

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more Shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the EGM or any adjournment thereof.
3. For the purpose of determining the Shareholders eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 31 October 2025 to Friday, 7 November 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Thursday, 30 October 2025.
4. In the case of joint holders of a Share, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.