

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser. If you have sold or transferred all your ordinary shares in CRUSHMETRIC Group Limited, you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

CRUSHMETRIC Group Limited

(Incorporated in the Cayman Islands under the Companies Law (2009 Revision) with registered no. AT-237076)

Directors:

ONG Ban Poh Michael (*Chief Executive Officer and Executive Director*)
Ivor Colin SHRAGO (*Non-executive Chairman*)
CHOW Ching Fung (*Non-executive Director*)

Registered office:

Windward 1,
Regatta Office Park,
P.O. Box 897 GT. Grand Cayman,
Cayman Islands

Business address:

Unit C, 25/F, Tower B, Billion
Centre, No.1 Wang Kwong
Road, Kowloon Bay, Hong Kong

8 October 2025

Dear Shareholder

NOTICE OF THE ANNUAL GENERAL MEETING (“AGM”) OF CRUSHMETRIC GROUP LIMITED (“the Company”)

I am pleased to inform you that the AGM of the Company will be held at 4:00 p.m. (Hong Kong time) on 30 October 2025 at Unit C, 25/F, Tower B, Billion Centre, No.1 Wang Kwong Road, Kowloon Bay, Hong Kong.

The formal notice of the AGM is set out at the end of this letter. The purpose of this letter is to provide you with background to and explanation of the proposed resolutions.

ACTION TO BE TAKEN

A Form of Proxy is enclosed for use at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible, and in any event so as to be received at the Company's address at Unit C, 25/F, Tower B, Billion Centre, No.1 Wang Kwong Road, Kowloon Bay, Hong Kong not later than 4:00 p.m. (Hong Kong Time) on 28 October 2025 (being 48 hours before the time appointed for the AGM).

RECOMMENDATION

The Directors consider that the proposals described in this letter are in the best interests of the Company and Shareholders as a whole. The Board unanimously recommends that you vote in favour of the resolutions to be proposed at the AGM, as the Directors intend to do in respect of their own beneficial holdings amounting to approximately 44.91% of the issued share capital of the Company as at 8 October 2025.

Yours faithfully,

Ivor Shrago

Ivor Colin Shrago

Chairman

CRUSHMETRIC Group Limited
Notice of Annual General Meeting

EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESS

ORDINARY BUSINESS

1. Annual report and accounts (Resolution 1)

The Directors of the Company present to the shareholders of the Company ("the Shareholders") for approval at the AGM, the annual report and accounts for the 15 month period ended 31 March 2025 together with the Directors' and auditors' reports on the annual report and accounts. A copy of the annual report and accounts is available for download from www.crushmetricgroup.com.

2. Re-appointment of Directors (Resolutions 2 and 3)

In accordance with the Company's Articles of Association, Mr. Ong Ban Poh Michael retires by rotation and, being eligible, offers himself for re-election.

Mr. Chow Ching Fung who also retires by rotation, has informed the Board that he does not intend to stand for re-election. The Board expresses its sincere gratitude to Mr. Chow Ching Fung for his valuable contributions and dedicated service.

3. Appoint the Chairman of the Board (Resolution 4)

Following the re-election as director, Mr. Ong Ban Poh Michael and Mr. Ivor Colin Shrago be formally appointed as Co-Chairmen of the Board of Directors, it being noted that Mr. Michael Ong will continue to serve concurrently as Chief Executive Officer.

4. Re-appointment of Auditors (Resolution 5)

To re-appoint Pointon Young Chartered Accountants as the Company's auditors and to authorise the Directors to fix their remuneration.

5. Approval of the Company Stock Option Plan 2025 and Authority to Allot Shares pursuant to it (Resolution 6)

The Board believes that the adoption of the Company Stock Option Plan 2025 (the "**Plan**") is essential for the long-term success and growth of the Company. The Plan is designed to attract, retain, and motivate high-calibre employees, directors, and consultants by providing them with equity-based incentives, thereby aligning their interests directly with those of our Shareholders.

Key Features of the Plan for which approval is sought:

- **Authority to Grant:** The Directors will be granted the power and authority to award

share options over new Ordinary Shares to any eligible person approved by the Board.

- **Overall Limit:** The total number of Ordinary Shares over which options may be granted shall not exceed 30 per cent of the total issued share capital of the Company as at the date of passing this resolution.
- **Exercise Price:** The Directors are authorised to grant options at an exercise price of £0.125 per share which is the current market price per share..
- **Term and Vesting:** Options granted under the Plan will be exercisable for a period of up to 5 years from the date of grant. The vesting of these options will be subject to terms and conditions, including potential performance and/or time-based conditions, as determined by the Board at the time of each award.

The authority conferred by this resolution is strictly limited to the issuance of options over no more than the stated 30 per cent of the issued share capital. The full rules of the Plan will be established and administered by the Board, in accordance with the parameters set out in this resolution.

The Directors consider the Plan to be in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of this resolution.

SPECIAL BUSINESS

6. Approve the Digital Asset Treasury Policy ("DAT") (Resolution 7)

The Board proposes the formal adoption of a Digital Asset Treasury Policy (the "Policy") to establish a robust and clear framework for the Company's management of digital assets.

The Policy sets out the principles, procedures, and controls governing the acquisition, holding, safekeeping, and management of digital assets, specifically Ethereum (ETH), as a component of the Company's treasury reserves. The primary objectives of the Policy are to:

- **Define a Clear Strategy:** Outline the strategic role and allocation limits for digital assets within the Company's overall treasury management.
- **Implement Robust Risk Management:** Establish stringent protocols for custody, security, and risk assessment to safeguard the Company's assets.
- **Ensure Operational Clarity:** Provide clear guidelines for the execution of transactions and the ongoing management of digital asset holdings.

The adoption of this Policy will allow the Company to explore modern treasury management strategies with a structured and disciplined approach.

The resolution, if passed, will formally approve the Policy and authorise the Directors to take all necessary actions to implement its provisions effectively.

The Directors believe that the adoption of the Digital Asset Treasury Policy is in the best

interests of the Company and its shareholders as a whole and unanimously recommend a vote in favour of this resolution.

Risk Acknowledgement

Ethereum (ETH) is a highly volatile digital asset. The Company's shareholders should be aware that the adoption of this Policy and the resultant holding of cryptocurrencies involves substantial risk, including potential loss of capital. Shareholders are strongly advised to consult an independent financial adviser before making any investment decisions related to crypto assets.

Key risks include:

- Extreme price volatility and risk of capital loss;
- Evolving regulatory landscape;
- Cybersecurity threats, including theft, hacking and random attacks;
- Custodial and operational failures; and
- Limited legal or regulatory recourse in the event of asset loss or failure.

Shareholders' attention is drawn to this detailed risk assessment on page 8.

7. Authorised Share Capital Regularisation and Increase (Resolutions 8, 9 & 10)

The following resolutions propose to regularise a past administrative matter and provide the Company with the necessary capital headroom for its future growth initiatives.

Resolution 8: Ratification of Past Increase in Authorised Share Capital

This resolution seeks shareholder ratification of an increase to the Company's authorised share capital that was effected in November 2022, from US\$100,000 to US\$1,000,000. While this increase was actioned, the requisite shareholder resolution for this specific past action was not formally documented at the time. This resolution serves to rectify that administrative oversight by formally ratifying, approving, and confirming the 2022 increase, thereby ensuring the Company's capital structure is regularised and all past share issuances are properly authorised.

Resolution 9: Further Increase in Authorised Share Capital

Subject to the passing of Resolution 8, this resolution proposes a further increase to the authorised share capital from US\$1,000,000 (1,000,000,000 shares) to US\$2,000,000 (2,000,000,000 shares), with the par value remaining at US\$0.001 per share. This additional headroom is essential to provide the Company with the flexibility to issue new shares for future fundraising, strategic acquisitions, or other corporate purposes without the delay of seeking further shareholder approval for a capital increase at that time.

Resolutions 10: Amendment to Articles of Association and Authority to Implement

This resolution combines the formal amendment of the Company's constitutional document with the practical authority to execute the change.

- It formally amends the Articles of Association to reflect the new, aggregate authorised share capital of US\$2,000,000, resulting from the ratification of the 2022 increase (Resolution 8) and the new 2025 increase (Resolution 9).
- It simultaneously grants the Directors and the Company's Registered Office the comprehensive authority to take all necessary actions to give effect to this amendment and the preceding capital changes, including filing the amended Articles of Association with the Cayman Islands Registrar of Companies.

The Board believes that regularising the Company's historical capital position and securing sufficient authorised capital for the future are in the best interests of the Company and its shareholders as a whole, and unanimously recommends voting in favour of these resolutions.

8. Authority to Allot Shares and Disapply Pre-emption Rights (Resolutions 11 and 12)

These resolutions seek the standard authorities for the Directors to issue new shares efficiently to support the Company's future growth and funding requirements.

Resolution 11: General Authority to Allot Shares

This resolution grants the Directors the authority to allot and issue new Ordinary Shares up to an aggregate nominal amount equivalent to 700% of the Company's issued share capital as at the date of this AGM.

Such a authority is a standard provision for growth companies and provides the Board with the necessary flexibility to issue shares for purposes such as raising equity capital, financing strategic acquisitions, or fulfilling obligations under the Company's employee incentive plans, without the delay of convening a general meeting for each specific issuance. This authority will expire at the conclusion of the next annual general meeting.

Resolution 12: Power to Disapply Pre-emption Rights

While the Cayman Islands Companies Law does not impose statutory pre-emption rights, the Company's Articles of Association (Article 15) grant existing shareholders the right of first refusal when new shares are issued for cash.

Resolution 12 seeks shareholder approval to temporarily disapply these pre-emption rights. This will provide the Directors with the flexibility, when they deem it to be in the Company's best interests, to issue shares for cash to new or specific investors without first offering them proportionally to all existing shareholders. This power is essential for executing fundraising

transactions in a timely and efficient manner, particularly with strategic or institutional investors, and is limited to the same 700% cap as Resolution 11.

The Board believes that having these authorities is prudent for effective corporate management and unanimously recommends that shareholders vote in favour of Resolutions 11 and 12.

ETHEREUM (ETH) RISK FACTORS

Volatility of Ethereum Price

The price of Ethereum (ETH) is subject to extreme volatility and may fluctuate significantly over short periods. This volatility could have a material adverse effect on the value of the Company's treasury holdings and its overall financial position. There is no guarantee that the Company will be able to realise its ETH holdings at favourable prices, potentially leading to substantial losses.

Regulatory Uncertainty and Risk of Enforcement

The regulatory environment for digital assets like Ethereum is evolving and varies significantly across jurisdictions. New laws, regulations, or interpretations could adversely affect the Company's ability to acquire, hold, or transfer its ETH. Regulatory actions could require the divestment of holdings or restrict operational activities. The Company may be subject to enforcement actions, including fines, sanctions, or significant legal costs, which could have a material adverse effect on the business. Non-compliance with applicable regulations could result in penalties or reputational harm.

Security, Custody, and Cybersecurity Threats

The Company's ETH holdings are exposed to security risks, including cyberattacks, hacking, phishing, malware, ransomware, and theft. Despite the intention to use institutional-grade custodial services, there is no absolute guarantee against loss. Any security breach could result in the partial or total loss of the Company's assets.

Loss or Destruction of Private Keys

Access to ETH is controlled by cryptographic private keys. The loss, destruction, or theft of these keys, whether due to human error, hardware failure, or malicious action, would result in the permanent and irreversible loss of the associated assets. Robust key management protocols are essential, but even with precautions, there is no absolute safeguard.

Liquidity Constraints and Market Manipulation

Although Ethereum markets are generally liquid, they can experience periods of illiquidity, which could impair the Company's ability to execute transactions promptly or at desired prices. Furthermore, digital asset markets are susceptible to manipulation, such as spoofing or pump-and-dump schemes, which can distort prices and adversely affect the value of the Company's holdings.

Technology, Protocol, and Operational Risks

Ethereum relies on complex, evolving technology. Network congestion, software bugs, protocol upgrades, or contentious "forks" could disrupt the Company's access to its holdings or affect their value. The Company must continuously monitor and adapt to technological changes, which may involve operational challenges and costs.

Staking-Related Risks

If the Company engages in staking its ETH to earn rewards, it will be exposed to additional risks. These may include slashing penalties (loss of a portion of staked ETH for protocol violations), illiquidity during the staking period, and technological failures associated with staking infrastructure.

Counterparty Risk

The Company's reliance on third-party custodians, exchanges, and other service providers introduces counterparty risk. The failure, insolvency, negligence, or fraudulent activity of any such counterparty could lead to a loss of assets or an inability to access them.

Accounting and Valuation Uncertainty

The accounting treatment for digital assets continues to develop and is subject to differing interpretations. Valuing ETH for financial reporting is complex due to its price volatility and a lack of uniform standards. Changes in accounting policies or guidance could materially impact the Company's reported financial statements and investor understanding.

Cross-Border Legal and Tax Risks

As Ethereum transactions are global, the Company is exposed to cross-border legal, regulatory, and tax risks. Differences in jurisdictional approaches could result in conflicting obligations, increased compliance burdens, unanticipated tax liabilities, and challenges in transferring or realising assets.

Lack of Recourse and Consumer Protections

Unlike traditional financial assets, ETH holdings do not benefit from statutory investor recourse or deposit protection schemes. In the event of loss, theft, or fraud due to any of the risks described, the Company may have limited or no avenues for recovery, making the asset class inherently riskier.

Reputational and ESG Considerations

The Company's association with digital assets may attract scrutiny from investors, customers, and other stakeholders. Negative perceptions related to the environmental impact of certain blockchain technologies, market volatility, or association with illicit activities could harm the Company's reputation and its ESG (Environmental, Social, and Governance) profile.

Insurance Limitations

Insurance coverage for digital assets is not yet widespread and may be prohibitively expensive. Any insurance obtained may not cover all types of risks (e.g., loss of private keys, market manipulation) or the full value of the holdings, leaving the Company exposed to potential uninsured losses.

CRUSHMETRIC Group Limited
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CRUSHMETRIC Group Limited (the "Company") will be held at Unit C, 25/F, Tower B, Billion Centre, No.1 Wang Kwong Road, Kowloon Bay, Hong Kong at 4:00p.m. (Hong Kong Time) for the following purpose:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:-

1. **THAT** the audited financial statements of the Company for the 15-month period ended 31 March 2025, together with the reports of the Directors and the auditors thereon, be hereby received and approved.
2. **THAT** Mr. Ong Ban Poh Michael, who retires by rotation and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.
3. **THAT** the resignation of Mr. Chow Ching Fung as a Director of the Company, effective upon the conclusion of this AGM, be and is hereby noted and accepted. Accept Mr. Chow Ching Fung's resignation from the board.
4. **THAT** Mr. Ong Ban Poh Michael and Mr. Ivor Colin Shrago, following Mr. Ong Ban Poh Michael's re-election as Director, be and are hereby appointed as Co-Chairmen of the Board of Directors.
5. **THAT** Poynton Young Chartered Accountants be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company, and that the Directors be and are hereby authorised to fix their remuneration
6. **THAT** the Company Stock Option Plan 2025 (the "Plan"), as produced to this meeting, be and is hereby approved; and the Directors be and are hereby authorised to finalise and adopt the full rules of the plan and pursuant thereto, to grant options over new Ordinary Shares, to determine the terms of such options including an exercise price of £0.125 per share, a vesting schedule and an exercise period of up to five years, and to allot and issue up to a number of new Ordinary Shares equal to 30 per cent of the issued share capital as at the date of this resolution to satisfy the exercise of such options.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:-

As Ordinary Resolutions:

7. **THAT** the Digital Asset Treasury Policy of the Company, produced to this meeting and initialed by the Chairman for identification purposes, be and is hereby approved.

As Special Resolutions:

8. **THAT** the increase of the Company's authorised share capital from US\$100,000 to US\$1,000,000 that was effected in November 2022 be and is hereby ratified, approved, and confirmed.
9. **THAT**, subject to the passing of Resolution 8, the authorised share capital of the Company be increased from US\$1,000,000 to US\$2,000,000 by the creation of an additional 1,000,000,000 Ordinary Shares of US\$0.001 each.
10. **THAT, subject to the passing of Resolutions 9 and 10 above:**
 - (a) the Articles of Association of the Company be and is hereby amended by deleting the existing clause detailing the authorised share capital in its entirety and replacing it with a new clause reflecting the increased authorised share capital of US\$2,000,000 divided into 2,000,000,000 Ordinary Shares of a nominal or par value of US\$0.001 each; and
 - (b) the Directors and the Company's Registered Office be and are hereby jointly and severally authorised to do all such acts and things, and to execute and file all such documents, as they may consider necessary or expedient to give effect to this amendment and the capital changes approved under the preceding resolutions, including filing the amended Articles of Association with the Registrar of Companies.
11. **THAT** the Directors be generally and unconditionally authorised to allot and issue Relevant Securities up to an aggregate nominal amount equal to 700 per cent of the issued share capital of the Company as at the date of this resolution, such authority to expire at the conclusion of the next annual general meeting of the Company.
12. **THAT**, subject to the passing of Resolution 11, the Directors be empowered to allot Equity Securities for cash without first offering them to existing shareholders under Article 15 of the Articles, such power to be limited to Equity Securities up to an aggregate nominal amount of 700 per cent of the issued share capital and to expire at the conclusion of the next annual general meeting.

By Order of the Board

8 October 2025

CRUSHMETRIC Group Limited

Unit C, 25/F, Tower B, Billion Centre, No.1 Wang Kwong Road, Kowloon Bay, Hong Kong

Notes:

- 1 A Shareholder entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint one or more proxies to attend and (on a poll) vote instead of that Shareholder. A proxy need not be a Shareholder of the Company. A proxy may demand, or join in demanding, a poll. A Form of Proxy is provided with this Notice. Completion and return of the Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person. To be effective, the Form of Proxy and any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such authority) must be deposited at the Company's business address at CRUSHMETRIC Group Limited, Unit C, 25/F, Tower B, Billion Centre, No.1 Wang Kwong Road, Kowloon Bay, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll and, in default, the Form of Proxy shall not be treated as valid.
- 2 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 3 Pursuant to Article 84 of the Articles of Association of the Company, the Company has specified that only those Shareholders registered on the register of Shareholders of the Company at 4:00 p.m. (Hong Kong time) on 28 October 2025 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of Shareholders after 4:00 p.m. (Hong Kong time) on 28 October 2025 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 4 Copies of the service agreements between the Company and its Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the meeting and also on the date and at the place of the meeting from 9:45 a.m. (Hong Kong time) until the conclusion of the meeting.