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## **STEVE LEUNG DESIGN GROUP LIMITED**

### **梁志天設計集團有限公司**

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

**(Stock Code: 2262)**

### **(1) CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND MEMBER OF RISK MANAGEMENT COMMITTEE**

### **(2) WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

The Board announces that with effect from 30 March 2020:

- (i) Mr. Cheung Henry has resigned as the Company Secretary, an Authorised Representative and a member of the Risk Management Committee;
- (ii) Mr. Yip Kwok Hung Kevin and Ms. Choi Mei Bik have been appointed as the Joint Company Secretaries; and
- (iii) Mr. Siu Man Hei has been appointed as an Authorised Representative and a member of the Risk Management Committee.

### **RESIGNATION OF MR. CHEUNG HENRY AS THE COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND MEMBER OF THE RISK MANAGEMENT COMMITTEE**

The board of directors (the “**Board**”) of STEVE LEUNG DESIGN GROUP LIMITED (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, due to pursuit of other personal career development, Mr. Cheung Henry (“**Mr. Cheung**”) has resigned as the company secretary, an authorised representative (“**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and a member of the risk management committee (the “**Risk Management Committee**”) of the Company with effect from 30 March 2020.

Mr. Cheung has confirmed that he has no disagreement with the Board and there is no other matter that should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”) in relation to his resignation.

The Board is not aware of any matters with respect to the resignation of Mr. Cheung that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Cheung for his valuable contributions to the Group during his tenure of service.

## **APPOINTMENT OF MR. YIP KWOK HUNG KEVIN AND MS. CHOI MEI BIK AS JOINT COMPANY SECRETARIES**

The Board is also pleased to announce that Mr. Yip Kwok Hung Kevin (“**Mr. Yip**”) and Ms. Choi Mei Bik (“**Ms. Choi**”) have been appointed as the joint company secretaries of the Company (the “**Joint Company Secretaries**”) with effect from 30 March 2020.

Biographical details of each of Mr. Yip and Ms. Choi are set out as below:

**Mr. Yip Kwok Hung Kevin**, aged 41, is an executive Director and the Chief Financial Officer of the Company. He is also (i) a member of the Risk Management Committee of the board of directors of the Company; (ii) a director of each of the subsidiaries of the Company; and (iii) a director of Eagle Vision Development Limited, a controlling shareholder of the Company.

Mr. Yip joined the Group (being the Company and its subsidiaries) in January 2014 and is mainly responsible for overseeing the financing, accounting and internal control, human resource and administrative management aspects of the Group. He participated in the Company’s Hong Kong initial public offering preparation and application from 2016 to 2018. Since the initial listing of the shares of the Company on the Main Board of the Stock Exchange on 5 July 2018, he has had about one year and eight months’ close working relationship with the resigning company secretary of the Company, Mr. Cheung and professional advisers on the Company’s secretarial and administrative matters. During the same period, (i) he had also participated in formulating, strategising and executing various corporate actions of the Company including potential fundraising exercises, notifiable transactions and connected transactions, and handled compliance issues; and (ii) in addition to financial management and reporting matters, he had also participated in the preparation of the Company’s regulatory announcements and circulars. He is therefore well familiar with the Company’s business and operations.

Prior to joining the Group, Mr. Yip joined Deloitte Touche Tohmatsu as a staff accountant in December 2002 and last served as a senior accountant of its audit department until June 2009, and was responsible for audit matters. From June 2009 to December 2013, he last served as an assistant financial controller of Rykadan Management Services Limited, a subsidiary of Rykadan Capital Limited (a company listed on the Main Board of the Stock Exchange (stock code: 2288), which operates and invests in real estate development, real estate investment and distribution of building materials), and was responsible for financial management and operational affairs.

Mr. Yip obtained a Bachelor of Science degree from the University of Hong Kong in 2000 and a Master of Commerce degree in funds management from the University of New South Wales, Australia in 2003.

**Ms. Choi Mei Bik**, aged 38, is currently practising as a certified public accountant and is the sole proprietor of Choi Mei Bik Certified Public Accountant (Practising). She has also served as the company secretary of Aeso Holding Limited (a company listed on the GEM of the Stock Exchange (stock code: 8341)), which is principally engaged in the provision of fitting-out and renovation (including alteration and addition) contracting services of Hong Kong premises, since May 2019.

Ms. Choi graduated from the City University of Hong Kong with a Bachelor of Business Administration (Honours) in Accountancy in 2003 and is a member of the Hong Kong Institute of Certified Public Accountants since 2008.

Ms. Choi has over 16 years of experience in corporate governance, corporate finance, auditing and financial reporting and possesses company secretarial experience. She joined Deloitte Touche Tohmatsu as a staff accountant in September 2003 and last served as a senior consultant of its enterprise risk service department until July 2011. From July 2011 to October 2011, she served as an assistant manager of Mazars CPA Limited. From October 2011 to January 2015, she joined Crowe Horwath (HK) Corporate Consultancy Limited as a deputy manager and last served as a senior manager of its internal control review department. From February 2015 to May 2016, Ms. Choi served as the financial controller of Uni-China Management Limited. From June 2016 to June 2019, she last served as an audit manager of Union Alpha C.P.A. Limited.

Ms. Choi meets the qualification requirements for company secretary under Rules 3.28 and 8.17 of the Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Ms. Choi for joining the Company.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, the company secretary must be an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Given Mr. Yip currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”) from the date of appointment of Mr. Yip as a Joint Company Secretary.

The Company believes that by virtue of Mr. Yip's current roles with the Company and the responsibilities he has taken on as a result, his background and work experience as described above, in particular, his familiarity with the Company's business and operations, and his being the company secretary of all the Hong Kong subsidiaries of the Company since he joined the Group (being the Company and its subsidiaries), he is capable of discharging the functions of a company secretary of the Company and is a suitable person to be appointed as the company secretary of the Company.

In order to support Mr. Yip, the Company has appointed Ms. Choi, who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules as a Joint Company Secretary for the Waiver Period. By virtue of Ms. Choi's professional qualification and experience with company secretarial matters as described above, Ms. Choi is, in the Company's opinion, a suitably qualified person to render assistance to Mr. Yip so as to enable him to acquire the "relevant experience" as is required for a company secretary under Note 2 to Rule 3.28 of the Listing Rules and to duly discharge the functions of a company secretary of a listed issuer.

It is intended that upon the expiry of the Waiver Period, Mr. Yip would have demonstrated to the satisfaction of the Stock Exchange that, having benefited from Ms. Choi's assistance for three years, he has acquired the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules and there would be no need to apply for another waiver.

During the Waiver Period, the Company will implement the following safeguarding measures to assist Mr. Yip to become a company secretary with the requisite experience required under the Listing Rules. Ms. Choi will (i) communicate regularly with Mr. Yip on matters relating to corporate governance, the Listing Rules and other laws and regulations which are relevant to the Group and its business; (ii) update Mr. Yip on any Listing Rules amendments or other new applicable Hong Kong regulatory requirements and arrange for relevant trainings by legal advisors and auditors of the Company when necessary; (iii) assist Mr. Yip in organising board meetings and shareholders' meetings of the Company; and (iv) assist Mr. Yip in disclosing information of the Company on the website of the Stock Exchange, filing the required documents with the Companies Registry and handle other matters which are incidental to the duties of a company secretary. The Company will ensure that both Mr. Yip and Ms. Choi will seek and have access to advice from professional advisers as and when required.

Mr. Yip himself will endeavour to attend relevant training courses which aim to discuss or explain the latest changes to the applicable Hong Kong laws and regulations and the Listing Rules, including but not limited to the seminars organised by the Stock Exchange for listed issuers from time to time.

The Waiver is granted on the condition that, (i) Mr. Yip will be assisted by Ms. Choi during the Waiver Period and the Waiver will be revoked immediately if and when Ms. Choi ceases to provide assistance to Mr. Yip; and (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Yip satisfies Rules 3.28 and 8.17 of the Listing Rules, after having the benefit of Ms. Choi's assistance such that a further waiver will not be necessary.

The Waiver will be revoked immediately if and when Ms. Choi ceases to provide assistance to Mr. Yip. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

## **APPOINTMENT OF MR. SIU MAN HEI AS AN AUTHORISED REPRESENTATIVE AND A MEMBER OF THE RISK MANAGEMENT COMMITTEE**

The Board is also pleased to announce that Mr. Siu Man Hei (“**Mr. Siu**”) has been appointed in place of Mr. Cheung as an Authorised Representative and a member of the Risk Management Committee with effect from 30 March 2020.

**Mr. Siu Man Hei**, aged 64, currently serves as an executive Director and the Chief Executive Officer of our Company. Mr. Siu joined our Group in February 2007 and is mainly responsible for the business development, operation and management. He also holds other directorships in the Group’s subsidiaries.

Mr. Siu has over 28 years of experience in the architecture and interior design and decorating services and building industries. In July 1991, he established IE, SIU & CHUNG ARCHITECTS LIMITED, a private company in Hong Kong with limited liability which was principally engaged in architecture and design services with other partners. From July 1999 to February 2006, he was the assistant general manager of property division of Emperor Investment (Management) Limited, an investment management company, and was principally responsible for the overall management of the development projects.

Mr. Siu obtained a bachelor of arts degree in architectural studies and a bachelor of architecture degree from the University of Hong Kong in November 1978 and November 1980, respectively. He became a member of The Hong Kong Institute of Architects in March 1983, a member of the Royal Institute of British Architects in July 1983, and an Authorised Person (List of Architects) registered with the Building Authority in May 2010. He also became a registered architect of the Architects Registration Board in Hong Kong under the Architects Registration Ordinance (Chapter 408 of the Laws of Hong Kong) in January 1991.

By Order of the Board  
**Steve Leung Design Group Limited**  
梁志天設計集團有限公司  
**Xu Xingli**  
Chairman

Hong Kong, 30 March 2020

*As at the date of this announcement, our executive Directors are Mr. Siu Man Hei (Chief Executive Officer), Mr. Yip Kwok Hung Kevin (Chief Financial Officer), Mr. Ding Chunya, Ms. Kau Wai Fun, our non-executive Directors are Mr. Xu Xingli (Chairman) and Mr. Huang Jianhong, and our independent non-executive Directors are Mr. Liu Yi, Mr. Sun Yansheng and Mr. Tsang Ho Ka Eugene.*