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STEED ORIENTAL (HOLDINGS) COMPANY LIMITED
駿東（控股）有限公司
(Incorporated in the Cayman Islands with members' limited liability)
(Stock Code: 8277)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Steed Oriental (Holdings) Company Limited (the "**Company**") will be held at Room 1311, 13/F., Olympia Plaza, 255 King's Road, North Point, Hong Kong on Monday, 18 August 2025 at 4:00 p.m. (the "**AGM**") to consider and if thought fit, transact the following business:

ORDINARY BUSINESS

As ordinary business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

1. to consider, receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors (the "**Directors**") and the auditors' report of the Company for the year ended 31 March 2025;

2. (a) to re-elect Mr. Xue Zhao Qiang as an executive Director;

   (b) to re-elect Ms. Dong Ping as an independent non-executive Director; and

   (c) to authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors for the year ending 31 March 2026;

3. to re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

Grant of a general mandate to issue shares (the "Issue Mandate")

4. "**THAT**:

(i) subject to paragraph (iii) of this resolution, pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM ("**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale and transfer of treasury shares), to grant rights to subscribe for, or convert any securities into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant, whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such powers, during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal value of share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to:

a. a Rights Issue (as hereinafter defined); or

b. the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or

c. any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or

d. any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution, and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and

(iii) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

a. the conclusion of the next annual general meeting of the Company;

b. the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles of Association of the Company to hold its next annual general meeting; and

c. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means the offer of shares in the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

Grant of a general mandate to repurchase shares (the "Repurchase Mandate")

5. "**THAT**:

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined above) of all the powers of the Company to repurchase shares in the share capital of the Company on GEM or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws and the requirements of the GEM Listing Rules or any other stock exchange as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved; and

(ii) the aggregate nominal value of the share capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution, and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly."

Extension of the Issue Mandate in Resolution no. 4

6. "**THAT** conditional upon the passing of resolution nos. 4 and 5 above, the Issue Mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company which are repurchased by the Company under the Repurchase Mandate granted to the Directors pursuant to the said resolution no. 5."

By Order of the Board
Steed Oriental (Holdings) Company Limited
Li Yue
Chairman and Executive Director

Hong Kong, 18 July 2025

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. To be valid, the form of proxy and (if required by the Board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time (i.e. 4:00 p.m. on Saturday, 16 August 2025) for holding the AGM or any adjournment thereof.

3. Details of the Directors subject to re-election at the AGM are set out in Appendix II to the circular of the Company dated 18 July 2025 (the "**Circular**") of which this notice of AGM forms part.

4. In relation to the proposed resolution no. 4 above, the approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by Shareholders.

5. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deemed as appropriate for the benefits of the Company and the Shareholders as a whole. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in the Appendix I to the Circular of which this notice of AGM forms part.

6. In relation to the proposed resolution no. 6 above, the approval is being sought from Shareholders to extend the general mandate to allot and issue Shares by adding the repurchased shares to the Issue Mandate.

7. The register of members of the Company will be closed from Wednesday, 13 August 2025 to Monday, 18 August 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 12 August 2025.

8. Delivery of a form of proxy will not preclude a member from attending and voting in person at the AGM if the member so desires and in such event, the form of proxy shall be deemed to be revoked.

9. In the case of joint holders of any share(s), any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

10. If tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 11:00 a.m. on Monday, 18 August 2025, the AGM will automatically be postponed. The Company will post an announcement on the website of Company at www.steedoriental.com.hk and on the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting. The AGM 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 AGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

11. References to time and dates in this notice are to Hong Kong time and dates.

12. Any voting at the AGM shall be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

13. A form of proxy for use at the AGM is published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.steedoriental.com.hk.

As at the date of this notice, the Board comprises Mr. Li Yue and Mr. Xue Zhao Qiang as executive Directors; Mr. Ding Hongquan as non-executive Director; Mr. Wang Wei, Ms. Dong Ping and Mr. Zhu Da as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and will be published on the Company's website at www.steedoriental.com.hk.