THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, 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 K W Nelson Interior Design and Contracting Group Limited, you should at once hand this circular and 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 the transferee.

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K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) DECLARATION OF FINAL DIVIDEND;
(5) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of K W Nelson Interior Design and Contracting Group Limited to be held at Units 1104–05, 11/F, Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 May 2026 at 4:30 p.m. is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the ''Latest Listed Company Information'' page of the website of the Stock Exchange at www.hkexnews.hk for at least seven (7) days from the date of its publication and on the Company's website at www.kwnelson.com.hk.

24 April 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I — Explanatory Statement I-1

Appendix II — Biographical Details of the Retiring Directors Proposed to be Re-elected at the AGM II-1

Notice of the Annual General Meeting AGM-1

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be convened and held at Units 1104–05, 11/F, Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 May 2026 at 4:30 p.m. or any adjournment thereof
"Articles of Association"	memorandum and articles of association of the Company (as amended from time to time)
"Board"	the board of Director(s)
"CCASS"	Central Clearing and Settlement System
"close associate(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Company"	K W Nelson Interior Design and Contracting Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
"controlling shareholder(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"core connected person(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandates"	the Issue Mandate, the Repurchase Mandate and the extension of Issue Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale and transfer of treasury shares) not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing the relevant resolution for approving the Issue Mandate
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury share, if any) as at the date of passing the relevant resolution for approving the repurchase mandate
"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 share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"substantial shareholder(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the meaning ascribed thereto in the GEM Listing Rules
"%"	per cent

K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

Executive Directors:
Mr. Lau King Wai *(Chairman and Chief Executive Officer)*
Ms. Leung May Yan
Mr. Wong Siu Hong Edward

Independent Non-executive Directors:
Mr. Li Wai Kwan
Mr. Li Wai Leung
Ms. So Patsy Ying Chi

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1–1111
Cayman Islands

Principal place of business in Hong Kong:
Room 1703, 17th Floor
Technology Plaza
651 King's Road
Quarry Bay
Hong Kong

24 April 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR (1) GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES; (2) EXTENSION OF ISSUE MANDATE; (3) RE-ELECTION OF RETIRING DIRECTORS; (4) DECLARATION OF FINAL DIVIDEND; (5) RE-APPOINTMENT OF INDEPENDENT AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; (v) the declaration of final dividend;

and (vi) the re-appointment of independent auditor of the Company (the "**Independent Auditor**"); and to give the Shareholders the notice of AGM at which ordinary resolutions as set out in the notice of AGM will be proposed.

REPURCHASE MANDATE

At the annual general meeting of the Company held on 13 June 2025, the Directors were granted a repurchase mandate to exercise the powers of the Company to repurchase fully paid Shares of the issued share capital of the Company and it will be expired at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of such resolution.

The Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

ISSUE MANDATE

At the annual general meeting of the Company held on 13 June 2025, the Directors were granted an issue mandate to exercise the powers of the Company to issue Shares of the issued share capital of the Company and it will be expired at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors an Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company or any Shares issued as scrip dividends pursuant to the Articles of Association, additional Shares (including any sale and transfer of treasury shares) with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of such resolution.

Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 200,000,000 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

EXTENSION OF ISSUE MANDATE

Subject to and conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such General Mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company (excluding the treasury shares, if any) on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Lau King Wai, Ms. Leung May Yan and Mr. Wong Siu Hong Edward as executive Directors, and Mr. Li Wai Kwan, Mr. Li Wai Leung and Ms. So Patsy Ying Chi as independent non-executive Directors.

Pursuant to article 84 of the Articles of Association, one-third of the Directors for the time being, (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election. Besides, pursuant to the Code Provision B.2.3 set out in part 2 of Appendix C1 Corporate Governance Code to the GEM Listing Rules, if an independent non-executive Director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by Shareholders. Accordingly, Mr. Lau King Wai and Ms. So Patsy Ying Chi shall retire from office as the Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the Directors.

The tenure in office of Ms. So Patsy Ying Chi, the independent non-executive Director, has been more than 9 years, and her further appointment will be subject to a separate resolution to be approved by Shareholders.

The Board has received and the nomination committee of the Company (the "**Nomination Committee**") has assessed and reviewed the written confirmation of independence of Ms. So Patsy Ying Chi based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and is satisfied that she remains independent in accordance with Rule 5.09 of the GEM Listing Rules.

The Nomination Committee after reviewing the composition of the Board, the qualifications, skill and experience, time arrangement and contributions of the retiring Directors with reference to the Company's board diversity policy and corporate strategy, recommended to the Board on the re-election of Mr. Lau King Wai and Ms. So Patsy Ying Chi as the Directors at the AGM. The Board accepted the recommendation from the Nomination Committee and proposes their re-election as the Directors at the AGM.

Details relating to the retiring Directors who offer themselves for re-election as the Directors are set out in Appendix II to this circular.

FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK0.6 cents per Share in respect of the year ended 31 December 2025. Conditional upon the passing of an ordinary resolution by the Shareholders at the AGM, the proposed final dividend is expected to be payable on Monday, 22 June 2026 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 27 May 2026. The register of members of the Company will be closed from Friday, 22 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of Shares will be registered. All final dividends will be paid in Hong Kong dollars.

In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 21 May 2026.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, the ordinary resolutions will be proposed to approve, among other matters, (i) the granting of General Mandates to repurchase and issue Shares; (ii) the extension of the Issue Mandate; (iii) the re-election of the retiring Directors; (iv) the declaration of final dividend; and (v) the re-appointment of Independent Auditor.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM if so wish.

CLOSURE OF THE REGISTER OF MEMBERS

To determine the eligibility of the Shareholders to attend the AGM, the Company's register of members will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers of shares of the Company, duly accompanied by the completed transfer forms and all 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 for registration by no later than 4:30 p.m. on Tuesday, 12 May 2026. The Shareholders whose names appear on the register of members of the Company on Monday, 18 May 2026, the record date of the AGM, will be entitled to attend and vote at the Annual General Meeting.

GEM LISTING RULES REQUIREMENT

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must 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. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENTS

This circular, 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 circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that all the proposed resolutions as set out in the notice of the AGM on pages AGM-1 to AGM-5 of this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
K W Nelson Interior Design and Contracting Group Limited
Lau King Wai
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors will be authorised under the Repurchase Mandate to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association and the applicable laws of Cayman Islands and the GEM Listing Rules. Decision to repurchase of Shares will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available under the applicable laws of the Cayman Islands, the Articles of Association and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company as compared with the position as at 31 December 2025, being the date of the latest published audited consolidated financial statements of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange for the last twelve months and up to the Latest Practicable Date were as follows:

	Trading Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.100	0.066
May	0.106	0.081
June	0.117	0.057
July	0.076	0.063
August	0.091	0.063
September	0.105	0.070
October	0.080	0.071
November	0.080	0.062
December	0.083	0.062
2026		
January	0.087	0.070
February	0.153	0.075
March	0.153	0.120
April *(up to and including the Latest Practicable Date)*	0.154	0.125

7. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors considers that neither the Explanatory Statement nor the proposed Share repurchase has any unusual feature.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Name of Shareholders	Nature of Interest	Number of Shares Held	Approximate Percentage of Shareholding in the Company's Issued Share Capital (%)	Approximate Percentage of Shareholding in the Company's Issued Share Capital (%), Should the Repurchase Mandate be Exercised in Full
Sino Emperor Group Limited ("**Sino Emperor**") *(Note 1)*	Beneficial owner	750,000,000	75%	83.33%
Mr. Lau King Wai *(Note 1)*	Interest of a controlled corporation	750,000,000	75%	83.33%
Ms. Chan Pui Shan, Jessica *(Note 2)*	Interest of spouse	750,000,000	75%	83.33%

Notes:

1. Sino Emperor is a company incorporated in the British Virgin Islands. The entire issued share capital of Sino Emperor is beneficially and wholly owned by Mr. Lau King Wai. By virtue of the SFO, Mr. Lau King Wai is deemed to be interested in all the Shares held by Sino Emperor.

2. Ms. Chan Pui Shan, Jessica is the spouse of Mr. Lau King Wai and is deemed to be interested in the Shares which are indirectly held by Mr. Lau King Wai under the SFO.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

10. SHARES REPURCHASE MADE BY THE COMPANY

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

11. POST SHARES REPURCHASE ARRANGEMENTS

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase of Shares, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The followings are the biographical details of the Directors who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association.

(1) Mr. Lau King Wai

Mr. Lau King Wai (劉經緯) ("Mr. Lau"), aged 61, was appointed as an executive Director, the chairman of the Board and the chief executive officer of the Group on 7 January 2016. Mr. Lau is the founder of the Group and he is responsible for the overall business development, strategic planning and major decision-making of the Group.

Mr. Lau has over 37 years of experience in the interior design and decoration industry. Mr. Lau started working as an architectural draftsman of King Yip Engineering & Architectural Co., the principal business of which was architectural and building services, from July 1985 to July 1987, and he was responsible for preparing architectural drawings. Mr. Lau then worked as a site co-ordinator of OGLE Contracting Co., the principal business of which was interior design services, from September 1987 to February 1988, and he was responsible for work coordination at construction sites. He worked at Frankwell Commodities Ltd, the principal business of which was trading of commodities, from April 1988 to July 1989, and his last position was senior sales supervisor responsible for supervising trading accounts of clients. Mr. Lau was a project director, operator and owner of FCS Interior Design & Contracting Co., which was an interior design firm, from October 1989 to December 1990, and he was responsible for project management. He was a project director and operator of FCS Interior Design & Contracting Co., which was engaged in interior design and project management and was a branch office of Further Concept Limited (which was a company controlled by Mr. Lau), from January 1991 to December 1999, and he was responsible for project management. Mr. Lau was a chief executive officer of F.C.S. Interior Design and Contracting Co. Limited, the principal business of which was interior design and project management services, from January 2000 to April 2011, and he was responsible for the overall business development. F.C.S. Interior Design and Contracting Co. Limited (which was deregistered in April 2011) was controlled by Mr. Lau. In February 2009, Mr. Lau established K W Nelson Interior Design and Contracting Limited (formerly known as "K W Nelson Interior Architect Limited" and currently an indirect wholly-owned subsidiary of the Company) which incorporates his name in the company name, both English and Chinese, in order to better position and brand his business in the market as well as to differentiate his business and management team from other players in the industry.

Mr. Lau obtained a certificate in basic site surveying and a certificate in engineering preparatory from Vocational Training Council Hong Kong in July 1984 and July 1985 respectively. He completed a distance learning course approved by Business & Technician Education Council, London at Morrison Hill Technical Institute (currently known as The Hong Kong Institute of Vocational Education (Morrison Hill)) and was awarded a national certificate in building studies by Business & Technician Education Council, London in July 1987.

As at the Latest Practicable Date, Mr. Lau is the beneficial owner of Sino Emperor which is a controlling Shareholder holding 750,000,000 Shares, representing 75% interest in the share capital of the Company. Mr. Lau is deemed to be interested in 750,000,000 Shares held by Sino Emperor under Part XV of the SFO.

Mr. Lau has entered into a service agreement with the Company for a term of three years commencing from 8 December 2022 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment, unless terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term or at any time thereafter or otherwise in accordance with the terms of service agreement. Mr. Lau is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lau is entitled to an annual remuneration of HK$1,800,000 and may also receive a discretionary bonus in respect of each completed calendar year of service, the amount of which will be determined by the Board. His emolument is determined by the Board by reference to the Company's operating results, his performance, seniority, experience, duties and responsibilities within the Group and comparable market statistics and shall be reviewed annually by the remuneration committee of the Company (the "**Remuneration Committee**"). For the year ended 31 December 2025, the Director's emoluments of Mr. Lau, including salaries, allowances, benefits in kind and retirement scheme contributions, amounted to HK$2,607,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau confirms that he (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; (ii) did not hold other positions in the Company or other members of the Group; (iii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(2) Ms. So Patsy Ying Chi

Ms. So Patsy Ying Chi (蘇瑩枝) ("Ms. So"), aged 66, was appointed as an independent non-executive Director on 18 November 2016. She is the chairlady of the Company's audit committee and a member of the Company's remuneration committee and nomination committee.

Ms. So has approximately 26 years of experience in investment and institutional banking and approximately 13 years of experience in financial management in a listed company. Currently, she is a director of Progressive Consultation Limited which is principally engaged in business advisory services since June 2010, and she is responsible for provision of consultancy services. Ms. So worked at Westpac Banking Corporation from December 1988 to April 2004, the last position she served was the head of operations and finance responsible for overseeing the overall operations. Subsequently, she worked at VXL Capital Limited (currently known as Crown International Corporation Ltd.), which is listed on the Main Board of the Stock Exchange (stock code: 727) and principally engaged in property investment and hotel investment and operations, and she served as a financial controller responsible for financial management and an executive director responsible for overseeing business development from June 2004 to July 2009 and from February 2005 to July 2008, respectively.

Ms. So obtained a bachelor of commerce degree in accounting, finance and systems from The University of New South Wales in Australia in October 1982. She became an associate member of Chartered Accountants Australia and New Zealand in December 1986.

Ms. So has entered into a letter of appointment with the Company for a fixed term of two years from 18 November 2024 and renewable automatically for successive terms of one year each commencing from the next day after the expiry of the then current term of her appointment unless terminated by not less than three months' notice in writing served by either party or otherwise agreed. Pursuant to the letter of appointment, Ms. So is entitled to an annual director's fee of HK$120,000 per annum. Ms. So is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Her emolument was determined by the Board by reference to the Company's operating results, her performance, seniority, experience, duties and responsibilities within the Group and comparable market statistics and shall be reviewed annually by the Remuneration Committee.

Ms. So has served the Board for more than nine years since 18 November 2016. Despite this length of service, the independence of Ms. So, especially in terms of exercising independent judgment and objective opinions to the management, has not been or will not be in any way compromised or affected. The Board is confident that Ms. So will continue to make valuable contribution to the Company by providing her independent views to the Board; and Ms. So's experience in financial and accounting expertise could contribute to the diversity of the Board. Ms. So has also provided an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board considers Ms. So is independent and can bring further contributions to the Board and its diversity. The Board therefore comes to the view that Ms. So should be re-elected for a further term at the AGM.

Save as disclosed above, as at the Latest Practicable Date, Ms. So confirms that she (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; (ii) did not hold other positions in the Company or other members of the Group; (iii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of K W Nelson Interior Design and Contracting Group Limited (the "**Company**") will be held at Units 1104–05, 11/F, Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 18 May 2026 at 4:30 p.m. to transact the following ordinary businesses:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of directors (the "**Director(s)**") and independent auditor of the Company and its subsidiaries for the year ended 31 December 2025;

2. to declare a final dividend of HK0.6 cents per share of the Company for the year ended 31 December 2025;

3. (a) (i) to re-elect Mr. Lau King Wai as an executive Director;

   (ii) to re-elect Ms. So Patsy Ying Chi as an independent non-executive Director;

   (b) to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;

4. to re-appoint Linksfield CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

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

ORDINARY RESOLUTIONS

5. "**THAT**:

   (a) subject to paragraph (c) of this Resolution below, and pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") (including any sale and transfer of treasury shares, which shall have the meaning ascribed to it by the GEM Listing Rules) or securities convertible into or exchangeable for Shares, or

options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Share allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue (excluding any treasury shares, if any) as at the date of the passing of this Resolution and such approval shall be limited accordingly; and

(d) 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:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws;

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting; and

(iv) Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of 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 applicable to the Company)."

6. "**THAT**:

(a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase the issued Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Commission**") and the Stock Exchange for this purpose, to determine whether such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and the same is hereby generally and approved unconditionally;

(b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purpose 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 expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.''

7. ''**THAT** conditional upon the passing of Resolution nos. 5 and 6 set out above being passed, the general mandate granted to the Directors pursuant to Resolution no. 5 set out above be and is hereby extended by the addition thereto of the number of Shares representing the aggregate number of Shares repurchased under the authority granted pursuant to Resolution no. 6 set out in the above, provided that such number of shares shall not exceed 10% of the aggregate number of Shares in issued (excluding treasury shares, if any) as at the date of passing this Resolution.''

Yours faithfully
On behalf of the Board
K W Nelson Interior Design and Contracting Group Limited
Lau King Wai
Chairman and Chief Executive Officer

Hong Kong, 24 April 2026

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1–1111
Cayman Islands

Principal place of business in Hong Kong:
Room 1703, 17th Floor
Technology Plaza
651 King's Road
Quarry Bay
Hong Kong

Notes:

1. A shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Memorandum and Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy and the power of attorney or other authority (if any), under which it is signed or a certified copy thereof, must be lodged, at the office of 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 for holding the AGM or any adjourned meeting thereof.

3. Completion and return of a form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said person as present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

5. For the purpose of determining Shareholder's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents 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, for registration not later than 4:30 p.m. on Tuesday, 12 May 2026. The record date of the entitlement to attend and vote at the AGM will be on Monday, 18 May 2026.

6. For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2025 payable to Shareholders, the register of members of the Company will be closed from Friday, 22 May 2026 to Wednesday 27 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfer documents 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, for registration not later than 4:30 p.m. on Thursday, 21 May 2026. The expected date of payment of the proposed final dividend is on Monday, 22 June 2026.

7. As at the date of this notice, the Board comprises Mr. Lau King Wai, Ms. Leung May Yan and Mr. Wong Siu Hong Edward as the executive Directors, and Mr. Li Wai Kwan, Mr. Li Wai Leung and Ms. So Patsy Ying Chi as the independent non-executive Directors.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.kwnelson.com.hk and on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled AGM.