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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Steering Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



### **Steering Holdings Limited** **旭通控股有限公司**

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

**(Stock code: 1826)**

#### **(1) PROPOSED CHANGE OF COMPANY NAME** **AND** **(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in the lower portion of the front and inside cover pages have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at Rooms 602–603, 6/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 25 January 2022 at 11:00 a.m. is set out on pages 11 to 13 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

7 January 2022

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## DEFINITIONS

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

“Articles”	the amended and restated articles of association of the Company as altered from time to time
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Company”	Steering Holdings Limited (旭通控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Stock Exchange
“controlling shareholder(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting to be convened by the Company at Rooms 602–603, 6/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 25 January 2022 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Gao”	Mr. Gao Yunhong, a former non-executive Director

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## DEFINITIONS

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“Mr. Wong”	Mr. Wong Chi Shing, a former independent non-executive Director
“Ms. Chang”	Ms. Chang Liang, a former executive Director
“Ms. Feng”	Ms. Feng Xuelian, a former executive Director
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Steering Holdings Limited” to “FDB Holdings Limited” and its dual foreign name in Chinese from “旭通控股有限公司” to “豐展控股有限公司”
“Proposed Removal of Directors”	(i) the proposed removal of each of Ms. Feng, Ms. Chang, Mr. Gao and Mr. Wong as a Director and from any position he/she holds in any committee of the Board; and (ii) to set a maximum number of Directors
“Requisition”	a letter of requisition from the Requisitionist dated 14 December 2021 and deposited at the Company’s principal office in Hong Kong requesting the Directors to convene a EGM in accordance with the Articles for the purposes of considering and, if thought fit, approving the Proposed Removal of Directors and the Proposed Change of Company Name
“Requisition Resolutions”	the proposed resolutions in relation to the Proposed Removal of Directors and Proposed Change of Company Name as set out in the Requisition
“Requisitionist”	Masterveyor Holdings Limited, the controlling shareholder of the Company
“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)

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## DEFINITIONS

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“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

“%”

per cent.

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LETTER FROM THE BOARD

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**Steering Holdings Limited**  
**旭通控股有限公司**

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

**(Stock code: 1826)**

*Executive Director:*

Mr. Ng Kin Siu (*Chairman of the Board and  
chief executive officer*)

*Independent non-executive Directors:*

Mr. Chan Yuk Sang

Mr. Wan Chi Wai Anthony

Mr. Lau Kwok Fai Patrick

*Registered office:*

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

*Head office and principal place  
of business in Hong Kong:*

Rooms 602–603, 6/F.  
The Sun's Group Centre  
200 Gloucester Road  
Wan Chai  
Hong Kong

7 January 2022

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 14 December 2021, 28 December 2021 and 3 January 2022 in relation to the Requisition. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Requisition and the Proposed Change of Company Name; and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

### THE REQUISITION

On 14 December 2021, the Board has received the Requisition. Pursuant to the Requisition, the Requisitionist requested the Board to convene an EGM for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

#### As Ordinary Resolutions

- (1) “**THAT** Ms. Feng Xuelian be removed as a Director pursuant to Article 83(5) of the Articles and from any position she holds in any committee of the Board (if any) with effect from the conclusion of the EGM”;
- (2) “**THAT** Ms. Chang Liang be removed as a Director pursuant to Article 83(5) of the Articles and from any position she holds in any committee of the Board (if any) with effect from the conclusion of the EGM”;
- (3) “**THAT** Mr. Gao Yunhong be removed as a Director pursuant to Article 83(5) of the Articles and from any position he holds in any committee of the Board (if any) with effect from the conclusion of the EGM”;
- (4) “**THAT** Mr. Wong Chi Shing be removed as Director pursuant to Article 83(5) of the Articles and from any position he holds in any committee of the Board (if any) with effect from the conclusion of the EGM”;
- (5) “**THAT** the maximum number of Directors be and is fixed at such number of Directors holding office at the close of the EGM”.

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## LETTER FROM THE BOARD

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### As Special Resolution

(6) “THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the official registered English name of the Company be and is hereby changed from “Steering Holdings Limited” to “FDB Holdings Limited” and the dual foreign name of the Company be and is hereby changed from “旭通控股有限公司” to “豐展控股有限公司” with effect from the date of entry of the new English name and dual foreign name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands; and
- (b) any one Director be and is hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and to affix the common seal of the Company if required.”

The Company has confirmed that the Requisitionist is a registered Shareholder holding not less than 10% of the paid up capital of the Company carrying the right of voting at general meetings by the Company and is entitled to give the Requisition in accordance with Article 58 of the Articles. As disclosed in the announcement of the Company dated 14 December 2021, each of Ms. Feng, Ms. Chang, Mr. Gao and Mr. Wong tendered their resignation as Director with effect from the date of their resignation letters (i.e. 14 December 2021). As further disclosed in the announcement of the Company dated 28 December 2021, the Board was informed that the Requisitionist would no longer pursue the Requisition Resolution in relation to the Proposed Removal of Directors, as the relevant Directors subject to the Requisition Resolutions have resigned from their offices as Directors.

Accordingly, the Requisition Resolutions in relation to the Proposed Removal of Directors will not be proposed at the EGM.

### PROPOSED CHANGE OF COMPANY NAME

The Requisitionist requested the Board to convene an EGM, at which a special resolution will be proposed for changing the English name of the Company from “Steering Holdings Limited” to “FDB Holdings Limited” and the dual foreign name in Chinese of the Company from “旭通控股有限公司” to “豐展控股有限公司”.



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## LETTER FROM THE BOARD

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As disclosed in the announcement of the Company dated 28 December 2021, the Board has resolved to propose the Proposed Change of Company Name at the EGM pursuant to the Requisition. Under Article 165 of the Articles, a special resolution shall be passed for changing the name of the Company. Accordingly, the Requisition Resolutions in relation to the Proposed Change of Company Name will be proposed as a special resolution of the Company in the EGM.

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the approval from the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and Chinese name of the Company on the register in place of the existing English name and Chinese name of the Company. Thereafter, the Company will carry out any necessary filing with the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Requisition did not set out any reasons and/or grounds for the Proposed Change of Company Name.

However, the Board considers that as the Requisitionist has become the controlling shareholder of the Company since April 2021, the Proposed Change of Company Name will enhance the corporate identity and refresh the corporate image of the Company, which will benefit the Company's future development. As such, the Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current English name and Chinese name of the Company will, after the Proposed Change of Company Name

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## LETTER FROM THE BOARD

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becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new English name and Chinese name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new English name and Chinese name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new English name and Chinese name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will also adopt the new English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short name of the Company.

### **ACTIONS TO BE TAKEN**

As disclosed in the announcement of the Company dated 3 January 2022, the Company will convene the EGM at Rooms 602–603, 6/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 25 January 2022 at 11:00 a.m.. A notice convening the EGM is set out on pages 11 to 13 of this circular.

A proxy form is enclosed with this circular for Shareholder’s use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon, and return it to the office of Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the EGM.

As far as the Board is aware, there is no Shareholder who is required to be abstained from voting under the Listing Rules.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 20 January 2022 to Tuesday, 25 January 2022 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining Shareholders who are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 19 January 2022.

### **RECOMMENDATIONS**

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution at the EGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### MISCELLANEOUS

The Chinese translation of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully,

By order of the Board

**Steering Holdings Limited**

旭通控股有限公司

**Ng Kin Siu**

*Chairman of the Board and chief executive officer*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Steering Holdings Limited 旭通控股有限公司

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

**(Stock code: 1826)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Steering Holding Limited (the “Company”) to be held at Rooms 602–603, 6/F, The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 25 January 2022 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

### AS SPECIAL RESOLUTION

(1) “**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the English name of the Company be and is hereby changed from “Steering Holdings Limited” to “FDB Holdings Limited” and the dual foreign name of the Company in Chinese be and is hereby changed from “旭通控股有限公司” to “豐展控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and dual foreign name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) any one Director be and is hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and to affix the common seal of the Company if required.”

Yours faithfully,

By order of the Board

**Steering Holdings Limited**

**旭通控股有限公司**

**Ng Kin Siu**

*Chairman of the Board and chief executive officer*

Hong Kong, 7 January 2022

*Registered office:*

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

*Head office and principal place*

*of business in Hong Kong:*  
Rooms 602–603, 6/F.  
The Sun’s Group Centre  
200 Gloucester Road  
Wan Chai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any share, any one such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM 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 shares shall alone be entitled to vote in respect thereof.
3. 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 with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the EGM or at any adjournment thereof if a member so wishes. In such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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4. For determining the qualification as members of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 20 January 2022 to Tuesday, 25 January 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 January 2022.
5. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. 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 EGM, the EGM will be adjourned. The Company will post an announcement on the website of the Company at [www.steering.com.hk](http://www.steering.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the adjourned EGM.

*As at the date of this notice, the executive Director is Mr. Ng Kin Siu (Chairman of the Board and chief executive officer) and the independent non-executive Directors are Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick.*