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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)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of STEVE LEUNG DESIGN GROUP LIMITED 梁志天設計集團有限公司 (the “**Company**”) will be held in combination of an in-room meeting at 30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong and a live online webcast on Friday, 20 May 2022 at 11 a.m. (or any adjournment thereof) for the following purposes:

### ORDINARY RESOLUTIONS

#### As ordinary business:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ report and the independent auditor’s report for the year ended 31 December 2021.
2. To declare a special dividend of HK5.00 cents per ordinary share of the Company (the “**Share**”, collectively “**Shares**”) for the year ended 31 December 2021.
3. (a) To re-elect the following persons as directors of the Company (each a “**Director**”, together with all other directors of the Company, the “**Directors**”):
  - (i) Mr. Ding Jingyong as a non-executive Director;
  - (ii) Mr. Ding Chunya as an executive Director;
  - (iii) Ms. Kau Wai Fun as an executive Director; and
  - (iv) Mr. Liu Yi as an independent non-executive Director.

- (b) To authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
4. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to determine its remuneration.

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

5. “**THAT:**

- (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with any additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and 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; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and the said 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 Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) 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 Company is required by any applicable laws of the Cayman Islands or its articles of association to hold its next annual general meeting; and

(iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.”

7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing of this resolution.”

### **SPECIAL RESOLUTION**

8. “**THAT** the existing amended and restated articles of association of the Company be and hereby amended in the manner as set out in the circular of the Company dated 13 April 2022 (the “**Circular**”); the second amended and restated articles of association of the Company in the form produced to the AGM, a copy of which has been produced to the AGM marked “A” and signed by the chairman of the AGM for the purpose of identification, which incorporates all the proposed amendments mentioned in the Circular, be approved and adopted as the new set of articles of association of the

Company, in substitution for and to the exclusion of the existing amended and restated articles of association of the Company in their entirety, with immediate effect after the close of the AGM; and that any Director or the secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.”

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, 13 April 2022

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

*Notes:*

- (1) Registered shareholders of the Company (“**Shareholders**”) will be able to view and listen to the AGM and submit questions online in accordance with the instructions as stated in the letter sent to the Shareholders. Beneficial owners of CCASS non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also view and listen to the AGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the login and access code will be sent to the upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders should note that joining the live online webcast of the AGM will not be counted towards quorum nor will they be able to cast their votes online.
- (2) A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and, on a poll, vote in his/her stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
- (3) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of that power of authority, must be deposited at the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (4) The register of members will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to establish the entitlement of Shareholders to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong, for registration not later than 4:30 p.m. on Monday, 16 May 2022.

- (5) Subject to the passing of resolution 2 above at the AGM, the special dividend will be payable to the Shareholders whose names appear on the register of members of the Company at the close of business on 31 May 2022. The proposed special dividend, if approved, is expected to be paid on 29 July 2022. The register of members of the Company will be closed from 27 May 2022 to 31 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to establish the entitlement of Shareholders to receive the special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on Thursday, 26 May 2022.
- (6) According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed 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 13.39(5) of the Listing Rules.
- (7) With regard to ordinary resolutions set out in paragraph 2 to 7 and special resolution set out in paragraph 8 of this notice, a circular giving, *inter alia*, details of the proposed declaration of special dividend, granting of general mandates to issue and to repurchase Shares, the extension of the general mandate to issue Shares, re-election of Directors, re-appointment of auditor and amendments to the Articles of Association will be dispatched to Shareholders. The particulars of the Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
- (8) In relation to proposed resolution numbered 8 above, details of the proposed amendments to the existing amended and restated articles of association of the Company are set out in the Appendix III to the Circular of which this notice of the AGM forms part.
- (9) The Company will adopt the following special arrangements at the AGM for the purpose of public health and safety:
- (a) Attendance in person at the venue of the AGM will be limited in accordance with prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the AGM.
  - (b) Shareholders may not be able to attend in person at the venue of the AGM depending on prevailing regulations of the Hong Kong Government. Shareholders are strongly encouraged to attend the AGM by viewing and listening to a live online webcast of the AGM. The live online webcast will be opened for logging in approximately 30 minutes prior to the commencement of the AGM on a computer, tablet or any browser enabled device/device installed with the relevant app. Shareholders who would like to view and listen to the AGM live webcast may register to Link Market Services (Hong Kong) Pty Limited, the Company's branch share registrar in Hong Kong no later than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof for verification of status of the Shareholders. A link to join the live webcast of the AGM will be sent to authenticated Shareholders by email no later than 2 hours prior to the commencement of the AGM. **Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.**

- (c) Shareholders may exercise voting rights by appointing the chairman of the AGM as their proxy and to complete and return the accompanying form of proxy in accordance with the instruction printed thereon to the Company's branch share registrar, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof.
  - (d) Shareholders may submit questions during the AGM and the live online webcast through the website link provided or send questions in relation to the business of the AGM to the Company's principal place of business in Hong Kong at 30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong or to our email at [ir@steveleung.com](mailto:ir@steveleung.com) no later than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof.
- (10) Subject to the development of COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website at [www.sldgroup.com](http://www.sldgroup.com) as and when appropriate.