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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 stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in STEVE LEUNG DESIGN GROUP LIMITED 梁志天設計集團有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of STEVE LEUNG DESIGN GROUP LIMITED 梁志天設計集團有限公司 to be held at 30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 30 May 2024 at 11 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sldgroup.com](http://www.sldgroup.com)). 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed 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 adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

26 April 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the AGM Venue on Thursday, 30 May 2024 at 11 a.m. or any adjournment thereof, a notice of which is set out on pages 17 to 21 of this circular
“AGM Venue”	30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company, adopted on and with effect from 20 May 2022, and as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cayman Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	STEVE LEUNG DESIGN GROUP LIMITED 梁志天設計集團有限公司, an exempted company with limited liability incorporated in the Cayman Islands on 9 December 2016, the shares of which are listed on the Stock Exchange (stock code: 2262)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Eagle Vision, Peacemark Enterprises, Jangho HK, Jangho Co., Jiangheyuan, Mr. Liu and Ms. Fu
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Eagle Vision”	EAGLE VISION DEVELOPMENT LIMITED, a company incorporated in the BVI with limited liability on 2 January 2014 and beneficially owned as to 42.86% by Peacemark Enterprises, and one of the controlling shareholders of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Jangho Co.”	江河創建集團股份有限公司 (Jangho Group Co., Ltd.) (formerly known as 北京江河幕牆股份有限公司 (Beijing Jangho Curtain Wall Co., Ltd.) and 北京江河幕牆裝飾工程有限公司), a joint stock limited company established in the PRC on 4 February 1999 (the A shares of which have been listed on the Shanghai Stock Exchange (stock code: 601886) since 18 August 2011), and one of the controlling shareholders of the Company
“Jangho HK”	Jangho Hong Kong Holdings Limited (江河香港控股有限公司) (formerly known as JANGHO CURTAIN WALL HONGKONG LIMITED (江河幕牆香港有限公司)), a company incorporated in Hong Kong with limited liability on 28 October 2009, a wholly-owned subsidiary of Jangho Co., and one of the controlling shareholders of the Company
“Jiangheyuan”	北京江河源控股有限公司 (Beijing Jiangheyuan Holdings Co., Ltd.) (formerly known as 北京江河源工貿有限責任公司), a company established in the PRC with limited liability on 27 November 1998, which is 85% and 15% beneficially owned by Mr. Liu and Ms. Fu (both being the controlling shareholders), respectively, and one of the controlling shareholders of the Company
“Latest Practicable Date”	17 April 2024, being the Latest Practicable Date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	Thursday, 5 July 2018
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Memorandum”	the amended and restated memorandum of association of the Company, adopted on 11 June 2018 with effect from the Listing Date, and as amended from time to time

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## DEFINITIONS

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“Mr. Liu”	Mr. Liu Zaiwang (劉載望), one of the controlling shareholders of the Company and the spouse of Ms. Fu
“Mr. Steve Leung”	Mr. Leung Chi Tien Steve (梁志天), an executive Director, the founder and one of the substantial Shareholders of the Company
“Ms. Chan”	Ms. Chan Siu Wan (陳小雲), one of the substantial Shareholders of the Company and the spouse of Mr. Steve Leung
“Ms. Fu”	Ms. Fu Haixia (富海霞), one of the controlling shareholders of the Company and the spouse of Mr. Liu
“Nomination Committee”	the nomination committee of the Board
“Peacemark Enterprises”	PEACEMARK ENTERPRISES LIMITED, a company incorporated in the BVI with limited liability on 2 January 2014, a direct wholly-owned subsidiary of Jangho HK and one of the controlling shareholders of the Company
“PRC”	the People’s Republic of China and, for the purpose of this circular only, excludes Hong Kong, Taiwan and Macau
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sino Panda”	SINO PANDA GROUP LIMITED, a company incorporated in the BVI with limited liability on 8 August 2014, which is wholly and beneficially owned by Mr. Steve Leung
“SLD Group Holdings”	SLD GROUP HOLDINGS LIMITED, a company incorporated in the BVI with limited liability on 3 January 2017, a direct wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-Backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.



**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)**

*Executive Directors:*

Mr. Leung Chi Tien Steve  
Mr. Siu Man Hei (*Chief Executive Officer*)  
Mr. Yip Kwok Hung Kevin (*Chief Financial Officer*)  
Mr. Ding Chunya

*Non-executive Directors:*

Mr. Xu Xingli (*Chairman*)  
Mr. Ding Jingyong

*Independent Non-executive Directors:*

Mr. Liu Yi  
Mr. Sun Yansheng  
Mr. Tsang Ho Ka Eugene

*Registered Office:*

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

*Headquarters and Principal Place  
of Business in Hong Kong:*

30/F Manhattan Place  
23 Wang Tai Road  
Kowloon Bay  
Hong Kong

26 April 2024

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the re-election of Directors; and (d) the re-appointment of auditor, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, to approve such matters.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION OF ISSUE MANDATE

Pursuant to the written resolutions passed by the then Shareholders at the last annual general meeting of the Company held on 25 May 2023 (the “**2023 AGM**”), the Directors were granted (a) a general unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the 2023 AGM; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the 2023 AGM; and (c) the power to extend the general unconditional mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general unconditional mandate to repurchase securities referred to in (b) above (up to 10% of the total number of Shares in issue as at the date of the 2023 AGM).

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, *inter alia*, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and
- (c) conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate (up to 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Repurchase Mandate).

The full texts of the above resolutions are set out in resolutions numbered 4 to 6 in the notice of the AGM contained in pages 17 to 21 of this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

Under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. The explanatory statement is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, of which the executive Directors are Mr. Leung Chi Tien Steve, Mr. Siu Man Hei, Mr. Yip Kwok Hung Kevin and Mr. Ding Chunya; the non-executive Directors are Mr. Xu Xingli and Mr. Ding Jingyong; and the independent non-executive Directors are Mr. Liu Yi, Mr. Sun Yansheng and Mr. Tsang Ho Ka Eugene.

Pursuant to code provision B.2.2 as set out in part 2 of the Corporate Governance Code under Appendix CI to the Listing Rules, every Director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but no less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

By virtue of the aforesaid provisions, three of the Directors, namely Mr. Yip Kwok Hung Kevin, Mr. Ding Chunya and Mr. Sun Yansheng shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Set out below is information relating to the resolution to be proposed at the AGM for re-electing Mr. Sun Yansheng as an independent non-executive Director pursuant to code provision B.3.2 as set out in Part 2 of the Corporate Governance Code under Appendix CI to the Listing Rules.

The Company has in place a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to be adopted when considering candidates to be re-elected as Directors. In assessing the re-election of Mr. Sun Yansheng as an independent non-executive Director, the Nomination Committee has considered his overall contribution and service to the Company, reviewed his expertise and professional qualifications to determine whether he satisfies the selection criteria under the Nomination Policy and considered the number of listed company directorship held by him. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge). The appointment of Mr. Sun Yansheng was considered against the said objective criteria and based on merits, having due regard for the benefits of diversity on the Board.

The Nomination Committee considers Mr. Sun Yansheng has the reputation for integrity to act as a Director and possesses broad and extensive experience and professional knowledge in the legal practice, to bring objective and unfettered independent judgment and valuable contributions to the Board.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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### PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2023 were audited by the auditor of the Company, BDO Limited, whose term of office will expire upon the AGM. The Board, upon the recommendation by the audit committee of the Board, proposed to re-appoint BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed herewith. 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof.

### CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and voting at the AGM to be held on 30 May 2024, the register of members of the Company will be closed from 27 May 2024 to 30 May 2024, both days inclusive, during which no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms 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 no later than 4:30 p.m. on 24 May 2024 (Friday).

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 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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### RECOMMENDATIONS

The Directors consider that the proposed resolutions as set out in the notice of the AGM contained in pages 17 to 21 of this circular including the proposals for (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the re-election of the Directors; and (d) the re-appointment of auditor, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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

## **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of such company are listed and such exchange recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **SHARES**

As at the Latest Practicable Date, there were a total of 1,141,401,000 Shares in issue. The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 114,140,100 Shares. The Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution of our Shareholders in general meeting revoking, varying or renewing such mandate.

## **FUNDING OF REPURCHASE**

Any repurchases must be financed out of funds legally available for the purpose in accordance with the Memorandum and the Articles of Association and the applicable laws and regulations of the Cayman Islands.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time. Subject to the foregoing, any repurchases by the Company may be made out of the profits of the Company, out of the share premium account of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Cayman Companies Act and the Memorandum and the Articles of Association, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Cayman Companies Act and the Memorandum and the Articles of Association, out of capital.

**REASONS FOR REPURCHASE**

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and our Shareholders.

**EFFECT OF EXERCISING THE REPURCHASE MANDATE**

The Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

**EXERCISE OF THE REPURCHASE MANDATE BY DIRECTORS**

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

## THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders had an interest in 5% or more of the total number of the issued Shares:

### Long positions in the Company

Name of shareholders	Capacity/ Nature of interest	Number of shares	Approximate percentage of the issued share capital of the Company <sup>(Note 1)</sup>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Eagle Vision	Beneficial owner	598,500,000	52.44%	58.26%
Peacemark Enterprises <sup>(Note 2)</sup>	Interest in controlled corporation	598,500,000	52.44%	58.26%
Jangho HK <sup>(Note 3)</sup>	Interest in controlled corporation	598,500,000	52.44%	58.26%
Jangho Co <sup>(Note 4)</sup>	Interest in controlled corporation	598,500,000	52.44%	58.26%
Jiangheyuan <sup>(Note 5)(Note 6)</sup>	Interest in controlled corporation	598,500,000	52.44%	58.26%
Mr. Liu <sup>(Note 6)</sup>	Interest in controlled corporation	598,500,000	52.44%	58.26%
Ms. Fu <sup>(Note 7)</sup>	Interest of spouse	598,500,000	52.44%	58.26%
Sino Panda	Beneficial owner	256,500,000	22.47%	24.97%
Mr. Steve Leung <sup>(Note 8)</sup>	Interest in controlled corporation	256,500,000	22.47%	24.97%
Ms. Chan <sup>(Note 9)</sup>	Interest of spouse	256,500,000	22.47%	24.97%

*Notes:*

1. On the basis of 1,141,401,000 share capital in issue as at 31 December 2023.
2. Eagle Vision is beneficially owned as to approximately 42.86% by Peacemark Enterprises and therefore Peacemark Enterprise is deemed to be interested in the shares held by Eagle Vision under the SFO.
3. Peacemark Enterprises is wholly and beneficially owned by Jangho HK and therefore Jangho HK is deemed to be interested in the shares indirectly held by Peacemark Enterprises through Eagle Vision under the SFO.
4. Jangho HK is wholly and beneficially owned by Jangho Co. and therefore Jangho Co. is deemed to be interested in the shares indirectly held by Jangho HK through Peacemark Enterprises and Eagle Vision under the SFO.
5. Ms. Fu, the spouse of Mr. Liu, is the sole director of Jiangheyuan. The board of directors of Jangho Co is controlled by Jiangheyuan and therefore Jiangheyuan is deemed to be interested in the shares indirectly held by Jangho Co through Jangho HK, Peacemark Enterprises and Eagle Vision under the SFO.
6. Jangho Co. is beneficially owned as to approximately 27.35% by Jiangheyuan and beneficially owned as to approximately 25.07% by Mr. Liu and therefore, Mr. Liu is deemed to be interested in the shares indirectly held by Jangho Co. through Jangho HK, Peacemark Enterprises and Eagle Vision under the SFO.
7. Ms. Fu is the spouse of Mr. Liu and is therefore deemed to be interested in the shares that Mr. Liu is interested in under the SFO.
8. Sino Panda is wholly and beneficially owned by Mr. Steve Leung and therefore Mr. Steve Leung is deemed to be interested in the shares held by Sino Panda under the SFO.
9. Ms. Chan is the spouse of Mr. Steve Leung and is therefore deemed to be interested in the shares that Mr. Steve Leung is interested in under the SFO.

Save as disclosed above, no other interests or short position in the Shares or underlying Shares were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

Based on the current holding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

**SHARE REPURCHASE MADE BY THE COMPANY**

No Shares have been purchased by the Company on the Stock Exchange in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
May	0.148	0.130
June	0.155	0.101
July	0.200	0.076
August	0.160	0.101
September	0.114	0.077
October	0.098	0.089
November	0.116	0.083
December	0.105	0.092
<b>2024</b>		
January	0.129	0.095
February	0.139	0.104
March	0.125	0.103
April (up to the Latest Practicable Date)	0.130	0.107

*Source: quoted prices from the Stock Exchange's website (www.hkex.com.hk)*

**NO UNUSUAL FEATURES**

Neither this Explanatory Statement, nor the Repurchase Mandate, contains any unusual features.

*The following are the particulars of the Directors (as required by the Listing Rules) being eligible and offering themselves for re-election at the AGM.*

**Mr. Yip Kwok Hung Kevin (葉珽鴻先生)**, aged 46, is an executive Director, the chief financial officer of the Company and a member of the risk management committee and the investment committee of the Board. He is also the company secretary of the Company. Mr. Yip joined the Group in January 2014 and is mainly responsible for overseeing the financing, accounting and internal control, human resource and administrative management. He is currently a director of Eagle Vision as well as each of the Group's subsidiaries.

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

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

As at the Latest Practicable Date, Mr. Yip was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Yip has entered into a service agreement with the Company for his appointment as an executive Director for a term of three years with effect from 5 July 2021, and he is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. According to his terms of service, no director's fee will be payable to Mr. Yip; but Mr. Yip is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company. Mr. Yip is entitled to a basic annual salary of HK\$1,350,000 and discretionary bonus with reference to his duties and responsibilities with the Company, the market rate for his position and the prevailing market conditions. The emoluments paid to Mr. Yip for the year ended 31 December 2023 amounted to approximately HK\$1,599,000.

Save as disclosed herein, Mr. Yip is not connected with any existing Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Yip did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Yip that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Yip that needs to be brought to the attention of the Shareholders and the Stock Exchange.



**Mr. Ding Chunya** (丁春亞先生), aged 41, is an executive Director and the principal of Beijing Jangho Architectural Decoration Design Institute Co., Ltd (北京江河創建建築裝飾研究院有限公司) (“**Jangho Design**”) (formerly known as “Beijing Gangyuan Institute of Architectural Decoration Design and Research Co., Ltd.”), a non-wholly owned subsidiary of the Company. He is mainly responsible for overseeing the operation of Jangho Design and the business in the PRC. Mr. Ding joined Jangho Design in September 2010, which became a subsidiary of the Company since September 2016. From April 2013 to December 2014, he was appointed as the general manager of the Xiamen branch of Gangyuan Architectural Decoration Engineering Co., Ltd, the then sole shareholder of Jangho Design and a company principally engaged in the business of decoration engineering, and was responsible for the marketing, manufacture and operation of such branch.

Mr. Ding graduated from the North China University of Technology (北方工業大學), the PRC, with a Bachelor in Engineering in 2005. He was accredited as a senior interior architect (高級室內設計師) by the China Building Decoration Association (中國建築裝飾協會) in 2009. He became a deputy officer of the design committee of the China Building Decoration Association (中國建築裝飾協會) in 2015.

As at the Latest Practicable Date, Mr. Ding was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Ding has entered into a service agreement with the Company for his appointment as an executive Director for a term of three years with effect from 5 July 2021, and he is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. According to his terms of service, no director’s fee will be payable to Mr. Ding; but Mr. Ding is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company. Mr. Ding is entitled to receive a basic annual salary of approximately HK\$468,000 and discretionary bonus with reference to his duties and responsibilities with the Company, the market rate for his position and the prevailing market conditions. The emoluments paid to Mr. Ding for the year ended 31 December 2023 amounted to approximately HK\$894,000.

Mr. Ding is not connected with any existing Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Ding did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Ding that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Ding that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Sun Yansheng (孫延生先生)**, aged 60, is an independent non-executive Director. Mr. Sun also serves as the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Board. He is responsible for advising on corporate governance of the Group.

Mr. Sun qualified as a PRC Lawyer in June 1994 and founded Beijing Tian Yin Law Firm (北京市天銀律師事務所) in December 2002.

From February 2013 to April 2016, he was a member of the planning committee of the China Securities Regulatory Commission, which was principally engaged in the carrying out of forward-looking research on and to propose solutions to capital market-related laws and policies, where he was mainly responsible for advising on regulatory reform as well as carrying out research on capital market supervision, registration reform and information disclosure. Since April 2016, he has been the founding partner of Beijing Duncheng Investment Management Consultation Centre (Limited Partnership) (北京敦誠投資管理諮詢中心(有限合夥)), which is principally engaged in the provision of investment advice on industries and government guidance and the management of industry funds, where he is mainly responsible for participating in the formation of industry funds, guiding the formation of local government industrial funds and serving as a listed company and government financing and strategic adviser. From 30 July 2021, Mr. Sun also serves as an independent non-executive director of China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1432).

Mr. Sun obtained a Bachelor of Law degree from the Inner Mongolia University (內蒙古大學), the PRC in 1986 and a Master of Law degree from the Renmin University of China (中國人民大學), the PRC in 2003. He also received a certificate of completion for a postgraduate course in political economics from the Harbin Institute of Technology (哈爾濱工業大學), the PRC in 1999.

As at the Latest Practicable Date, Mr. Sun was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Sun has entered into an appointment letter with the Company for a term of three years effected from the Listing Date and the appointment was renewed for another term of three years with effect from 5 July 2021. He is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. Mr. Sun is entitled to a director's fee of HK\$180,000 per annum as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Sun is not connected with any existing Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Sun did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Sun that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Sun that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 at 30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 30 May 2024 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 2023.
2. (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. Yip Kwok Hung Kevin as an executive Director;
  - (ii) Mr. Ding Chunya as an executive Director; and
  - (iii) Mr. Sun Yansheng as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to determine its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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

4. **“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.

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## NOTICE OF ANNUAL GENERAL MEETING

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**“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).”

5. **“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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 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 4 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 5 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.”

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, 26 April 2024

*As at the date of this notice, the executive Directors are Mr. Leung Chi Tien Steve, Mr. Siu Man Hei (Chief Executive Officer), Mr. Yip Kwok Hung Kevin (Chief Financial Officer) and Mr. Ding Chunya, 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) 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.
- (2) 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.
- (3) The register of members will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, 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 Friday, 24 May 2024.
- (4) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (5) If typhoon signal No. 8 or above, or a “**black**” rainstorm warning is in effect at any time within three hours of the time fixed for holding this meeting, this meeting will be postponed. The Company will post an announcement on the website of the Company at [www.sldgroup.com](http://www.sldgroup.com) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.
- (6) With regard to ordinary resolutions set out in paragraph 2 to 6 of this notice, a circular giving, *inter alia*, details of granting of general mandates to issue and to repurchase Shares, the extension of the general mandate to issue Shares, re-election of Directors and re-appointment of auditor 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.