THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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;
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

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, 21 May 2026 at 11 a.m. is set out on pages 18 to 22 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) and the Company (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, TRICOR INVESTOR SERVICES LIMITED, at Suite 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

22 April 2026

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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, 21 May 2026 at 11 a.m. or any adjournment thereof, a notice of which is set out on pages 18 to 22 of this circular
"AGM Venue"	30/F, Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong
"Articles" or "Articles of Association"	the third amended and restated articles of association of the Company, adopted on and with effect from 29 May 2025
"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
"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 new Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) 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"	13 April 2026, 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
"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), BBS, an executive Director, the founder and one of the substantial Shareholders of the Company
"Ms. Fu"	Ms. Fu Haixia (富海霞), one of the controlling shareholders of the Company and the spouse of Mr. Liu
"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 (excluding any treasury Shares) 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)

"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
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

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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)

Executive Directors:
Mr. Leung Chi Tien Steve, BBS
Mr. Siu Man Hei *(Chief Executive Officer)*
Mr. Yip Kwok Hung Kevin *(Chief Financial Officer)*

Non-executive Directors:
Mr. Xu Xingli *(Chairman)*
Mr. Ding Jingyong
Mr. Wong Man Hei

Independent Non-executive Directors:
Mr. Liu Yi
Mr. Tsang Ho Ka Eugene
Ms. Wang Wanjun

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

22 April 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; EXTENSION OF GENERAL MANDATE TO ISSUE 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 extension of the Issue Mandate; (d) the re-election of Directors; and (e) 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.

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 29 May 2025 (the "**2025 AGM**"), the Directors were granted (a) a general unconditional mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the 2025 AGM; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the 2025 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 (excluding any treasury Shares) as at the date of passing of such resolutions).

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 new Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) 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 (excluding any treasury Shares) 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 (excluding any treasury Shares) 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 18 to 22 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw 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 record date for the dividends or distributions, or take 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.

PROPOSED RE-ELECTION OF DIRECTORS

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

Pursuant to code provisions B.2.2 as set out in part 2 of the Corporate Governance Code under Appendix C1 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, Mr. Siu Man Hei, Mr. Xu Xingli and Mr. Tsang Ho Ka Eugene shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Particulars of each of the retiring 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.

PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2025 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 18 to 22 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, TRICOR INVESTOR SERVICES LIMITED, at Suite 17/F, Far East Finance Centre, 16 Harcourt Road, 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 21 May 2026, the register of members of the Company will be closed from 18 May 2026 to 21 May 2026, 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, TRICOR INVESTOR SERVICES LIMITED, at Suite 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4: 30 p.m. on 15 May 2026 (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.

RECOMMENDATIONS

The Directors consider that the proposed resolutions as set out in the notice of the AGM contained in pages 18 to 22 of this circular including the proposals for (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Issue Mandate; (d) the re-election of the Directors; and (e) 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, and the Company did not have any treasury Shares. 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 (excluding any treasury Shares) 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw 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 record date for the dividends or distributions, or take 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.

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 2025 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.

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 Eagle Vision, Peacemark Enterprises, Jangho HK, Jangho Co, Jiangheyuan, Mr. Liu and Ms. Fu, all being the controlling shareholders of the Company, were beneficially or deemed to be (as the case may be) interested in 598,500,000 Shares, representing approximately 52.44% of the issued Shares. In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming that there is no other change in the total number of issued Shares between the Latest Practicable Date and the date of Share repurchase, the shareholding of the aforesaid controlling shareholders would be increased to approximately 58.26% of the issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Directors have no present intention to exercise the power to repurchase shares pursuant to the Repurchase Mandate to such extent that an obligation to make a mandatory offer under the Takeovers Code may arise.

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 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	**Lowest**
	HK$	*HK$*
2025		
May	1.250	0.780
June	1.400	1.230
July	1.420	1.250
August	1.400	1.210
September	1.330	1.040
October	1.250	1.040
November	1.100	0.920
December	1.010	0.800
2026		
January	0.800	0.750
February	0.800	0.760
March	0.800	0.730
April (up to the Latest Practicable Date)	0.800	0.760

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

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that they have any present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted.

Neither this explanatory statement nor the Repurchase Mandate has 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. Siu Man Hei (蕭文熙先生), aged 70, is an executive Director and the chief executive officer of the Company (the "**Chief Executive Officer**"). He is also a member of the risk management committee (the "**Risk Management Committee**") and investment committee (the "**Investment Committee**") of the Board, respectively. Mr. Siu joined the Group in February 2007 and is mainly responsible for the business development, operation and management. He is also a director of each of the Company's subsidiaries.

Mr. Siu has over 30 years of experience in the architecture and interior design and decorating services and building industries. In July 1991, he established IE, SIU & CHUNG ARCHITECTS LIMITED, a private company in Hong Kong with limited liability which was principally engaged in architecture and design services with other partners. From July 1999 to February 2006, he was the assistant general manager of property division of Emperor Investment (Management) Limited, an investment management company, and was principally responsible for the overall management of the development projects.

Mr. Siu graduated from the University of Hong Kong with a Bachelor of Arts degree in architectural studies in 1978 and a Bachelor of Architecture degree in 1980. He became a member of the Hong Kong Institute of Architects and a member of the Royal Institute of British Architects both in 1983, and an Authorised Person (List of Architects) registered with the Building Authority in 2010. He also became a registered architect of the Architects Registration Board in Hong Kong under the Architects Registration Ordinance (Chapter 408 of the Laws of Hong Kong) in 1991.

As at the Latest Practicable Date, Mr. Siu 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. Siu has entered into a service agreement with the Company for his appointment as an executive Director for an initial term of three years and the appointment was renewed for another term of three years with effect from 5 July 2024, 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. Siu; but Mr. Siu 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. Siu is entitled to receive a monthly salary of HK$300,000 and discretionary bonus with reference to his duties and responsibilities with the Company, the market rate for his position and the prevailing market conditions.

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

Save as disclosed herein, Mr. Siu 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. Siu 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. Siu that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Xu Xingli (許興利先生), aged 55, is a non-executive Director and the chairman of the Board (the "**Chairman**"). Mr. Xu joined the Group in February 2014 and is mainly responsible for the overall strategy, investment planning and human resource strategy of the Group and serving as a member of the remuneration committee of the Board (the "**Remuneration Committee**"), the chairman of the nomination committee of the Board (the "**Nomination Committee**") and the chairman of the Investment Committee. He holds directorship in certain subsidiaries of the Company. Mr. Xu joined Jangho Co., in December 2006. He is currently the director and the general manager of Jangho Co., responsible for the overall strategy, investment planning, management and operations.

Prior to joining the Group, Mr. Xu served as the head of the finance department and the deputy officer of Inspur Group Limited (浪潮集團有限公司) from July 1994 to June 2001, primarily responsible for the financial matters of the branch office and the group companies of Inspur Group Limited. From March 2005 to December 2006, Mr. Xu served as the chief financial officer of Shandong Inspur Qilu Software Industry Company Limited (山東浪潮齊魯軟件產業股份有限公司), the A shares of which are listed on the Shanghai Stock Exchange (stock code: 600756), and was principally responsible for the financial management. Shandong Inspur Qilu Software Industry Company Limited (山東浪潮齊魯軟件產業股份有限公司) is principally engaged in the tobacco and electronic governance business.

Mr. Xu graduated from the Shanghai University of Finance and Economics (上海財經大學), the PRC, with a Bachelor in Accounting in 1994. He obtained the certificate of certified international internal auditor issued by China Institute of Internal Auditors in 2000 and became a non-practising member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in 2009. He also became a senior accountant approved by the Beijing Senior Specialized Technique Qualification Evaluation Committee (北京市高級專業技術資格評審委員會) in May 2013 and a senior economist approved by the Beijing Senior Position Qualification Evaluation Committee (北京市高級職稱評審委員會) of the Beijing Human Resources and Social Security Bureau (北京市人力資源及社會保障局) in October 2020.

As at the Latest Practicable Date, Mr. Xu 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. Xu has entered into an appointment letter with the Company for an initial term of three years and the appointment was renewed for another three years with effect from 5 July 2024, and he is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. Mr. Xu is entitled to a director's fee of HK$180,000 per annum as a 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. Xu is not connected with any existing Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Xu 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. Xu 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. Xu that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Tsang Ho Ka Eugene (曾浩嘉先生), aged 44, is an independent non-executive Director since 11 June 2018. Mr. Tsang also serves as chairman of each of the Audit Committee and Risk Management Committee and a member of the Remuneration Committee, Nomination Committee and Investment Committee. He is responsible for advising on corporate governance of the Group.

Mr. Tsang has been a founder of Gattaca Company Limited (a company principally engaged in the business of corporate restructuring, financial reengineering, business advisory and consulting) since May 2011, a consultant of GenNex Financial Media Limited (a company principally engaged in the business of the provision of financial printing services for the financial sector in Hong Kong) since January 2012, and the managing director of New Horizon Capital (Group) Limited (a company principally engaged in the business of which include private equity in Hong Kong, the PRC and overseas and the money lending business in Hong Kong) since March 2015. Mr. Tsang was an independent non-executive director of Winto Group (Holdings) Limited, a company listed on the GEM of the Stock Exchange (stock code: 8238) and was principally engaged in the business of outdoor advertising and print media from January 2015 to 2 March 2018. Mr. Tsang was appointed as an Honorary Financial Advisor of the Smart Education Charitable Foundation Limited (the "**Foundation**") in June 2017, a leading provider of high quality and innovative e-learning solutions which organises and sponsors various charitable events and programmes to the students in Hong Kong, Macau and the PRC. The Foundation is a charitable institution and is exempt from tax under section 88 of the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong).

In December 2002, Mr. Tsang joined Deloitte Touche Tohmatsu as a staff accountant and last served as a semi-senior accountant of the audit department until February 2006. From September 2006 to March 2007, he was the company secretary and a qualified accountant of Maxitech International Holdings Limited, which was previously listed on the GEM of the Stock Exchange (stock code: 8136) and is currently known as Winfull Group Holdings Limited which is listed on the Main Board of the Stock Exchange (stock code: 183). From April 2007 to February 2015, his last position was non-executive director of MP Logistics International Holdings Limited, currently known as Capital Finance Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8239). From April 2012 to February 2015, his last position was joint company secretary of Newtree Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1323, currently known as Huasheng

International Holding Limited). From May 2013 to July 2014, his last position was non-executive director of China Neng Xiao Technology (Group) Limited, currently known as China Ocean Group Development Limited, a company listed on the GEM of the Stock Exchange (stock code: 8047). From July 2014 to October 2015, he was an independent non-executive director of Mitsumaru East Kit (Holdings) Limited, currently known as Jiu Rong Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2358).

Mr. Tsang completed an accounting extension course in Australian Taxation Law and an accounting extension course in Australian Corporations Law in the Centre for Continuing Education of the University of Sydney, Australia in 2002 and subsequently obtained a Bachelor of Commerce degree in accounting and finance from the University of New South Wales, Australia in 2003. Mr. Tsang became a certified practicing accountant and a fellow of CPA Australia in 2006 and 2018 and a member and a fellow of the Hong Kong Institute of Certified Public Accountants in 2006 and 2014, respectively. He also became an associate and a fellow member of the Institute of Certified Management Accountants, Australia in 2007 and 2020, respectively, a member and a fellow of the Hong Kong Institute of Directors in 2008 and 2018, respectively, an associate, a fellow and a chartered tax adviser of the Taxation Institute of Hong Kong in 2008, July 2014 and January 2021 respectively, and an international associate of the American Institute of Certified Public Accountants in 2013.

As at the Latest Practicable Date, Mr. Tsang 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. Tsang has entered into an appointment letter with the Company for an initial 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 2024. He is subject to retirement from office and re-election at the AGM in accordance with the Articles of Association. Mr. Tsang 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. Tsang is not connected with any existing Directors, senior management, substantial Shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Tsang 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. Tsang 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 reelection of Mr. Tsang that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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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, 21 May 2026 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 2025.

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. Siu Man Hei as an executive Director;

   (ii) Mr. Xu Xingli as a non-executive Director; and

   (iii) Mr. Tsang Ho Ka Eugene 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.

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**") (including any sale or transfer of treasury Shares out of treasury) 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) (including any sale or transfer of treasury Shares out of treasury) 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 (excluding any treasury Shares) 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)."

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 (excluding any treasury Shares) 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."

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 (excluding any treasury Shares) 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, 22 April 2026

As at the date of this notice, the executive Directors are Mr. Leung Chi Tien Steve, BBS, Mr. Siu Man Hei (Chief Executive Officer) and Mr. Yip Kwok Hung Kevin (Chief Financial Officer), the non-executive Directors are Mr. Xu Xingli (Chairman), Mr. Ding Jingyong and Mr. Wong Man Hei, and the independent non-executive Directors are Mr. Liu Yi, Mr. Tsang Ho Ka Eugene and Ms. Wang Wanjun.

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 certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, TRICOR INVESTOR SERVICES LIMITED, at Suite 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 18 May 2026 to Thursday, 21 May 2026, 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, TRICOR INVESTOR SERVICES LIMITED, at Suite 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4: 30 p.m. on Friday, 15 May 2026.

(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.

(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 adjourned. The Company will post an announcement on the website of the Company at www.sldgroup.com and on the HKEXnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify the Shareholders of the date, time and place of the adjourned meeting.

(6) 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 on 22 April 2026. The particulars of the Directors who are subject to re-election at the meeting are set out in Appendix II to the Circular.