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時代集團控股有限公司
SITOY GROUP HOLDINGS LTD.

SITOY GROUP HOLDINGS LIMITED

時代集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1023)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sitoy Group Holdings Limited (the "**Company**") will be held at 7/F, Sitoy Tower, 164 Wai Yip Street, Kwun Tong, Hong Kong on Monday, 16 November 2026 at 10:30 a.m. for the following purposes:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the "**Director(s)**") and the independent auditors' report of the Company for the year ended 30 June 2026;

2. to declare a special dividend of HK2 cents per share for the year ended 30 June 2026;

3. (a) to re-elect the following Directors, each as separate resolution:

   (i) Mr. Yeung Andrew Kin as executive Director;

   (ii) Mr. Yeung Chi Tat as independent non-executive Director; and

   (iii) Ms. So Sze Wan, Lisa as independent non-executive Director;

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

4. to re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration; and

5. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares (the "**Shares**") of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "**Companies Law**") and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above, during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding Shares repurchased and held by the Company in treasury ("**Treasury Shares**"), if any) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after 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 next annual general meeting of the Company is required by the articles of association of the Company (the "**Articles of Association**"), the Companies Law or any other applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

(2) "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with additional Shares and to sell or transfer the Treasury Shares, and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined in paragraph (d) below);

(ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

(iii) the exercise of options under the Share Option Scheme (as defined in the prospectus of the Company dated 24 November 2011) or similar arrangement adopted by the Company from time to time; or

(iv) any scrip dividend or similar arrangements 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 and other relevant regulations in force from time to time;

shall not exceed 20% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after 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 passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to be held; and

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) (subject to such exclusions 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)."

(3) "**THAT** conditional upon resolutions Nos. 5(1) and 5(2) above being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares and to sell or transfer Treasury Shares pursuant to resolution No. 5(2) above be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to the resolution No. 5(1) above, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution)."

By order of the Board
Sitoy Group Holdings Limited
Yeung Michael Wah Keung
Chairman

Hong Kong, 23 October 2026

Head office and principal place of business in Hong Kong:
9th Floor
Sitoy Tower
164 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy (if the member is the holder of two or more Shares of the Company) to attend in his stead at the above meeting.

2. Where there are joint registered holders of Shares, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

3. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong (the "**Hong Kong Branch Share Registrar**"), at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.

4. In relation to resolution No. 2 above, the proposed special dividend of HK2 cents per share for the year ended 30 June 2026 will be payable to the shareholders whose names appear on the register of members of the Company on Friday, 27 November 2026.

   The register of members of the Company will be closed from Tuesday, 10 November 2026 to Monday, 16 November 2026 (both days inclusive), during which period no share transfer will be registered. In order to be eligible to attend and vote at the annual general meeting of the Company to be held on Monday, 16 November 2026, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar at the address stated above, for registration not later than 4:00 p.m. on Monday, 9 November 2026.

   The register of members of the Company will be closed from Tuesday, 24 November 2026 to Friday, 27 November 2026 (both days inclusive), during which period no share transfer will be registered. In order to qualify for the proposed special dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar at the address stated above, for registration not later than 4:00 p.m. on Monday, 23 November 2026.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolution No. 5(1) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances, which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing all the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the circular to shareholders of the Company dated 23 October 2026.

7. In relation to resolution No. 5(2) above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options which have been granted or may be granted under the Share Option Scheme.

8. In relation to resolution No. 3(a) above, details of the retiring Directors proposed for re-election are set out in Appendix II to the circular to shareholders of the Company dated 23 October 2026.

9. If typhoon signal No. 8 or above or extreme conditions caused by super typhoons or a black rainstorm warning is in effect in Hong Kong at any time after 7:30 a.m. on the date of the annual general meeting of the Company, the meeting will be postponed. The Company will post an announcement on its website (www.sitoy.com) and designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) respectively to notify shareholders of the Company of the date, time and place of the rescheduled meeting as soon as possible.

10. As at the date of this notice, the executive Directors of the Company are Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin and Mr. Chan Tung Chit; and the independent non-executive Directors are Mr. Yeung Chi Tat, Ms. Lee Pao Yue and Ms. So Sze Wan, Lisa.