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

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

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, DECLARATION OF SPECIAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Sitoy Group Holdings Limited to 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. is set out on pages 22 to 27 of this circular.

If you do not intend or are unable to attend the Annual General Meeting in person and wish to appoint a proxy/proxies to attend and vote on your behalf, you are advised to read the notice and to complete and return the accompanying proxy form for use at the Annual General Meeting in accordance with the instructions printed thereon to Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

23 October 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to 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. (or any adjournment thereof) to consider and, if appropriate, to approve the resolutions as set out in the notice of Annual General Meeting
"Articles of Association"	the amended and restated articles of association of the Company, adopted pursuant to special resolution passed on 20 November 2023, as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Companies Law"	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
"Company"	Sitoy Group Holdings Limited (時代集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 February 2008, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1023)
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue or deal with new Shares and sale or transfer of Treasury Shares of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
"Latest Practicable Date"	13 October 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
"Shareholder(s)"	holder(s) of the Share(s)

"Share Option Scheme"	the share option scheme, currently in force, approved and adopted by the Company on 15 November 2011
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	subsidiary(ies) for the time being of the Company within the meaning of the Companies Law
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

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)

Executive Directors:
Mr. Yeung Michael Wah Keung *(Chairman)*
Dr. Yeung Wo Fai *(Chief Executive Officer)*
Mr. Yeung Andrew Kin *(Deputy General Manager)*
Mr. Chan Tung Chit *(Chief Financial Officer)*

Independent Non-executive Directors:
Mr. Yeung Chi Tat
Ms. Lee Pao Yue
Ms. So Sze Wan, Lisa

Registered Office:
Grand Pavilion, Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
9th Floor
Sitoy Tower
164 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

23 October 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, DECLARATION OF SPECIAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Ordinary resolutions to be proposed at the Annual General Meeting include, inter alia, (a) proposed grant of each of the Repurchase Mandate, Issue Mandate and Extension Mandate; (b) proposed re-election of retiring Directors; (c) proposed re-appointment of auditor; and (d) the declaration of special dividend.

2. GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders in the annual general meeting on 17 November 2025, a general and unconditional mandate was given to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares. Such general mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate to repurchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued Shares (excluding Treasury Shares, if any) on the date of the passing of such ordinary resolution (i.e. not exceeding 96,543,000 Shares based on the total number of issued Shares of 965,430,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting).

An explanatory statement to provide the Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required under the Listing Rules is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES

Pursuant to the resolutions passed by the Shareholders in the annual general meeting on 17 November 2025, a general and unconditional mandate was given to the Directors to allot, issue or otherwise deal with Shares and to sell or transfer Treasury Shares of up to 20% of the total number of issued Shares. Such general mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to allot, issue or otherwise deal with Shares and to sell or transfer Treasury Shares of up to a maximum of 20% of the total number of issued Shares (excluding Treasury Shares, if any) on the date of the passing of such resolution (i.e. not exceeding 193,086,000 Shares based on the total number of issued Shares of 965,430,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting).

4. EXTENSION MANDATE TO ISSUE SHARES

In addition, an ordinary resolution will be proposed to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Repurchase Mandate, the Issue Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the end of the period within which the Company is required by the Articles of Association, the Companies Law or any other applicable laws of the Cayman Islands to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any share options granted under the Share Option Scheme.

5. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises seven Directors, of whom the executive Directors 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.

Article 108(a) of the Articles of Association states that "Notwithstanding any other provisions in these Articles, 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, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office."

Article 112 of the Articles of Association states that "The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting."

In accordance with Articles 108(a) and 112 of the Articles of Association, Mr. Yeung Andrew Kin, Mr. Yeung Chi Tat and Ms. So Sze Wan, Lisa will retire at the AGM and are eligible for re-election at the AGM.

Re-election of Mr. Yeung Chi Tat as an Independent Non-Executive Director

Mr. Yeung Chi Tat ("**Mr. Yeung**") has served as an independent non-executive Director of the Company for over nine years, having been appointed since 15 November 2011. In accordance with Code Provision B.2.3 of the Corporate Governance Code (Appendix C1 to the Listing Rules), the re-election of Mr. Yeung is proposed as a separate resolution for approval by the Shareholders.

The Nomination Committee has conducted a rigorous assessment of Mr. Yeung's independence and contribution. In arriving at the determination that he remains independent and should be re-elected, the Nomination Committee considered the following factors:

1. **Independence**: Mr. Yeung has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. The Nomination Committee is not aware of any relationships or circumstances that could compromise his independent judgment.

   Throughout his tenure of service, Mr. Yeung has never been involved in any executive or day-to-day management of the Group, nor has he been engaged in any business or relationship with the Group that would materially interfere with his independent judgment.

2. **Institutional Knowledge and Experience**: With over 14 years of service, Mr. Yeung has developed a deep understanding of the Company's business, operations, and industry, which is able to continuously provide valuable perspectives to the Board.

3. **Active Contribution**: Throughout his tenure, he has consistently demonstrated his commitment by actively participating in Board and committee meetings and constructively contributing to key decisions.

The Nomination Committee and the Board discussed and evaluated Mr. Yeung's performance, taking into analytical consideration his professional background in accounting, auditing, and financial management. The Board values his deep understanding of the Group's business, corporate structure, and internal control systems built over his years of service. His prolonged tenure allows him to provide valuable, stable, and objective insights to the Board's decision-making process, particularly in safeguarding the interests of minority Shareholders.

The Board is satisfied that Mr. Yeung maintains the required independence, character, and integrity to continue fulfilling his role. The Board believes that his long service will not affect his independent judgment but will rather bring continuity and critical financial oversight to the Board. Therefore, the Board (upon recommendation of the Nomination Committee) considers Mr. Yeung to be independent and recommends Shareholders to vote in favour of the separate resolution for his re-election at the forthcoming Annual General Meeting.

The Nomination Committee has evaluated the performance of the retiring Directors and found their performance satisfactory. Furthermore, Ms. So Sze Wan, Lisa, being an independent non-executive Director, has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. The Nomination Committee and the Board consider that she is independent.

Accordingly, the Nomination Committee recommended to the Board, and the Board considered the re-election of Mr. Yeung Andrew Kin as an executive Director, and Mr. Yeung and Ms. So Sze Wan, Lisa as independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of such retiring Directors at the Annual General Meeting. As a good corporate governance practice, each of the retiring Directors has abstained from voting at the relevant Board meeting on the respective proposals for re-election by the Shareholders.

At the Annual General Meeting, the re-election of each of the retiring Directors will be voted by a separate ordinary resolution as set out in the notice of the Annual General Meeting.

Biographical details of each of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

6. RE-APPOINTMENT OF AUDITOR

Upon the recommendation of the Audit Committee, the Board proposes to re-appoint Ernst & Young as the auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting of the Company.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the year ending 30 June 2027 is approximately HK$2,000,000 (exclusive of out-of-pocket expenses) which is similar to that for the year ended 30 June 2026. Such fee has been determined, after due consideration and arm's length negotiation between the Company and Ernst & Young, having regard to, among other factors, the size and structure of the Group, the nature and complexity of the Group's business operations, the expected scope, timetable and direction of the audit, and the time and resources to be deployed.

The estimation has been made on the assumption that there will be no material changes in the Group's businesses and operations, accounting policies or the applicable regulatory environment during the relevant financial year and that the Company will provide timely and adequate assistance and information as required for the audit. As Ernst & Young is familiar with the Group's financial position and affairs, the Board and the Audit Committee consider that the estimated audit fee agreed with the auditor is fair and reasonable.

The final audit fee may be adjusted if there is a material change in the basis or assumptions on which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the re-appointment of Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration.

7. SPECIAL DIVIDEND

As stated in the announcement of the Company dated 28 September 2026 relating to the annual results of the Group for the year ended 30 June 2026, the Board has resolved to recommend the payment of a special dividend of HK2 cents per share for the year ended 30 June 2026 (the "**Proposed Special Dividend**"). An ordinary resolution will be proposed at the Annual General Meeting for Shareholders' consideration and approval. Subject to approval of Shareholders at the Annual General Meeting, the Proposed Special Dividend will be paid on or before Monday, 21 December 2026 to Shareholders whose names appear on the Company's register of members on Friday, 27 November 2026.

8. ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed in respect of ordinary business to be considered at the Annual General Meeting including re-election of retiring Directors, re-appointment of auditor, the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and the declaration of Proposed Special Dividend.

The notice convening the Annual General Meeting is set out on pages 22 to 27 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form is also published on the designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.sitoy.com) respectively. If you do not intend or are unable to attend the Annual General Meeting in person and wish to appoint a proxy/proxies to attend and vote on your behalf, you are advised to read the notice and to complete and return the accompanying proxy form in accordance with the instructions printed thereon to Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

9. TYPHOON, EXTREME CONDITIONS OR BLACK RAINSTORM WARNING ARRANGEMENTS

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, the meeting will be postponed. The Company will post an announcement on its website (www.sitoy.com) and the designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) respectively to notify Shareholders of the date, time and place of the rescheduled meeting as soon as possible.

10. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

11. CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the Annual General Meeting, 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 transfer of Shares will be registered. The record date for determining Shareholders entitled to attend the Annual General Meeting will be Monday, 16 November 2026. In order to be entitled to attend and vote at the Annual General Meeting, unregistered Shareholders should ensure that all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 9 November 2026.

For the purpose of determining the entitlement to the Proposed Special Dividend, 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 transfers of Shares will be registered. The record date for determining Shareholders of the Company to receive the Proposed Special Dividend will be Friday, 27 November 2026. In order to be entitled to the Proposed Special Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 23 November 2026.

12. 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.

13. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of the proposed grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate, the proposed re-election of retiring Directors, the proposed re-appointment of auditor and the declaration of Proposed Special Dividend are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of all resolutions at the Annual General Meeting.

14. GENERAL

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

15. 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
Sitoy Group Holdings Limited
Yeung Michael Wah Keung
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO SHARE REPURCHASE

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on 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 subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Repurchases must be made out of funds which are legally available for such purposes in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) Maximum number of shares to be repurchased

The shares proposed to be repurchased by a company must be fully paid up. A maximum of 10% of the number of issued shares of a company on the date of the passing of the relevant resolution approving the repurchase mandate may be repurchased on the Stock Exchange.

(c) Shareholders' approval

The Listing Rules provide that all proposed on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval with reference to a specific transaction or by way of a general mandate to the directors of the company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 965,430,000 Shares.

Subject to the passing of the proposed ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company prior to the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 96,543,000 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the Latest Practicable Date.

The Company may cancel Shares repurchased or hold Shares repurchased as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s).

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC 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.

3. REASONS FOR REPURCHASE OF SHARES

The Directors consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as Treasury Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share.

4. FUNDING OF REPURCHASE OF SHARES

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

A listed company is prohibited from repurchasing 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 from time to time. Under the laws of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. IMPACT OF REPURCHASE OF SHARES

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2026, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest	Lowest
	HK$	*HK$*
2025		
October	0.530	0.485
November	0.530	0.474
December	0.540	0.510
2026		
January	0.540	0.510
February	0.540	0.510
March	0.530	0.485
April	0.510	0.485
May	0.500	0.485
June	0.490	0.455
July	0.475	0.445
August	0.470	0.450
September	0.475	0.390
October (Up to the Latest Practicable Date)	0.425	0.390

7. UNDERTAKINGS, DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles of Association.

The Company has confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting and exercised.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising their powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Yeung Michael Wah Keung is interested in 437,720,000 Shares, Mr. Yeung Andrew Kin is interested in 10,500,000 Shares and Dr. Yeung Wo Fai is interested in 236,070,000 Shares (respectively representing approximately 45.34%, 1.09% and 24.45% of the total issued Shares of the Company as at the Latest Practicable Date) (the "**Group of Shareholders**"). The Group of Shareholders are together entitled to exercise or control the exercise of approximately 70.88% of the voting power of the Company.

Based on such interest in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, then the interest of the Group of Shareholders together would be increased to approximately 78.75% of the issued Shares of the Company.

Should the Directors intend to exercise the Repurchase Mandate to the extent that an obligation on the part of Mr. Yeung Michael Wah Keung and/or the Group of Shareholders acting in concert (as defined in the Takeovers Code) to make a general offer for the Shares under the Takeovers Code may arise, the Company will apply to the SFC for a waiver as and when appropriate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

9. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

10. TRADING RESTRICTIONS

The total number of Shares which may be repurchased under the Repurchase Mandate is up to 10% of the total number of the issued Shares. The Company may not issue or announce a proposed issue of Shares for a period of 30 days immediately following a repurchase of Shares, without the prior approval of the Stock Exchange. The Company is also prohibited from repurchasing Shares on the Stock Exchange if the repurchase would result in the number of listed Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. The Company is required to procure that the broker appointed by the Company to effect a repurchase of Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

As required by the prevailing requirements of the Listing Rules, the Company shall not purchase its Shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its Shares were traded on the Stock Exchange.

The particulars of the retiring Directors eligible for re-election at the Annual General Meeting are set out below:

(a) Mr. Yeung Andrew Kin – Executive Director

Mr. Yeung Andrew Kin, aged 52, is an executive Director of the Company, head of retail and deputy general manager of the Group. He is in charge of the retail business of the Group. He joined the Group in September 1999 and was appointed as a Director on 23 May 2011. He is responsible for the overall operations and strategic planning of the retail business of the Group. He is also responsible for the corporate management and business development of the retail business of the Group. He graduated from Simon Fraser University, British Columbia, Canada with a bachelor's degree of science in 1999.

He has over 25 years of experience in the handbag and leather goods industry and has focused on strategic planning and business development for more than 20 years. Before he started focusing on the development of the Group's retail business, he had held various positions in the Group in relation to sales and marketing and merchandising. He is currently a director of certain subsidiaries of the Company. He is the son of Mr. Yeung Michael Wah Keung, an executive Director, the chairman and a controlling shareholder of the Company. He is also the nephew of Dr. Yeung Wo Fai, an executive Director, the chief executive officer and a substantial shareholder of the Company.

Pursuant to the service contract made between Mr. Yeung Andrew Kin and the Company, Mr. Yeung Andrew Kin agreed to act as executive Director for a term of three years from 6 December 2023. Either the Company or Mr. Yeung Andrew Kin may give at least three months' written notice to the other party for early termination of the service contract. Mr. Yeung Andrew Kin is subject to retirement and re-election provisions in the Articles of Association.

Mr. Yeung Andrew Kin is entitled to a director's fee of HK$50,000 per annum as an executive Director under his service contract with the Company subject to authorisation given by Shareholders in general meeting (subject to any annual increment to be determined by the remuneration committee of the Company). For the year ended 30 June 2026, Mr. Yeung Andrew Kin received a total remuneration of HK$2,507,000. His remuneration included director's fee, salaries, allowances, benefits in kind and discretionary bonus. The remuneration of Mr. Yeung Andrew Kin is fixed according to the terms of the service contract and by reference to his senior management position in the Company, his level of responsibilities, the remuneration policy of the Group, the Company's performance and prevailing market situation. As at the Latest Practicable Date, Mr. Yeung Andrew Kin had personal interest in 10,500,000 Shares within the meaning of Part XV of the SFO.

(b) Mr. Yeung Chi Tat – Independent Non-executive Director

Mr. Yeung Chi Tat, aged 56, is an independent non-executive Director, the chairman of the Audit Committee and a member of remuneration committee and environmental, social and governance committee of the Company. He was appointed as an independent non-executive Director on 15 November 2011.

He possesses extensive experience in auditing, corporate restructuring and corporate finance. He worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as vice president, chief financial officer, financial controller and/or company secretary. He has been appointed as an independent non-executive director of Xin Yuan Enterprises Group Limited (Stock Code: 1748), a company whose shares are listed on the Main Board of the Stock Exchange, with effect from April 2026. He is also an independent non-executive director of ZO Future Group (formerly known as Birmingham Sports Holdings Limited) (Stock Code: 2309), ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (Stock Code: 01541), Shiyue Daotian Group Co., Ltd. (Stock Code: 09676), Sichuan Baicha Baidao Industrial Co., Ltd. (Stock Code: 02555) and Lingbao Gold Group Company Ltd. (Stock Code: 03330), all of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Beijing Capital Grand Limited (Stock Code: 1329) from May 2023 to February 2025, during which its shares were delisted from the Main Board of the Stock Exchange in January 2025. He was an independent non-executive director of ANTA Sports Products Limited (Stock Code: 2020) from February 2007 to June 2018, Boer Power Holdings Limited (Stock Code: 1685) from September 2010 to June 2020, both of which are listed on the Main Board of the Stock Exchange, and Guodian Technology & Environment Group Corporation Limited (Stock Code: 1296), a company formerly listed on the Main Board of the Stock Exchange, from August 2017 to June 2022. He was an independent director of New Hope Dairy Co., Ltd. (Stock Code: 002946) from December 2016 to June 2023, a company whose shares are listed on the Shenzhen Stock Exchange.

He graduated from the University of Hong Kong with a bachelor's degree of business administration and obtained a master's degree in professional accounting with distinction from the Hong Kong Polytechnic University. He is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and a Certified Public Accountant practicing in Hong Kong. He is the President (2022-2023) (2025-2026) and the Executive council member of the Hong Kong Independent Non-executive Director Association.

Pursuant to the letter of appointment entered into between Mr. Yeung Chi Tat and the Company as amended and supplemented from time to time (for the purposes of this part (b), "**Letter of Appointment**"), he has been appointed for a term of three years from 6 December 2023. Either the Company or Mr. Yeung Chi Tat may give at least three months' written notice to the other party for early termination of service contract. He is subject to retirement and re-election provisions in the Articles of Association.

He is entitled to a director's fee of HK$220,000 per annum as an independent non-executive Director under his Letter of Appointment with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 30 June 2026, Mr. Yeung Chi Tat received a director's fee of HK$220,000. The director's fee of Mr. Yeung Chi Tat is fixed according to the terms of the Letter of Appointment and by reference to his duties and responsibilities, the remuneration policy of the Group and prevailing market situation.

Mr. Yeung Chi Tat has confirmed that (i) he meets the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as an independent non-executive Director.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code (Appendix C1 to the Listing Rules), any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Yeung Chi Tat has served on the Board for more than 9 years. As an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Mr. Yeung Chi Tat has expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role.

The Nomination Committee and the Board consider that the long service of Mr. Yeung Chi Tat would not affect his exercise of independent judgment and are satisfied that Mr. Yeung Chi Tat has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Yeung Chi Tat to be independent.

Furthermore, given the extensive knowledge and experience of Mr. Yeung Chi Tat, the Nomination Committee and the Board believe that his re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to re-elect Mr. Yeung Chi Tat as an independent non-executive Director. A separate resolution will be proposed for his re-election at the Annual General Meeting.

(c) Ms. So Sze Wan, Lisa – Independent Non-Executive Director

Ms. So Sze Wan, Lisa ("**Ms. So**") , aged 50, was appointed as an independent non-executive Director of the Company on 17 November 2025.

She has accumulated over 20 years of legal experience by working in various listed and sizeable companies in Hong Kong. She holds the position of Chief Legal Officer at K11 by AC Limited, a member of Almad Group Limited specializing in cultural retail management and operating luxury city clubs.

From October 2017 to November 2024, she was the head of legal of K11 Concepts Limited, a subsidiary of New World Development Company Limited (a company whose

shares are listed on the Main Board of the Stock Exchange (Stock Code: 0017)). From 2016 to 2017, she was the head of legal of Nikon Holdings Hong Kong Limited. From 2015 to 2016, she was the assistant general counsel of LCW Management Limited. From 2010 to 2015, she was the general counsel and company secretary of Yip's Chemical Holdings Limited (a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 0408)).

Ms. So graduated from the University of Hong Kong with a Bachelor of Laws degree and obtained a Master of Laws degree from King's College London. She is a practising solicitor in Hong Kong.

Ms. So is an independent non-executive director of Cornerstone Technologies Holdings Limited (Stock Code: 8391) which is listed on the GEM Board of the Stock Exchange.

Ms. So was a director of the following company which was incorporated in Hong Kong and was dissolved:

Name of company	Principal business activity before dissolved	Date of dissolution	Details
Read to Lead Foundation Limited	Charity activities	31 July 2015	Dissolved by deregistration

Ms. So confirmed that there was no wrongful act on her part leading to the above dissolution of the company and she is not aware of any actual or potential claim has been or will be made against her as a result of the dissolution of the company.

Ms. So has entered into a letter of appointment with the Company for an initial term of three years commencing on 17 November 2025 and is subject to retirement and eligible for re-election pursuant to the Articles of Association. She is entitled to a director's fee of HK$220,000 per annum as an independent non-executive Director under the aforementioned letter of appointment with the Company subject to authorisation given by Shareholders in general meeting. For the year ended 30 June 2026, Ms. So received a director's fee of HK$136,000. The director's fee of Ms. So is fixed according to the terms of the aforementioned letter of appointment and by reference to her duties and responsibilities, the remuneration policy of the Group and prevailing market situation.

Ms. So has confirmed that (i) she meets the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence as an independent non-executive Director.

Save as disclosed herein, each of the above retiring Directors confirms with respect to him/her that: (i) he/she has not held any directorships during the three years preceding the Latest Practicable Date in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he/she did not have any relationship with any other Directors, senior management of the Company or substantial or controlling Shareholders as of the Latest Practicable Date; (iii) he/she did not hold any positions in the Company or other members of the Group as of the Latest Practicable Date; (iv) he/she did not have any interests in the Shares within the meaning of Part XV of SFO as at the Latest Practicable Date; (v) there is no other information that should be disclosed for him/her pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of Shareholders.

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.