

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in K W Nelson Interior Design and Contracting Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE
AND ISSUE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of K W Nelson Interior Design and Contracting Group Limited (the “Company”) to be held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 4:30 p.m. is set out on pages 15 to 19 of this circular. 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed 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 adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven (7) days from the date of its publication and on the Company’s website at www.kwnelson.com.hk.

8 April 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 4:30 p.m. or any adjournment thereof
“Articles of Association”	memorandum and articles of association of the Company (as amended from time to time)
“Board”	the board of Director(s)
“close associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Company”	K W Nelson Interior Design and Contracting Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	28 March 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each 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
“%”	per cent

LETTER FROM THE BOARD

K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

Executive Directors:

Mr. Lau King Wai (*Chairman and Chief Executive Officer*)

Ms. Leung May Yan

Mr. Wong Siu Hong Edward

Independent non-executive Directors:

Mr. Li Wai Kwan

Mr. Hui Harry Chi

Ms. So Patsy Ying Chi

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Room 1703, 17th Floor

Technology Plaza

651 King's Road

Quarry Bay

Hong Kong

8 April 2024

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO REPURCHASE
AND ISSUE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; (v) the re-appointment of independent auditor; and to give the Shareholders the notice of AGM at which ordinary resolutions as set out in the notice of AGM will be proposed.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the annual general meeting of the Company held on 25 May 2023, an ordinary resolution was passed for granting the existing Repurchase Mandate to the Directors and the existing Repurchase Mandate will be expired at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

The fresh Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

ISSUE MANDATE

At the annual general meeting of the Company held on 25 May 2023, an ordinary resolution was passed for granting the existing Issue Mandate to the Directors and the existing Issue Mandate will be expired at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company or any Shares issued as scrip dividends pursuant to the Articles of Association, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 200,000,000 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required

LETTER FROM THE BOARD

to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

EXTENSION OF ISSUE MANDATE

Subject to and conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Lau King Wai, Ms. Leung May Yan and Mr. Wong Siu Hong Edward as executive Directors, and Mr. Li Wai Kwan, Mr. Hui Harry Chi and Ms. So Patsy Ying Chi as independent non-executive Directors.

Pursuant to article 84 of the Articles of Association, one-third of the Directors for the time being, (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election. Accordingly, Mr. Lau King Wai and Ms. Leung May Yan shall retire from office as the Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the Directors.

The nomination committee of the Company (the “**Nomination Committee**”), after reviewing the composition of the Board, the qualifications, skill and experience, time arrangement and contributions of the retiring Directors with reference to the Company’s board diversity policy and corporate strategy, recommended to the Board on the re-election of Mr. Lau King Wai and Ms. Leung May Yan as the Directors at the AGM. The Board accepted the recommendation from the Nomination Committee and proposes their re-election as the Directors at the AGM.

Details relating to the retiring Directors who offer themselves for re-election as the Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, the ordinary resolutions will be proposed to approve, among other matters, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; (v) the re-appointment of independent auditor.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM if so wish.

GEM LISTING RULES REQUIREMENT

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the 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 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that all the proposed resolutions as set out in the notice of the AGM on pages 15 to 19 of this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,

By Order of the Board

K W Nelson Interior Design and Contracting Group Limited

Lau King Wai

Chairman and Chief Executive Officer

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

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors will be authorised under the Repurchase Mandate to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the issued Shares as at the Latest Practicable Date, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available under the applicable laws of the Cayman Islands, the Articles of Association and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company as compared with the position as at 31 December 2023, being the date of the latest published audited consolidated financial statements of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange for the last twelve months and up to the Latest Practicable Date were as follows:

	Trading Price per Share	
	Highest HK\$	Lowest HK\$
2023		
March	0.140	0.122
April	0.139	0.139
May	0.139	0.139
June	0.139	0.127
July	0.144	0.115
August	0.125	0.113
September	0.113	0.113
October	0.113	0.110
November	0.110	0.090
December	0.106	0.100
2024		
January	0.120	0.100
February	0.120	0.071
March (<i>up to and including the Latest Practicable Date</i>)	0.085	0.066

7. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

8. UNDERTAKING OF THE DIRECTORS

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 pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Name of Shareholders	Nature of Interest	Number of Shares Held	Approximate Percentage of Shareholding in the Company's Issued Share Capital (%)	Approximate Percentage of Shareholding in the Company's Issued Share Capital (%), Should the Repurchase Mandate be Exercised in Full
Sino Emperor Group Limited ("Sino Emperor") (Note 1)	Beneficial owner	750,000,000	75%	83.33%
Mr. Lau King Wai	Interest of a controlled corporation	750,000,000	75%	83.33%
Ms. Chan Pui Shan, Jessica (Note 2)	Interest of spouse	750,000,000	75%	83.33%

Notes:

1. Sino Emperor is a company incorporated in the British Virgin Islands. The entire issued share capital of Sino Emperor is beneficially and wholly owned by Mr. Lau King Wai. By virtue of the SFO, Mr. Lau King Wai is deemed to be interested in all the Shares held by Sino Emperor.
2. 750,000,000 Shares are held by Sino Emperor, which is a company controlled by Mr. Lau King Wai. By virtue of the SFO, Ms. Chan Pui Shan, Jessica, who is the spouse of Mr. Lau King Wai, is taken to be interested in these Shares.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) has been made by the Company in the six months immediately preceding the Latest Practicable Date.

The followings are the biographical details of the Directors who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association.

(1) Mr. Lau King Wai

Mr. Lau King Wai (劉經緯) (“**Mr. Nelson Lau**”), aged 59, was appointed as an executive Director, the chairman of the Board and the chief executive officer on 7 January 2016. Mr. Nelson Lau is the founder of the Group and he is responsible for the overall business development, strategic planning and major decision-making of the Group.

Mr. Nelson Lau has over 35 years of experience in the interior design and decoration industry. Mr. Nelson Lau started working as an architectural draftsman of King Yip Engineering & Architectural Co., the principal business of which was architectural and building services, from July 1985 to July 1987, and he was responsible for preparing architectural drawings. Mr. Nelson Lau then worked as a site co-ordinator of OGLE Contracting Co., the principal business of which was interior design services, from September 1987 to February 1988, and he was responsible for work coordination at construction sites. He worked at Frankwell Commodities Ltd, the principal business of which was trading of commodities, from April 1988 to July 1989, and his last position was senior sales supervisor responsible for supervising trading accounts of clients. Mr. Nelson Lau was a project director, operator and owner of FCS Interior Design & Contracting Co., which was an interior design firm, from October 1989 to December 1990, and he was responsible for project management. He was a project director and operator of FCS Interior Design & Contracting Co., which was engaged in interior design and project management and was a branch office of Further Concept Limited (which was a company controlled by Mr. Nelson Lau), from January 1991 to December 1999, and he was responsible for project management. Mr. Nelson Lau was a chief executive officer of F.C.S. Interior Design and Contracting Co. Limited, the principal business of which was interior design and project management services, from January 2000 to April 2011, and he was responsible for the overall business development. F.C.S. Interior Design and Contracting Co. Limited (which was deregistered in April 2011) was controlled by Mr. Nelson Lau. In February 2009, Mr. Nelson Lau established K W Nelson Interior Design and Contracting Limited (formerly known as “K W Nelson Interior Architect Limited” and currently an indirect wholly-owned subsidiary of the Company) (“**K W Nelson**”) which incorporates his name in the company name, both English and Chinese, in order to better position and brand his business in the market as well as to differentiate his business and management team from other players in the industry.

Mr. Nelson Lau obtained a certificate in basic site surveying and a certificate in engineering preparatory from Vocational Training Council Hong Kong in July 1984 and July 1985 respectively. He completed a distance learning course approved by Business & Technician Education Council, London at Morrison Hill Technical Institute (currently known as The Hong Kong Institute of Vocational Education (Morrison Hill)) and was awarded a national certificate in building studies by Business & Technician Education Council, London in July 1987.

As at the Latest Practicable Date, Mr. Nelson Lau is the beneficial owner of Sino Emperor which is a controlling Shareholder holding 750,000,000 Shares, representing 75% interest in the share capital of the Company. Mr. Nelson Lau is deemed to be interested in 750,000,000 Shares held by Sino Emperor under Part XV of the SFO.

Mr. Nelson Lau has entered into a service agreement with the Company for a term of three years commencing from 8 December 2022 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment, unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of service agreement. Mr. Nelson Lau is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Nelson Lau is entitled to an annual remuneration of HK\$1,800,000 and may also receive a discretionary bonus in respect of each completed calendar year of service, the amount of which will be determined by the Board. His emolument is determined by the Board by reference to the Company's operating results, his performance, seniority, experience, duties and responsibilities within the Group and comparable market statistics and shall be reviewed annually by the remuneration committee of the Company (the "**Remuneration Committee**"). For the year ended 31 December 2023, the Director's emoluments of Mr. Nelson Lau, including salaries, allowances, benefits in kind and retirement scheme contributions, amounted to HK\$6,020,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Nelson Lau confirms that he (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; (ii) did not hold other positions in the Company or other members of the Group; (iii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(2) Ms. Leung May Yan

Ms. Leung May Yan (梁美恩) (“**Ms. Leung**”), aged 48, was appointed as an executive Director on 24 February 2016. She joined the Group in February 2009 and has been a design director of the Group. Ms. Leung is responsible for overseeing the operation of projects of the Group.

Ms. Leung has approximately 27 years of experience in interior design. Prior to joining the Group, she was an assistant interior designer of FCS Interior Design & Contracting Co., the principal business of which was interior design and project management services, from July 1996 to September 1998, and she was responsible for assisting in the preparation of interior design drawings and floor plan design. She served as an interior designer of F.C.S. Interior Design and Contracting Co. Limited, which was engaged in the provision of interior design and project management services, from January 2000 to February 2009, and she was responsible for developing design concepts and preparing design proposals.

Ms. Leung graduated from Lee Wai Lee Technical Institute (currently known as The Hong Kong Institute of Vocational Education (Lee Wai Lee)) with a diploma degree in design (interior) in August 1996.

Ms. Leung has entered into a service agreement with the Company for a term of three years commencing from 8 December 2022 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment, unless terminated by not less than three months’ notice in writing served by either party on the other or otherwise in accordance with the terms of the service agreement. Ms. Leung is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Leung is entitled to an annual remuneration of HK\$71,000 and may also receive a discretionary bonus in respect of each completed calendar year of service, the amount of which will be determined by the Board. Her emolument is determined by the Board by reference to the Company’s operating results, her performance, seniority, experience, duties and responsibilities within the Group and comparable market statistics and shall be reviewed annually by the Remuneration Committee. For the year ended 31 December 2023, the Director’s emolument of Ms. Leung, including salaries, allowances, benefits in kind, discretionary bonus and retirement scheme contributions, amounted to HK\$75,000.

Save as disclosed above, as at the Latest Practicable Date, Ms. Leung confirms that she (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments and professional qualifications; (ii) did not hold other positions in the Company or other members of the Group; (iii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING

K W Nelson Interior Design and Contracting Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8411)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of K W Nelson Interior Design and Contracting Group Limited (the “**Company**”) will be held at CMA, 12/F., Tai Yip Building, 141 Thomson Road, Wanchai, Hong Kong on Friday, 7 June 2024 at 4:30 p.m. to transact the following ordinary businesses:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “**Director(s)**”) and independent auditor of the Company and its subsidiaries for the year ended 31 December 2023;
2. (a) (i) to re-elect Mr. Lau King Wai as an executive Director;
(ii) to re-elect Ms. Leung May Yan as an executive Director;
(b) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Linksfield CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

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

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution below, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any 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, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this Resolution and such 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 next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF THE ANNUAL GENERAL MEETING

5. “THAT:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose 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 to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of Resolution nos. 4 and 5 set out above being passed, the general mandate granted to the Directors pursuant to Resolution no. 4 set out above be and is hereby extended by the addition thereto of the number of Shares representing the aggregate number of Shares repurchased under the authority granted pursuant to Resolution no. 5 set out in the above, provided that such number of shares shall not exceed 10% of the aggregate number of Shares in issued as at the date of passing this Resolution.”

Yours faithfully

On behalf of the Board

K W Nelson Interior Design and Contracting Group Limited

Lau King Wai

Chairman and Chief Executive Officer

Hong Kong, 8 April 2024

Registered office:

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Hutchins Drive
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Grand Cayman
KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Room 1703, 17th Floor
Technology Plaza
651 King's Road
Quarry Bay
Hong Kong

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Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Memorandum and Articles of Association of the Company, to vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney or other authority (if any), under which it is signed or a certified copy thereof, must be lodged, at the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the annual general meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining Member’s entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 3 June 2024.
6. As at the date of this notice, the Board comprises Mr. Lau King Wai, Ms. Leung May Yan and Mr. Wong Siu Hong Edward as the executive Directors, and Mr. Li Wai Kwan, Mr. Hui Harry Chi and Ms. So Patsy Ying Chi as the independent non-executive Directors.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.kwnelson.com.hk and on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.