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香港經濟日報集團有限公司

HONG KONG ECONOMIC TIMES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00423)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Meeting”) of Hong Kong Economic Times Holdings Limited (the “Company”) will be held at 5th Floor, Kodak House II, 321 Java Road, North Point, Hong Kong on Friday, 26 July 2019 at 11:00 a.m. for the following purposes:–

1. To receive and adopt the Audited Financial Statements and the Directors’ Report and Independent Auditor’s Report for the year ended 31 March 2019.
2. To declare a final dividend for the year ended 31 March 2019.
3. To re-elect the following retiring Directors:
 - (a) Mr. Mak Ping Leung (alias: Mr. Mak Wah Cheung) as Executive Director;
 - (b) Mr. Chu Yu Lun as Non-executive Director; and
 - (c) Mr. Lo Foo Cheung as Independent Non-executive Director.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as the Company’s Independent Auditor and authorise the Board of Directors to fix his remuneration.

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

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) Rights Issue (as hereinafter defined);
 - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of Shares or options to subscribe for or rights to acquire Shares of the Company;
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with articles of association of the Company in force from time to time; or

- (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares,

shall not exceed 20% of the aggregate number of the Shares of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

- (aa) “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 of the Company or any applicable laws to be held; and

- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in the general meeting.

- (bb) “Rights Issue” means an offer of Shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for Shares in the share capital of the Company open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares in the Company (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“THAT:

- (a) Subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval given in paragraph (a) of this Resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of the Shares of the Company in issue as at the date of the passing of this Resolution and the said approval 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in the general meeting.”

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

“**THAT** conditional upon the passing of the Resolutions No. 6 and 7 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to Resolution No. 6 above be and is hereby extended by the addition thereto of a number of Shares representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to Resolution No. 7 above provided that such number of Shares so bought back shall not exceed 10% of the aggregate number of Shares of the Company in issue as at the date of the passing of this Resolution.”

On behalf of the Board
Hong Kong Economic Times Holdings Limited
Fung Siu Por, Lawrence
Chairman

Hong Kong, 26 June 2019

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting of the Company. A proxy need not be a member of the Company. A proxy of a member who has appointed more than one proxy may only vote on a poll.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Where there are joint holders of any Shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he or she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting the vote of senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be delivered to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22 (before 11 July 2019) and Level 54 (on or after 11 July 2019), Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. The register of members of the Company will be closed from 22 July 2019 to 26 July 2019 (both days inclusive) and 13 August 2019 to 15 August 2019 (both days inclusive) respectively, during which period no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 (before 11 July 2019) and Level 54 (on or after 11 July 2019), Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 July 2019. In order to qualify for the proposed final dividend, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 (before 11 July 2019) and Level 54 (on or after 11 July 2019), Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 12 August 2019.
6. A circular containing, inter alia, information of the retiring Directors of the Company who are proposed to be re-elected at the Meeting and details of the proposed general mandates to issue and buy back Shares of the Company will be despatched to the members of the Company on 26 June 2019. A form of proxy for the Meeting will be enclosed with this circular. The form of proxy and this circular are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.hketgroup.com and www.etnet.com.hk/etg).
7. As at the date hereof, the Board of Directors comprises: (a) Executive Directors: Mr. Fung Siu Por, Lawrence, Mr. Mak Ping Leung (alias: Mr. Mak Wah Cheung), Mr. Shek Kang Chuen and Ms. See Sau Mei Salome; (b) Non-executive Director: Mr. Chu Yu Lun; and (c) Independent Non-executive Directors: Mr. Chow On Kiu, Professor Leung Gabriel Matthew, Mr. Lo Foo Cheung and Mr. O'Yang Wiley.