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**If you have sold or transferred** all your shares in Oriental Press Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**東方報業集團有限公司**

**ORIENTAL PRESS GROUP LTD**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 18)**

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND ISSUE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

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A letter from the board of directors of Oriental Press Group Limited is set out on pages 3 to 8 of this circular.

A notice convening the annual general meeting of Oriental Press Group Limited to be held at 4th Floor, Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 14 August 2019 at 11:00 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with Oriental Press Group Limited at its registered office at Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at such meeting or any adjourned meeting should you so desire.

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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 held at 4th Floor, Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 14 August 2019 at 11:00 a.m., and any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the mandate to buy back Shares as described in the explanatory statement set out in the Appendix to this circular
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Oriental Press Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Buy-back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the mandate to allot, issue and otherwise deal with additional Shares as set out in the Notice of AGM
“Latest Practicable Date”	5 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice convening the AGM as set out on pages 12 to 15 of this circular

<b>DEFINITIONS</b>
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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



東方報業集團有限公司

ORIENTAL PRESS GROUP LTD

(Incorporated in Hong Kong with limited liability)

(Stock Code: 18)

*Directors:*

- \* Ching-fat MA, *BBS, Chairman*
- \* Ching-choi MA, *Vice Chairman*
- \* Shun-chuen LAM, *Chief Executive Officer*
- ^ Dominic LAI
- # Yau-nam CHAM
- # Ping-wing PAO, *JP*
- # Yat-fai LAM

\* *Executive Director*

^ *Non-executive Director*

# *Independent Non-executive Director*

*Registered office:*

Oriental Press Centre  
23 Dai Cheong Street  
Tai Po Industrial Estate  
Hong Kong

12 July 2019

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND ISSUE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**A. INTRODUCTION**

On 17 June 2019, the Board announced the audited consolidated results of the Group for the year ended 31 March 2019. The 2019 annual report of the Company was dispatched on the date of this circular. The AGM will be held at 4th Floor, Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 14 August 2019 at 11:00 a.m.

The ordinary business to be transacted at the AGM includes receiving and considering the audited financial statements, the directors' reports and the independent auditor's report of the Company for the year ended 31 March 2019, declaring a final dividend, re-electing the retiring Directors, fixing the remuneration of the Directors, re-appointing HLM CPA Limited as the auditor of the Company and authorising the Board of Directors to fix its remuneration.

## LETTER FROM THE BOARD

Further, at the conclusion of the AGM, the general mandates to buy back and issue Shares granted at the annual general meeting of the Company held on 15 August 2018 will expire. The Board intends to seek the approval of the Shareholders to grant the fresh General Mandates at the AGM. Pursuant to the Listing Rules and the Companies Ordinance, the Company is required to send an explanatory statement and a memorandum to the Shareholders to provide them with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate and such explanatory statement is set out in the Appendix to this circular.

This circular also gives you details of the retiring Directors who have offered themselves for re-election at the AGM and the Notice of AGM.

### **B. BUY-BACK MANDATE**

Your attention is drawn to ordinary resolution numbered 5 set out in the Notice of AGM. Such resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back at any time during the Relevant Period (as defined in ordinary resolution numbered 5 set out in the Notice of AGM) Shares representing up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing such resolution.

An explanatory statement, as required under the Listing Rules and the Companies Ordinance, to provide the requisite information regarding the Buy-back Mandate is set out in the Appendix hereto.

### **C. ISSUE MANDATE**

At the AGM, an ordinary resolution (ordinary resolution numbered 6 set out in the Notice of AGM) will also be proposed that the Directors be given a general and unconditional mandate to allot, issue and otherwise deal with during the Relevant Period (as defined in ordinary resolution numbered 6 set out in the Notice of AGM) additional Shares representing up to 20% of the aggregate number of the issued Shares as at the date of passing such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 2,397,917,898 Shares. Assuming that no Shares are issued or bought back by the Company prior to the date of the AGM, such 20% will represent 479,583,579 Shares. In addition, an ordinary resolution (ordinary resolution numbered 7 set out in the Notice of AGM) will be proposed to extend such general mandate to issue Shares by adding to it the aggregate number of Shares bought back by the Company under the Buy-back Mandate, if granted.

## LETTER FROM THE BOARD

### D. RE-ELECTION OF DIRECTORS

At the AGM, Mr. Ching-fat MA, Mr. Ping-wing PAO and Mr. Yat-fai LAM will retire from office by rotation in accordance with Article 103 of the Articles. They all offer themselves for re-election at the AGM. Brief biographical and other details of the Directors offering themselves for re-election are set out below:

#### (a) Mr. Ching-fat MA, *BBS*

Mr. MA, aged 59, was appointed as an executive Director and the Chairman of the Board on 17 May 2005. Mr. MA is the chairman of the Executive Committee and Corporate Social Responsibility Committee of the Board. Mr. MA graduated from the Department of Journalism, Chu Hai College and joined the Group in 1985. In December 1991, Mr. MA was appointed as an executive Director and later appointed as the Chairman of the Board on 1 July 1996. Mr. MA resigned as the Chairman of the Board on 24 June 1999, but continued to remain in office as an executive Director. On the same day, Mr. MA was appointed as the President of the Company. On 4 October 1999, Mr. MA resigned from the positions of executive Director and President for personal reasons. During the period from 20 November 2004 to 17 May 2005, Mr. MA was the President of the Company. Save as disclosed above, Mr. MA did not hold any directorship in any other listed public company in the past three years.

As at the Latest Practicable Date, Mr. MA is the founder of Marsun Trust, and Marsun Group Limited, as the trustee of Marsun Trust, indirectly holds 57.3% interest in Magicway Investment Limited and the entire issued share capital of Ever Holdings Limited. Magicway Investment Limited and Ever Holdings Limited in turn hold 1,222,941,284 Shares and 329,710,000 Shares respectively. Mr. MA, as the founder of Marsun Trust, is deemed to be interested in the same parcel of Shares comprised in the trust assets of Marsun Trust under the SFO. Mr. MA also holds the entire issued share capital of Perfect Deal Trading Limited, which in turn holds 149,870,000 Shares. Mr. MA is deemed to be interested in the same parcel of Shares held by Perfect Deal Trading Limited under the SFO. Mr. MA is the elder brother of Mr. Ching-choi MA, Vice Chairman of the Board, and nephew of Mr. Shun-chuen LAM, Chief Executive Officer of the Company. Save as disclosed above, Mr. MA does not have any relationship with other Directors, senior management or substantial or controlling Shareholder(s) and did not have any other interest in the Shares within the meaning of Part XV of the SFO.

There is a letter of appointment entered into by Mr. MA with the Company and his term of office is subject to retirement by rotation and re-election in accordance with the Articles. Mr. MA is entitled to an annual salary package (excluding any discretionary bonus which is not determined currently) of approximately HK\$18,000,000 which is determined with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions.

## LETTER FROM THE BOARD

### **(b) Mr. Ping-wing PAO, JP**

Mr. PAO, aged 71, has been a Director since July 1987 and is currently an independent non-executive Director, a member of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Social Responsibility Committee of the Board. He is also an independent non-executive director of Zhuzhou CRRC Times Electric Co., Ltd., Capital Environment Holdings Limited, Maoye International Holdings Limited, Soundwill Holdings Limited and Sing Lee Software (Group) Limited, all of which are public companies listed on the Stock Exchange. Besides, Mr. PAO resigned as an independent non-executive director of Tonking New Energy Group Holdings Limited, a public company listed on the Stock Exchange, with effect from 13 March 2017. Mr. PAO was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. PAO holds a Master of Science degree in human settlements planning & development. Save as disclosed above, Mr. PAO did not hold any directorship in any other listed public company in the past three years and does not have any relationship with other Directors, senior management or substantial or controlling Shareholder(s). As at the Latest Practicable Date, Mr. PAO did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is a letter of appointment entered into by Mr. PAO with the Company and his term of office is subject to retirement by rotation and re-election in accordance with the Articles. Mr. PAO is entitled to an annual fee of approximately HK\$140,000 which is determined by reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions.

Mr. PAO has been serving the Board for more than nine years. Mr. PAO has provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Taking into consideration that Mr. PAO has not involved in any executive management of the Group in the past years and has brought independent elements and different perspectives to the Board in the past years, the Board is fully satisfied that Mr. PAO meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent and to make valuable contribution to the Company by providing his balanced and objective views to the Board. Therefore, the Board comes to the view that Mr. PAO should be re-elected for a further term at the AGM so that he will continue to bring to the Board his valuable experience and knowledge.



## LETTER FROM THE BOARD

### (c) Mr. Yat-fai LAM

Mr. LAM, aged 53, has been an independent non-executive Director since September 2004. He is the Chairman of the Audit Committee, Remuneration Committee, Nomination Committee and a member of the Investment Committee of the Board. Mr. LAM is also an independent non-executive director of Tianda Pharmaceuticals Limited, a public company listed on the Stock Exchange. Mr. LAM is a Certified Public Accountant (Practising). He is a fellow member of the Hong Kong Institute of Certified Public Accountants and of the Association of Chartered Certified Accountants. He worked with Kwan Wong Tan & Fong and Deloitte Touche Tohmatsu for over 10 years and has accumulated rich experience in auditing, taxation, corporate finance and accounting over the years. Save as disclosed above, Mr. LAM did not hold any directorship in any other listed public company in the past three years and does not have any relationship with other Directors, senior management or substantial or controlling Shareholder(s). As at the Latest Practicable Date, Mr. LAM did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is a letter of appointment entered into by Mr. LAM with the Company and his term of office is subject to retirement by rotation and re-election in accordance with the Articles. Mr. LAM is entitled to an annual fee of approximately HK\$160,000 which is determined by reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions.

Mr. LAM has been serving the Board for more than nine years. Mr. LAM has provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. LAM has not engaged in any executive management of the Group in the past years. He has always brought his expertise and knowledge in the field of accounting and financial reporting to the supervision of the Group's financial reporting and provided independently his balanced and objective views to the Board. The Board considers Mr. LAM to be independent under Rule 3.13 of the Listing Rules, therefore, believes that Mr. LAM should be re-elected for a further term at the AGM since his continuous appointment is of value to the Company.

The Board confirms that, save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders regarding the re-election of the above Directors or any other information that needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

## LETTER FROM THE BOARD

### **E. ANNUAL GENERAL MEETING**

Set out on pages 12 to 15 of this circular is the Notice of AGM. A form of proxy is enclosed for use at the AGM. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company at its registered office at Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at such meeting or any adjourned meeting should you so desire.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders shall be taken by poll at the AGM 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.

An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of the AGM.

### **F. RECOMMENDATION**

The Board believes that the proposals described in this circular in relation to the granting of the General Mandates, and re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### **G. ADDITIONAL INFORMATION**

Your attention is drawn to the additional information contained in the Appendix to this circular.

### **H. MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

Yours faithfully,  
for and on behalf of the Board  
**Ching-fat MA**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide Shareholders with all the relevant information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate and constitutes the memorandum required under Section 239 of the Companies Ordinance.

### **1. REASONS FOR BUY-BACKS**

The Directors believe that the Buy-back Mandate affords the Company the flexibility and ability in pursuing the best interests of the Company and the Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. It will then be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

### **2. FUNDING OF BUY-BACKS**

Buy-backs would be funded entirely from the funds legally available for the purpose and in accordance with the Companies Ordinance and the Articles. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of a company and/or the proceeds of a new issue of shares made for the purpose of the buy-back.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 March 2019 in the event that the Buyback Mandate was to be exercised in full at any time during the proposed buy-backs period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. UNDERTAKING**

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 buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Companies Ordinance and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

**4. SHARE CAPITAL**

On the basis of 2,397,917,898 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolution approving the Buy-back Mandate is passed at the AGM and (ii) no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 239,791,789 Shares during the Relevant Period (as defined in ordinary resolution numbered 5 set out in the Notice of AGM).

**5. TAKEOVERS CODE**

If, on the exercise of the powers to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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, for the purpose of Part XV of the SFO, Mr. Ching-fat MA was deemed to have interests in a total of 1,702,521,284 Shares representing approximately 71% of the issued Shares, which were (i) indirectly held as to 1,552,651,284 Shares by Marsun Group Limited, as trustee of Marsun Trust; and (ii) indirectly held as to 149,870,000 Shares by Perfect Deal Trading Limited. Mr. Ching-fat MA is the founder of Marsun Trust and holds the entire issued share capital of Perfect Deal Trading Limited. Apart from the aforesaid, as at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Ching-choi MA was deemed to have interest in 95,916,000 Shares, representing approximately 4% of the issued Shares, which were indirectly held by Prosper Time Trading Limited, a company wholly-owned by Mr. Ching-choi MA. Exercise in full of the Buy-back Mandate would result in an increase in (i) the interest of Mr. Ching-fat MA from approximately 71% to approximately 78.89%; (ii) the interest of Mr. Ching-choi MA, from approximately 4% to approximately 4.4%; and (iii) the aggregate interest of Mr. Ching-fat MA and Mr. Ching-choi MA (who are presumed to be parties acting in concert under the Takeovers Code) from approximately 75% to approximately 83.33%. Such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and the Directors do not propose to exercise the Buy-back Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

**6. SHARE PRICES**

The highest and lowest traded prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months preceding the Latest Practicable Date were as follows:

	<b>Highest Traded Price</b> <i>HK\$</i>	<b>Lowest Traded Price</b> <i>HK\$</i>
<b>2018</b>		
July	0.98	0.90
August	0.96	0.88
September	0.90	0.85
October	0.89	0.83
November	0.93	0.80
December	0.84	0.80
<b>2019</b>		
January	0.83	0.81
February	0.85	0.80
March	0.85	0.81
April	0.85	0.81
May	0.83	0.77
June	0.83	0.77
July (up to the Latest Practicable Date)	0.80	0.78

**7. SHARE BUY-BACKS MADE BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six (6) months preceding the Latest Practicable Date.

## NOTICE OF AGM



**東方報業集團有限公司**

**ORIENTAL PRESS GROUP LTD**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 18)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Oriental Press Group Limited (the “Company”) will be held at 4th Floor, Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 14 August 2019 at 11:00 a.m. for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2019.
2. To declare a final dividend.
3. To re-elect directors of the Company (the “Director(s)”) and to authorize the board of Directors (the “Board”) to fix their remuneration.
4. To re-appoint HLM CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass, with or without modifications, each of the following resolutions as an ordinary resolution:

### **ORDINARY RESOLUTIONS**

5. **“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 shares of the Company (the “Share(s)”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

## NOTICE OF AGM

- (b) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), 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 Shares and to make or 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) of this resolution 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 (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 aggregate number of Shares allotted 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) of this resolution otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into Shares; (iii) the exercise of options granted under any share option scheme or any similar arrangement for the time being adopted for the grant or issue to eligible persons prescribed thereunder of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in

## NOTICE OF AGM

accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

(d) 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means an offer of shares or issue of options, warrants or other convertible securities giving the right to subscribe for the Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other 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 in all cases 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 outside Hong Kong).”

7. “**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company pursuant to ordinary resolution numbered 6 (a) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 5 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

By order of the board of  
**Oriental Press Group Limited**  
**Yu-shan TANG**  
*Company Secretary*

Hong Kong, 12 July 2019



## NOTICE OF AGM

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any 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 the Company's registered office, Oriental Press Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong not less than 48 hours before the time fixed for holding the meeting or the adjourned meeting.
3. The register of members of the Company will be closed from 8 August 2019 to 14 August 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the annual general meeting, all transfers accompanied by the relevant Share certificates must be deposited at the Company's Share registrar, Tricor Friendly Limited, of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 7 August 2019.
4. Subject to Shareholders' approval at the annual general meeting, the proposed final dividend will be distributed to Shareholders whose names appear on the register of members of the Company on 20 August 2019. The register of members of the Company will be closed on 20 August 2019. In order to qualify for payment of the recommended final dividend, all transfers accompanied with the relevant Share certificates must be deposited at the Company's Share registrar, Tricor Friendly Limited, of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 19 August 2019.
5. An explanatory statement regarding the general mandate for the buy-back of the Shares sought in resolution no. 5 is set out in the Appendix to the circular of the Company dated 12 July 2019 of which this notice forms part.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time from 9:00 a.m. to 11:00 a.m. on the date of the Annual General Meeting, the meeting will be automatically postponed to 15 August 2019 at the same time and same place. Shareholders may call the hotline at 3600 0000 for enquiry.