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

If you have sold or transferred all your shares in **Hang Sang (Siu Po) International Holding Company Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, or other 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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HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong, on Friday, 29 November 2019 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for use at the annual general meeting or any adjournment thereof is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy 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 2019

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Accompanying: Form of proxy for the AGM

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 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong on Friday, 29 November 2019 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“A W Printing”	A W Printing & Packaging Limited, a company incorporated in Hong Kong with limited liability on 29 November 1994 and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Hang Sang (Siu Po) International Holding Company Limited, a company incorporated as an exempted company with limited liability in the Cayman Islands, whose Shares are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general and unconditional mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hang Sang (Siu Po)”	Hang Sang (Siu Po) Press Company Limited (恆生(兆保)印務有限公司), a company incorporated in Hong Kong with limited liability on 12 November 1999
“Hang Sang (Siu Po) Holding”	Hang Sang (Siu Po) Holding Limited, a company incorporated in the British Virgin Islands with limited liability on 8 October 2015 and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	15 October 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
“Mr. Alex Fung”	Mr. Fung Kar Chue Alexander (馮家柱), an executive Director and the vice president of the Company, the son of Mr. Samson Fung and a nephew of Mr. David Fung
“Mr. David Fung”	Mr. Fung Man Kam (馮文錦), one of the Controlling Shareholders, an executive Director, and the senior vice president of the Company, the younger brother of Mr. Samson Fung and an uncle of Mr. Alex Fung
“Mr. Samson Fung”	Mr. Fung Man Wai Samson (馮文偉), one of the Controlling Shareholders, an executive Director, the chairman and the chief executive officer of the Company, the elder brother of Mr. David Fung and the father of Mr. Alex Fung
“Notice”	the notice convening the AGM as set out on pages 13 to 17 of this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase 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 of the ordinary resolution granting such 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
“Subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

Executive Directors:

Mr. FUNG Man Wai Samson

(Chairman and Chief Executive Officer)

Mr. FUNG Man Kam *(Senior Vice President)*

Mr. FUNG Kar Chue Alexander *(Vice President)*

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Dr. LOKE Yu

Ms. FUNG Po Yee

Ms. SUNG Ting Yee

*Head office and principal place of
business in Hong Kong:*

Block C, 5/F.,

Gee Hing Chang Industrial Building

No. 16 Cheung Yue Street

Cheung Sha Wan

Kowloon

Hong Kong

23 October 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 30 November 2018, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM, including the grant of the General Mandates and the re-election of the retiring Directors.

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 184,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 36,800,000 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to, amongst others, article of 84 of the Articles, Mr. Fung Man Kam and Mr. Fung Kar Chue Alexander will retire as Directors and, being eligible, offer themselves for re-election at the AGM. The biographical details of the abovenamed Directors are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

5. AGM

A notice convening the AGM is set out on pages 13 to 17 of this circular.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong soon as possible and in any event not less than 48 hours before the time appointed for holding 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 adjournment thereof should you so wish. In the event that you attend the AGM after having lodged the form of proxy, your form of proxy will be deemed to have been revoked.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to article 66 of the Articles. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

7. 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.

8. RECOMMENDATION

The Board considers that the granting of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

LETTER FROM THE BOARD

9. ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Fung Man Wai Samson
Chairman, Chief Executive Officer and Executive Director

The Appendix is an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate and should be read in conjunction with the Letter from the Board on pages 4 to 7 of this Circular.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 184,000,000 Shares.

Subject to the passing of the ordinary resolution to approve Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 18,400,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own shares 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. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from those funds of the Company which are legally permitted to be utilised in this connection.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 30 June 2019 in the event that the repurchase(s) of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARES REPURCHASES MADE BY THE COMPANY

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

5. SHARE PRICES

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

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
October	1.40	0.93
November	1.30	0.98
December	1.18	1.05
2019		
January	1.07	0.84
February	1.38	1.02
March	1.40	1.14
April	1.32	1.12
May	1.15	0.95
June	1.09	0.97
July	1.09	0.95
August	0.97	0.80
September	0.90	0.72
October (up to the Latest Practicable Date)	0.90	0.78

6. UNDERTAKING AND DISCLOSURE OF INTERESTS

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 Listing Rules, the Articles, and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company and no such person has undertaken not to do so in the event that the Repurchase Mandate is granted by the Shareholders.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of any repurchase(s) of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code, and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholder(s) were interested in 5% or more of the Company's issued share capital:

Name of Shareholder	Number of Shares held as at the Latest Practicable Date	Percentage of holding as at the Latest Practicable Date	Percentage of holding if the Repurchase Mandate is exercised in full
HSSP Limited ("HSSPL") (Notes 1 & 2)	138,000,000	75.00%	83.33%

Notes:

- (1) HSSPL is the Controlling Shareholder of the Company.
- (2) HSSPL was held as to 62% by Mr. Fung Man Wai Samson and as to 38% by Mr. Fung Man Kam as at the Latest Practicable Date. Therefore, Mr. Fung Man Wai Samson and Mr. Fung Man Kam are deemed to be interested in the 138,000,000 Shares held by HSSPL under the Securities and Futures Ordinance.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate.

The Directors have no present intention of exercising the Repurchase Mandate. The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

The biographical details of the Directors (as required by the Listing Rules) eligible for re-election at the AGM are set out below:

Mr. Fung Man Kam (馮文錦)

Mr. David Fung, aged 52, is one of the Controlling Shareholders, and our senior vice president and executive Director. Mr David Fung joined the Group on 20 December 1997 and is a co-founder of our Group. Mr David Fung is a director of each of subsidiaries of the Group.

Mr. David Fung was appointed as our Director on 8 October 2015 and designated as our senior vice president and executive Director on 1 December 2015. He graduated from York University, Toronto, Canada with a bachelor of arts in mathematics for commerce in November 1990. Mr. David Fung has had approximately 2 years of experience in the printing industry when he assisted his family's printing business before joining our Group, and has had more than 18 years of experience in the apparel label and packaging printing industry. In December 1997, Mr. David Fung and Mr. Samson Fung acquired A W Printing which specialized in the trading of apparel labels and packaging printing products. Subsequently, in November 1999, Mr. David Fung and Mr. Samson Fung established Hang Sang (Siu Po) which focused on the manufacturing and sale of apparel labels and packaging printing products. Mr. David Fung is a director of Hang Sang (Siu Po) Holding, A W Printing and Hang Sang (Siu Po). Mr. David Fung is the younger brother of Mr. Samson Fung and an uncle of Mr. Alex Fung.

As at the Latest Practicable Date, Mr. David Fung was interested in 138,000,000 Shares held through HSSP Limited, a company owned as 62% and 38% by Mr. Samson Fung and Mr. David Fung, respectively which pursuant to the deed to be interested in the Shares held by HSSP Limited by virtue of Mr. Samson Fung and Mr. David Fung being entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of HSSP Limited. Save as aforesaid, Mr. David Fung did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. David Fung did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. David Fung entered into a service contract with the Company on 30 November 2018 for a term of three years commencing from 1 December 2018. Mr. David Fung is subject to retirement by rotation and re-election in accordance with the Articles. Mr. David Fung is entitled to an annual remuneration of HK\$2,100,000 and bonus which is determined by the Board with reference to the recommendation of the Remuneration Committee by taking into account his duties and responsibilities within the Group.

Save as disclosed above, there is no information relating to Mr. David Fung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

Mr Fung Kar Chue Alexander (馮家柱)

Mr. Alex Fung, aged 33, is our vice president and executive Director. Mr. Alex Fung joined the Group on 24 August 2015. Mr. Alex Fung is a director of certain subsidiaries of the Group.

Mr. Alex Fung was appointed as our Director on 8 October 2015 and designated as our vice president and executive Director on 1 December 2015. Mr. Alex Fung obtained a master's degree in business, entrepreneurship and technology at the University of Waterloo, Ontario, Canada in October 2010. He worked at The Hongkong and Shanghai Banking Corporation Limited between February 2012 and February 2014, with his last position being an associate portfolio manager. He was confirmed employment by J.P. Morgan Chase Bank, N.A. under private banking analyst program in February 2014. His employment with J.P. Morgan Chase Bank, N.A. was between March 2014 and August 2015 before joining our Company. Mr. Alex Fung is a director of Hang Sang (Siu Po) Holding. Mr. Alex Fung is the son of Mr. Samson Fung and a nephew of Mr. David Fung.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Alex did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Alex Fung entered into a service contract with the Company on 30 November 2018 for a term of three years commencing from 1 December 2018. Mr. Alex Fung is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Alex Fung is entitled to an annual remuneration of HK\$1,140,000 and bonus which is determined by the Board with reference to the recommendation of the Remuneration Committee by taking into account his duties and responsibilities within the Group.

Save as disclosed above, there is no information relating to Mr. Alex Fung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HANG SANG (SIU PO) INTERNATIONAL HOLDING COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3626)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Hang Sang (Siu Po) International Holding Company Limited (the “Company”) will be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong on Friday, 29 November 2019 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 30 June 2019;
2. To declare a final dividend;
3. (a) To re-elect Mr. Fung Man Kam (馮文錦) as an executive Director of the Company; and
(b) To re-elect Mr. Fung Kar Chue Alexander (馮家柱) as an executive Director of the Company;
4. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
5. To re-appoint Grant Thornton Hong Kong Limited as Auditor and to authorise the Board to fix their remuneration;
6. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the share capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such

NOTICE OF ANNUAL GENERAL MEETING

convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, debentures 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 be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (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 accordance with with the articles of association of the Company (“Articles”); and
 - (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;

NOTICE OF ANNUAL GENERAL MEETING

(e) 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 or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(f) “Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of such Shares (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 relevant jurisdiction, any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

7. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares, which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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 Articles or any applicable laws of Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 6 and No. 7 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 6 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 7 as set out in the notice convening this meeting, provided that such amount so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said Resolution.”

Yours faithfully,

For and on behalf of the Board

Fung Man Wai Samson

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 23 October 2019

NOTICE OF ANNUAL GENERAL MEETING

*Head office and principal place of
business in Hong Kong:*
Block C, 5/F., Gee Hing Chang Industrial Building
No. 16 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the AGM convened by this Notice of AGM is entitled to appoint one or more proxies (if the Shareholder holds two or more Shares) to attend and vote instead of him/her at the AGM. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent you.
2. 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 notarially certified copy thereof must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
3. In the case of joint holders of any Share(s), any one of such persons may vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM, the form of proxy will be deemed to have been revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Tuesday, 26 November 2019 to Friday, 29 November 2019, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Friday, 29 November 2019.
6. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 25 November 2019.
7. An explanatory statement containing further details regarding Resolution 7 above is set out in Appendix I to the circular of which this Notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hangsangpress.com).