
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 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 eprint Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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eprint GROUP LIMITED eprint 集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1884)

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

A notice convening the annual general meeting (the “AGM”) of eprint Group Limited (the “Company”) to be held at Units A & B, 4/F, Phase 3, Kwun Tong Industrial Centre, 448-458 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, 14 August 2020 at 10:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

In compliance with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement the following precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening;
- wearing of surgical face masks;
- no distribution of corporate gift or refreshment;
- mandatory health declaration – anyone subject to the Hong Kong Government’s prescribed quarantine or who has travelled overseas within 14 days immediately before the date of the AGM will be denied entry into the AGM venue; and
- appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person. Shareholders are advised to read page (ii) of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

16 July 2020

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PRECAUTIONARY MEASURES FOR THE AGM

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health ("CHP") on the prevention of COVID-19, the Company will implement precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the "Stakeholders") which include without limitation:

- (1) Every attendee **will be required to wear a surgical face mask** throughout the AGM and inside the AGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry to the AGM venue or be required to promptly leave the AGM venue.
- (3) **No refreshment will be served, and there will be no corporate gift.**
- (4) Attendees may be asked (i) if he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; AND (ii) if he/she is subject to any Hong Kong Government prescribed quarantine requirement. Any person who responds positively to any of these questions will be denied entry into the AGM venue.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the AGM venue in line with the guidance from the Hong Kong Government will be made.
- (7) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the AGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.**
- (8) **Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- (9) Health education materials and up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquires, 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.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Units A & B, 4/F, Phase 3, Kwun Tong Industrial Centre, 448-458 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, 14 August 2020 at 10:00 a.m. and any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate”	has the meaning as defined under the Listing Rules
“Company”	eprint Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“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 in the capital of the Company of up to 20 per cent. of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	10 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“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



eprint GROUP LIMITED **eprint 集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1884)

Executive Directors:

Mr. She Siu Kee, William (*Chairman and
Chief Executive Officer*)

Mr. Chong Cheuk Ki

Non-executive Directors:

Mr. Leung Wai Ming

Mr. Cai Qiang

Independent Non-executive Directors:

Mr. Poon Chun Wai

Mr. Fu Chung

Mr. Ma Siu Kit

Registered Office:

4th Floor, Harbour Place
103 South Church Street
George Town, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Flat A3, 1/F., Phase 3
Kwun Tong Industrial Centre
448-458 Kwun Tong Road
Kwun Tong, Kowloon
Hong Kong

16 July 2020

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM including, among other matters, (i) the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolutions for re-electing Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution.

Another ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by Cayman Islands law or its Articles to hold its next annual general meeting; or (c) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, the number of issued Shares was 550,000,000 Shares, assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 110,000,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. She Siu Kee, William, Mr. Chong Cheuk Ki, Mr. Leung Wai Ming, Mr. Cai Qiang, Mr. Poon Chun Wai, Mr. Fu Chung and Mr. Ma Siu Kit.

Pursuant to article 108(a) of the Articles, Mr. Leung Wai Ming, Mr. Poon Chun Wai and Mr. Fu Chung shall retire by rotation at the AGM, being eligible, offer themselves for re-election at the AGM.

Pursuant to article 112 of the Articles, Mr. Cai Qiang was appointed on 16 August 2019 and he is subject to re-election at the AGM and, being eligible, offers himself for re-election.

LETTER FROM THE BOARD

Details of each of the retiring Directors proposed to be re-elected at the AGM, are set out in Appendix II to this circular.

The Nomination Committee of the Company (the “Nomination Committee”) has reviewed the biographical information of the retiring Directors, and considered that the re-election of Mr. Poon Chun Wai and Mr. Fu Chung as independent non-executive Directors would be in the best interests of the Company and Shareholders as a whole by taking into accounts that (i) Mr. Poon Chun Wai has over 31 years of experience in the printing industry and has served several large-scale companies in printing solutions industry; and (ii) Mr. Fu Chung has over 26 years of experience in the printing industry and was an executive committee member of the Chamber of Commerce for The Hong Kong Printers Association from 2009 to 2016. Their working profile, other experience and factors are set out in Appendix II to this circular. Their depth of knowledge and experience can support their role and they actively participated in the Company’s Board meetings and Board committee meetings, and made valuable contributions to the Group.

The Nomination Committee is satisfied that each of Mr. Poon Chun Wai and Mr. Fu Chung has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

The Nomination Committee has also assessed the independence of each of Mr. Poon Chun Wai and Mr. Fu Chung based on reviewing their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that each of them remains independent.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to, among others, the proposals for Issue Mandate and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, 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 of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the 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. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 10 August 2020 to Friday, 14 August 2020, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 August 2020.

RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board of
eprint GROUP LIMITED
She Siu Kee, William
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 550,000,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 55,000,000 Shares, representing 10% of the number of issued Shares as at the date of AGM.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles or the laws of Cayman Islands and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

5. GENERAL

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 financial statements of the Company for the year ended 31 March 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Share prices	
	Highest HK\$	Lowest HK\$
2019		
July	0.385	0.315
August	0.370	0.255
September	0.390	0.310
October	0.370	0.290
November	0.345	0.280
December	0.300	0.275
2020		
January	0.350	0.280
February	0.350	0.305
March	0.385	0.250
April	0.325	0.255
May	0.295	0.250
June	0.280	0.207
July (up to and including the Latest Practicable Date)	0.260	0.225

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

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

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 for the purposes of Rule 32 of the Takeovers Code.

As a result, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to or can be ascertained after reasonable enquiry by Directors, the controlling Shareholders were:

Name of shareholders	Number of Shares held	Approximately % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
eprint Limited	313,125,000	56.93%	63.26%
Mr. She Siu Kee William (<i>Note</i>)	314,709,000	57.22%	63.58%
Mr. Chong Cheuk Ki (<i>Note</i>)	313,837,000	57.06%	63.40%
Mr. Lam Shing Kai (<i>Note</i>)	313,125,000	56.93%	63.26%
Mr. Leung Wai Ming (<i>Note</i>)	313,125,000	56.93%	63.26%
Mr. Leung Yat Pang (<i>Note</i>)	313,125,000	56.93%	63.26%

Note:

313,125,000 Shares are held by eprint Limited. eprint Limited is held as to 21.62%, 21.62%, 21.62%, 21.62% and 13.52% by Mr. She Siu Kee William ("Mr. She"), Mr. Chong Cheuk Ki ("Mr. Chong"), Mr. Lam Shing Kai ("Mr. Lam"), Mr. Leung Wai Ming ("Mr. Leung WM") and Mr. Leung Yat Pang ("Mr. YP Leung") (collectively, the "Concerted Shareholders") respectively. Pursuant to a deed of confirmation entered into, among others, Mr. She, Mr. Lam, Mr. Leung WM, Mr. Leung YP and Mr. Chong on 2 July 2013 confirming the existence of their acting in concert arrangement to jointly control their respective interest in the Company held through eprint Limited. Accordingly, eprint Limited shall be accustomed to act in accordance with joint instructions of the Concerted Shareholders. Hence, each of the Concerted Shareholders is deemed to be interested in all the Shares held by eprint Limited by virtue of the SFO.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate result in the amount of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following set out the details of the retiring Directors, who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

NON-EXECUTIVE DIRECTORS

Mr. Leung Wai Ming (梁衛明)(“**Mr. WM Leung**”), aged 48, is a non-executive Director. He joined the Group in 2008. Mr. WM Leung has over 11 years of experience in the marketing field.

Mr. WM Leung has signed a letter of appointment issued by the Company on 13 November 2016 for a term of three years commencing from 13 November 2016. He has signed a renewed letter of appointment on 24 June 2020 for a further term of three years commencing with retrospective from 13 November 2019. Mr. WM Leung is subject to retirement by rotation and re-election in accordance with the Articles. Mr. WM Leung is entitled to an annual remuneration of HK\$420,000 which was determined by the Board with reference to the recommendation of the remuneration committee of the Company (the “Remuneration Committee”) by taking into account the prevailing market conditions.

As at the Latest Practicable Date, Mr. WM Leung is interested in 313,125,000 Shares held through eprint Limited, a company owned as to 21.62%, 21.62%, 21.62%, 21.62% and 13.52% by Mr. She Siu Kee William, Mr. Chong Cheuk Ki, Mr. Lam Shing Kai, Mr. WM Leung and Mr. Leung Yat Pang respectively which pursuant to the deed of confirmation dated 2 July 2013 and entered into by them confirming the existence of their acting in concert arrangement, each of them is deemed to be interested in the Shares held by eprint Limited. Save as aforesaid, Mr. WM Leung does not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. WM Leung does not hold any other position within the Group and does not hold any directorship in any other listed company in Hong Kong or overseas in the last three years nor does he has any relationship with any of the Directors, senior management, or substantial or controlling Shareholders (as defined under the Listing Rules).

Mr. Cai Qiang (蔡强)(“**Mr. Cai**”), aged 39, was appointed as a non-executive Director on 16 August 2019. He holds a master’s degree in law from Hainan University and a Chinese lawyer qualification, and passes the Chinese sponsor representative exam. Mr. Cai has worked in the investment banking department of Hualin Securities Co., Ltd.. He is currently the general manager of the investment business department of Shantou Dongfeng Printing Co., Ltd. (stock code: 601515), an A Share company listed on the main board of the Shanghai Stock Exchange and a substantial Shareholder (as defined in the Listing Rules).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Cai has signed a letter of appointment issued by the Company on 16 August 2019 for a term of three years commencing from 16 August 2019 unless terminated by not less than three months' notice in writing served by either party on the other. He will be subject to re-election at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. He is not entitled to any director's fee.

Save as disclosed above, Mr. Cai does not hold any other position within the Group and does not hold any directorship in any other listed company in Hong Kong or overseas in the last three years. He does have any relationship with any other Directors, senior management of the Company, or substantial or controlling Shareholders (as defined in the Listing Rules). He does not have any interests in Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Poon Chun Wai (潘振威) (“Mr. Poon”), aged 62, was appointed as an independent non-executive Director on 15 August 2016. He is also the chairman of the Remuneration Committee and a member of each of the audit committee (the “Audit Committee”) and the nomination committee (the “Nomination Committee”) of the Company. Mr. Poon has over 31 years of experience in printing. He has served several large-scale companies in printing solutions industry.

Mr. Poon has signed a letter of appointment issued by the Company on 15 August 2019 for a term of three years commencing from 15 August 2019. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. Mr. Poon is entitled to a director's fee of HK\$180,000 per annum, which is determined by the Board with reference to the recommendation from the Remuneration Committee, the duties and responsibilities of Mr. Poon and the prevailing market conditions.

Mr. Poon does not hold any other position within the Group and does not hold any directorship in any other listed company in Hong Kong or overseas in the last three years nor does he has any relationship with any of the Directors, senior management, or substantial or controlling Shareholders (as defined under the Listing Rules). He does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Fu Chung (傅忠) (“Mr. Fu”), aged 51, was appointed as an independent non-executive Director on 8 March 2017. He is also the chairman of the Nomination Committee and a member of each of the Audit committee and the Remuneration Committee. Mr. Fu has over 26 years of experience in the printing industry. He was an executive committee member of the Chamber of Commerce for The Hong Kong Printers Association from 2009 to 2016. Mr. Fu was a sales manager of Kodak (China) Limited from 2000 to 2003, and in which he was also a sales director from 2003 to 2016.

Mr. Fu has signed a letter of appointment issued by the Company on 8 March 2017 for a term of three years commencing from 8 March 2017. He has signed a renewed letter of appointment on 24 June 2020 for a further term of three years commencing from 8 March 2020. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. Mr. Fu is entitled to a director’s fee of HK\$180,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee, the duties and responsibilities of Mr. Fu and the prevailing market conditions.

Mr. Fu does not hold any other position within the Group and does not hold any directorship in any other listed company in Hong Kong or overseas in the last three years nor does he has any relationship with any of the Directors, senior management, or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, neither is there any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



eprint GROUP LIMITED **eprint 集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1884)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of eprint Group Limited (the “Company”) will be held at Units A & B, 4/F, Phase 3, Kwun Tong Industrial Centre, 448-458 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, 14 August 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and auditor of the Company and its subsidiaries for the year ended 31 March 2020.
2.
 - (a) To re-elect Mr. Leung Wai Ming as Director.
 - (b) To re-elect Mr. Poon Chun Wai as Director.
 - (c) To re-elect Mr. Fu Chung as Director.
 - (d) To re-elect Mr. Cai Qiang as Director.
 - (e) To authorise the Directors to fix their remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.
4. **“THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures 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) and issued by the directors of the Company 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 the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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 (the “Articles”); shall not exceed 20% of the aggregate number of issued Shares 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, “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 law of Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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5. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised 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 recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of issued Shares 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 or any applicable law of Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such number shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the resolution.”

By Order of the Board
eprint Group Limited
She Siu Kee, William
Chairman

Hong Kong, 16 July 2020

Notes:

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 10 August 2020 to Friday, 14 August 2020, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 August 2020.
2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his stead in accordance with the Articles. A proxy need not be a member of the Company but must be present in person to represent the member.
3. A form of proxy for use at the meeting is enclosed.
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 certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. With respect to resolution no. 2 of this notice, Mr. Leung Wai Ming, Mr. Poon Chun Wai and Mr. Fu Chung will retire and, being eligible, offer themselves for re-election at the meeting pursuant to article 108(a) of the Articles and Mr. Cai Qiang will retire and, being eligible, offers himself for re-election at the meeting pursuant to article 112 of the Articles. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 16 July 2020.

NOTICE OF ANNUAL GENERAL MEETING

6. As at the date of this notice, the Board comprises two executive Directors, namely Mr. She Siu Kee, William (Chairman) and Mr. Chong Cheuk Ki; two non-executive Directors, namely Mr. Leung Wai Ming and Mr. Cai Qiang and three independent non-executive Directors, namely Mr. Poon Chun Wai, Mr. Fu Chung and Mr. Ma Siu Kit.
7. **In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the meeting. Shareholders are advised to read page ii of the circular of the Company dated 16 July 2020 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
8. **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the meeting in person.**
9. **In case the venue is being closed on the date of meeting due to COVID-19, the meeting shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.**