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LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED ADOPTION OF THE NEW BYE-LAWS; AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice dated 25 April 2023 convening the annual general meeting of Left Field Printing Group Limited to be held at Level 11 East Wing, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Tuesday, 30 May 2023 is set out on pages 19 to 23 of this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 9:30 a.m. on Sunday, 28 May 2023. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the annual general meeting or any adjourned meeting if they so wish.

25 April 2023

**For identification only*

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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 Level 11 East Wing, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Tuesday, 30 May 2023.
“AGM Notice”	the notice dated 25 April 2023 convening the AGM as set out on pages 19 to 23 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Close associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Company”	Left Field Printing Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1540)
“Controlling shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“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
“Latest Practicable Date”	17 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Lion Rock”	Lion Rock Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1127) and a controlling shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“New Bye-laws”	the amended and restated Bye-laws proposed to be adopted at the AGM
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in the Appendix III to this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HKD0.01 each in the capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period as set out in Ordinary Resolution No. 5
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period as set out in Ordinary Resolution No. 6
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“AUD”	Australian dollar(s), the lawful currency of Australia
“HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

Executive Directors:

Richard Francis Celarc (*Chairman*)

Lau Chuk Kin

Tang Tsz Ying

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Director:

Paul Antony Young

Principal place of business

in Hong Kong:

Level 11 East Wing, NEO

123 Hoi Bun Road, Kwun Tong

Kowloon, Hong Kong

Independent Non-Executive Directors:

Ho Tai Wai David

Tsui King Chung David

Lai Wing Hong Joseph

Headquarter and principal place

of business in Australia:

138 Bonds Road

Riverwood NSW 2210

Australia

25 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED ADOPTION OF THE NEW BYE-LAWS; AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with details regarding certain resolutions to be put forward at the AGM, including, the renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares, the proposed re-election of retiring directors and the proposed adoption of the New Bye-laws.

** For identification only*

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 16 June 2022, existing general unconditional mandates to allot, issue and deal with Shares and to repurchase Shares were granted to the Directors. Such mandates will lapse at the conclusion of the coming AGM, unless renewed at the AGM. As such, Ordinary Resolutions Nos. 5 and 6 will be proposed at the AGM to seek the approval of the Shareholders to renew these mandates respectively.

Resolutions set out as Ordinary Resolutions no. 5 and 6 in the AGM Notice will be proposed respectively at the AGM to grant to the Directors the following general mandates:

- (i) in respect of the Share Issue Mandate, to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities or to make or grant offers, agreement and options which would or might require securities to be issued and allotted (other than (a) on a rights issue; (b) upon the exercise of any options granted under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (c) as any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws; or (d) upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares and the issue of such warrants or other securities has previously been approved by Shareholders) and whose aggregate nominal amount does not exceed:
 - (a) in the case of an allotment and issue of Shares for cash, 10% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution; and
 - (b) in the case of an allotment and issue of Shares other than for cash, 20% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution (less the aggregate nominal amount of Shares (if any) allotted and issued or to be allotted and issued pursuant to the general mandate granted pursuant to subparagraph (a) above),

provided that, in any event, no Shares shall be allotted and issued pursuant to this general mandate for cash consideration if the relevant price represents a discount of 10% or more to the Benchmarked Price (as defined below) of the Shares; and

- (ii) in respect of the Share Repurchase Mandate, to repurchase Shares whose aggregate nominal amount does not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of passing such resolution.

The aggregate nominal amount of Shares may be allotted and issued or agreed conditionally or unconditionally to be allotted or issued pursuant to the Share Issue Mandate (for cash or otherwise) shall not exceed 20% of the aggregate nominal amount of the Share in issue as at the date of approving such mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 498,671,823 Shares. If Ordinary Resolution No. 5 is passed at the AGM and on the basis that no further Shares are issued and no Shares are to be repurchased by the Company prior to the date of the AGM, the maximum number of Shares to be issued pursuant to the Share Issue Mandate shall be 99,734,364 Shares. If Ordinary Resolution no. 6 is passed at the AGM and assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, the maximum number of Shares may be repurchased by the Company pursuant to the Share Repurchase Mandate shall be 49,867,182 Shares.

LETTER FROM THE BOARD

For the purpose of the Share Issue Mandate, the “Benchmarked Price” shall be a price which is the higher of:

1. the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of signing of the agreement to which the transaction relates; and
2. the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet in the five trading days immediately prior to the earlier of:
 - (a) the date of signing of the agreement to which the allotment and issue of Shares relate; or
 - (b) the date on which the relevant allotment and issue of Shares are announced; or
 - (c) the date on which the price of the relevant Shares to be allotted and issued is fixed.

The Share Issue Mandate or the Share Repurchase Mandate (as the case may be) will remain in force until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held, or until the Share Issue Mandate or the Share Repurchase Mandate (as the case may be) is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

An explanatory statement to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution concerning the Share Repurchase Mandate is set out in Appendix I to this circular.

The Directors have no present intention to repurchase any Shares pursuant to the Share Repurchase Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with No. 84 of the Bye-laws, Mr. Lau Chuk Kin, Mr. Tai Wai Ho David (“Mr. Ho”) and Mr. Lai Wing Hong Joseph (“Mr. Lai”) will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the nomination policy and the board diversity policy of the Company.

The Nomination Committee has also reviewed the biographical details of Mr. Ho and Mr. Lai and their meeting of the nomination criteria (including but not limited to, reputation for integrity, experience in the printing and financial industry, commitment in providing attention to the Company’s interest and business and ability to assist and support the management to make contribution to the Company’s success) and considered the diversity aspects (including but not limited to, skills, talents, regional and industry experience, background, gender) and took the view that Mr. Ho and Mr. Lai have provided valuable contributions to the Company and demonstrated their ability to exercise independent judgment and provide a balanced and objective view in relation to the Company’s affairs and their extensive experience in their own fields is relevant to the Company’s business. In addition, their educational background and diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. The Nomination Committee had also assessed their independence based on their annual confirmation of independence and was satisfied with their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Nomination Committee is of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective educational background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all the retiring Directors to stand for re-election at the AGM.

Brief biographical details of the retiring directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. PROPOSED ADOPTION TO THE NEW BYE-LAWS

The Directors propose to adopt a set of New Bye-laws to, inter alia, bring the Bye-laws in line with certain changes to the Listing Rules and make other consequential and housekeeping amendments. An extract of the Proposed Amendments is set out in the Appendix III to this circular.

In view of the number of amendments proposed to be made to the Bye-laws, the Board proposed that the New Bye-laws with all the Proposed Amendments to the Bye-laws be adopted in substitution for and to the exclusion of the Bye-laws, instead of carrying out piecemeal modifications on the Bye-laws.

The Proposed Amendments and the proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the AGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules; and the legal adviser to the Company as to Bermuda laws has confirmed that the Proposed Amendments do not contravene or violate Bermuda laws. The Company confirms that there is nothing unusual about the proposed New Bye-laws.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules as may be amended, modified or supplemented from time to time for the purpose of giving information with regards to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (a) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (b) there are no other matters the omission of which would make any statement in this circular misleading.

6. ANNUAL GENERAL MEETING

Set out on pages 19 to 23 of this circular is the AGM Notice convening the AGM at which, inter alia, Ordinary Resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the re-election of retiring Directors and the proposed adoption of the New Bye-laws.

LETTER FROM THE BOARD

A form of proxy for the use at the AGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 9:30 a.m. on Sunday, 28 May 2023. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM or any adjournment thereof if they so wish.

7. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Tuesday, 30 May 2023 will be eligible to attend and vote at the AGM. The register of members and transfer books of the Company will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share register and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30p.m. on Wednesday, 24 May 2023.

8. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

9. RECOMMENDATION

The Board is of the opinion that the proposals referred to above are in the interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Left Field Printing Group Limited
Richard Francis Celarc
Chairman

This explanatory statement relates to the ordinary resolution proposed to be passed at the AGM for the grant of a general mandate to the Board to repurchase Shares through Stock Exchange. It contains all the information required by the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. SOURCE OF FUNDS

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the memorandum of association and the Bye-laws of the Company and the Companies Act 1981 of Bermuda. A listed company may not repurchase its own securities 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.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 498,671,823 Shares of HKD0.01 each.

If Ordinary Resolution no. 6 is passed at the AGM, and assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, up to 49,867,182 Shares, representing 10% of the issued share capital of the Company, may be repurchased by the Company.

3. REASONS FOR REPURCHASE

The Board believes that it is in the interests of the Company and its Shareholders for the Board to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. IMPACT OF REPURCHASE

There may 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 contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent that there would be a material adverse effect on the working capital requirements or the gearing levels of the Group which in the opinion of the Directors are appropriate from time to time.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

6. EFFECT OF THE TAKEOVERS CODE

If, as a result of any repurchase of Shares, 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, 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 and to the best knowledge of the Directors, the following persons are substantial shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Substantial Shareholders	Number of Shares held	Approximately % shareholding As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin (<i>Note 1</i>)	325,609,275	65.30%	72.55%
ER2 Holdings Limited (<i>Note 1</i>)	315,805,997	63.33%	70.37%
City Apex Ltd. (<i>Note 1</i>)	315,287,411	63.23%	70.25%
Lion Rock (<i>Note 1</i>)	299,153,954	59.99%	66.66%
1010 Group Limited (<i>Note 1</i>)	299,153,954	59.99%	66.66%
Bookbuilders BVI Limited (<i>Note 1</i>)	299,153,954	59.99%	66.66%
Mr. Richard Francis Celarc (<i>Note 2</i>)	25,011,987	5.01%	5.57%
Mr. Webb David Michael (<i>Note 3</i>)	24,968,560	5.00%	5.56%

Notes:

- As at the Latest Practicable Date, Mr. Lau directly held 9,803,278 Shares and was deemed to be interested in 315,805,997 Shares pursuant to Part XV of the SFO. Of 315,805,997 Shares, 299,153,954 Shares, 16,133,457 Shares and 518,586 Shares were beneficially owned by Bookbuilders BVI Limited, City Apex Ltd. and ER2 Holdings Limited respectively. Bookbuilders BVI Limited is a wholly-owned subsidiary of 1010 Group Limited and an indirect wholly-owned subsidiary of Lion Rock. Lion Rock was owned as to 33.52% by City Apex Ltd., as to 1.08% by ER2 Holdings Limited and as to 12.08% by Mr. Lau Chuk Kin respectively. ER2 Holdings Limited was the holding company of City Apex Ltd.. Mr. Lau Chuk Kin owned 69.76% of the issued share capital of ER2 Holdings Limited
- According to the record kept by the Company as at the Latest Practicable Date, Mr. Celarc is deemed to be interested in 25,011,987 Shares, which comprises (i) 33,117 Shares held by Navigator Australia Limited (as the custodian for the Richard Celarc Family Trust); (ii) 11,523,168 Shares held by D.M.R.A. Property Pty Limited ("D.M.R.A. Property"), a company wholly-owned by Mr. Celarc; (iii) 7,533,039 Shares held by the Richard Celarc Family Trust by virtue of Mr. Celarc being the trustee; and (iv) 5,922,663 Shares held by Ligare Superannuation Nominees Pty Ltd as the trustee for Ligare Staff Superannuation Fund of which both Mr. Celarc and his wife are the only members of the superannuation fund.
- According to the record kept by the Company as at the Latest Practicable Date, Mr. Webb David Michael ("Mr. Webb") directly held 10,578,447 Shares and indirectly held 14,390,113 Shares through Preferable Situation Assets Limited. Preferable Situation Assets Limited was 100% owned by Mr. Webb and therefore Mr. Webb was deemed to be interested in the said Shares.

In the event the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Ordinary Resolution No. 6 to be proposed at the AGM, the shareholding of the substantial shareholders in the Company would increase 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 the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Share Repurchase Mandate, whether in whole or in part, may result in the Shares being held by the public falling below the relevant prescribed minimum percentage of 25% as required by the Stock Exchange.

In any event, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent which will trigger the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the public shareholding of the Company to be less than such minimum percentage.

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors and, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, had any present intention to sell any of the Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved by the Shareholders at the AGM and is exercised.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved at the AGM and is exercised.

9. SHARE PRICES

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

	Share Price	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2022		
March	0.61	0.46
April	0.62	0.49
May	0.56	0.47
June	0.64	0.54
July	0.56	0.43
August	0.54	0.40
September	0.47	0.35
October	0.44	0.36
November	0.44	0.36
December	0.46	0.41
2023		
January	0.48	0.41
February	0.50	0.44
March	0.46	0.38
April (up to and including the Latest Practicable Date)	0.42	0.40

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

Mr. Lau Chuk Kin, aged 70, was appointed as a director on 23 April 2018 and re-designated as an executive director of the Company on 28 May 2018. Mr. Lau is responsible for the overall strategic planning and management of the Group. Mr. Lau is a member of the remuneration committee of the Company. Mr. Lau obtained a Bachelor of Arts degree from the University of Minnesota in the United States and a Master of Business Administration degree from the Chinese University of Hong Kong. Mr. Lau has over 30 years of experience in the printing business. Mr. Lau is an executive director of Lion Rock Group Limited (“Lion Rock”), a controlling shareholder of the Company whose issued shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1127), and the Quarto Group, Inc. (LSE: QRT), a company listed on the London Stock Exchange. Save as disclosed above, Mr. Lau does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lau is a director of ER2 Holdings Limited, City Apex Ltd., Lion Rock, 1010 Group Limited and Bookbuilders BVI Limited, the controlling shareholders of the Company. Mr. Lau is interested in 69.76% of the issued share capital of ER2 Holdings Limited. Mr. Lau, through City Apex Ltd., ER2 Holdings Limited and in his personal capacity, is interested in 359,616,623 shares of Lion Rock. Of 359,616,623 shares of Lion Rock, 200,000 shares of Lion Rock is awarded by Lion Rock under a share award scheme with certain conditions imposed. Save as aforesaid, Mr. Lau did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Lau has entered into a service contract with the Company for an initial term of three years started from 28 May 2018 and thereafter continued on a month to month basis. He is subject to retirement by rotation and re-election in accordance with the Bye-laws. Such service contract is subject to termination by either party giving not less than three months’ prior written notice to the other. Pursuant to the service contract, no emolument was paid to Mr. Lau for the year ended 31 December 2022. The director’s emolument is to be determined and subject to the review by the remuneration committee of the Company with reference to his contribution in terms of time, effort and his expertise on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders’ attentions.

Mr. Lai Wing Hong Joseph, aged 62, was appointed as an independent non-executive director of the Company on 16 September 2020. He is a member of audit committee, remuneration committee and nomination committee of the Company. He is responsible for supervising and providing independent advice to the Board. Mr. Lai is currently one of the partners of J. Chan & Lai Solicitors Firm practising in Hong Kong. He has over 30 years’ experience as a practising solicitor. Mr. Lai obtained a Bachelor of Laws and a Post-Graduate Certificate in Laws from University of Hong Kong. He has been admitted as a Solicitor of the Supreme Court of Hong Kong since 1986, a Notary Public of Supreme Court of Hong Kong since 1996 and a China-Appointed Attesting Officer of Hong Kong since 2009. Mr. Lai does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lai did not have any interests in Shares within the meaning of Part XV of the SFO nor did he have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Lai has entered into a letter of appointment with the Company for a period of three years starting from 16 September 2020 subject to retirement by rotation and re-election in accordance with the Bye-laws. Such letter of appointment is subject to termination by either party giving not less than one month’s prior notice to the other. Pursuant to the letter of appointment, a director’s fee of HK\$210,000 was paid for his services for the year ended 31 December 2022. The director’s fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

Mr. Ho Tai Wai David, aged 74, was appointed as an independent non-executive director of the Company on 8 October 2018. He is the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. He is responsible for supervising and providing independent advice to the Board. Mr. Ho obtained a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ho has over 40 years of experience in finance and accounting and held management positions in various companies prior to his retirement in 2007. Mr. Ho is an independent non-executive director of Build King Holdings Limited (stock code: 240) and Lion Rock Group Limited, a substantial shareholder of the Company (stock code: 1127), both of which are companies listed on the Stock Exchange. Save as disclosed above, Mr. Ho does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Ho did not have any interests in Shares within the meaning of Part XV of the SFO nor did he have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Ho has renewed his service contract with the Company for a period started from 8 October 2021 to 31 December 2023 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Such service contract is subject to termination by either party giving not less than one month's prior notice to the other. Pursuant to the service contract, a director's fee of HKD210,000 was paid for his services for the year ended 31 December 2022. The director's fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The following are an extract of the Proposed Amendments to the Bye-laws. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the New Bye-laws.

Existing Provisions	Proposed Amendments
<p>2(k) reference to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</p>	<p>2(k) <u>a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;</u></p> <p>(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</p>
<p>10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly</p>	<p>10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths <u>in nominal value</u> of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than <u>including</u> at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly</p>

<p>authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>	<p>authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>
<p>44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means <u>(electronic or otherwise)</u> in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>
<p>56. An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.</p>	<p>56. <u>Subject to the Act, an an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened at and such annual general meeting must be held within six (6) time (within a period of not more than fifteen (15) months after the holding end of the last preceding annual general meeting Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) <u>at such time</u> and place as may be determined by the Board. <u>A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute</u></u></p>

	<u>presence at such meeting.</u>
58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.	58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.
59(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:	59(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days —All other special general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:
61 (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy shall form a quorum for all purposes.	61(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or (in the case of a Member being a corporation) by its duly authorised representative or by <u>proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative</u> or proxy shall form a quorum for all purposes.

<p>73 (2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>	<p>73(2) <u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules to abstain from voting to approve the matter under consideration.</u></p> <p>(32) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
<p>83(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>83(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board <u>so appointed</u> shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>
<p>152(3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	<p>152(3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special <u>special-extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>

<p>155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p>	<p>155. <u>The Directors may fill any casual vacancy in</u> If the office of auditor becomes vacant by the resignation or death of the Auditor <u>but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Bye-law may be fixed by the Board. Subject to Bye-law 152(3), an Auditor appointed under this Bye-law shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Bye-law 152(1) at such remuneration to be determined by the Members under Bye-law 154., or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</u></p>
<p>162(1) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p>	<p>162(1) <u>Subject to Bye-law 162(2), the</u> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p>

NOTICE OF ANNUAL GENERAL MEETING



LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of Left Field Printing Group Limited (the “Company”) will be held at Level 11 East Wing, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Tuesday, 30 May 2023 for the following purposes:-

Ordinary Business

1. To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022;
2. (A) (i) To re-elect Mr. Lau Chuk Kin as executive director of the Company;
(ii) To re-elect Mr. Ho Tai Wai David as independent non-executive director of the Company;
(iii) To re-elect Mr. Lai Wing Hong Joseph as independent non-executive director of the Company;
and
(B) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration for the year ending 31 December 2023;
3. To re-appoint BDO Limited as the Company’s auditor and authorise the Board to fix their remuneration;

** For identification only*

NOTICE OF ANNUAL GENERAL MEETING

Special Business

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

“THAT:-

- (A) subject to paragraph (B) below, the general mandate to exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to allot, issue and otherwise deal with unissued shares of the Company (the “Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities or to make or grant offers, agreement and options which would or might require, whether during the continuance of this mandate or thereafter, securities to be issued, allotted or disposed of be and is hereby unconditionally approved;
- (B) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than (i) on a Rights Issue (as defined below); or (ii) upon the exercise of any options granted under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iii) as any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares and the issue of such warrants or other securities has previously been approved by shareholders of the Company, shall not exceed:
- (i) in the case of an allotment and issue of Shares for cash consideration, 10% of the aggregate nominal amount of the Shares in issue at the date of passing this resolution; and
- (ii) in the case of an allotment and issue of Shares other than for cash consideration, 20% of the aggregate nominal amount of the Shares in issue at the date of passing this resolution (less the aggregate nominal amount of such Shares (if any) allotted and issued or to be allotted or issued pursuant to the general mandate granted pursuant to sub-paragraph (i) of this resolution),

provided that, in any event, no Shares or other securities of the Company shall be issued by the Directors pursuant to the approval granted under this resolution (1) if the total number of Shares allotted and issued or to be allotted and issued upon the exercise of such other securities (for cash or otherwise) exceeds 20% of the aggregate amount of the Shares in issue at the date of passing this resolution or (2) if, in the case of allotment and issue of Shares for cash consideration, the subscription price of the Share (and if relevant, the issue price of the securities to which such Share relates) represents a discount of 10% or more to the Benchmarked Price (as hereinafter defined) of the Shares; and

- (C) for the purpose of this resolution:

“Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of signing of the agreement to which the transaction relates; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the average closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange in the five trading days immediately prior to the earlier of:
 - (A) the date of signing of the agreement to which the allotment and issue of the Shares relate; or
 - (B) the date on which the relevant allotment and issue of the Shares are announced; or
 - (C) the date on which the price of the relevant Shares to be allotted and issued is fixed.

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“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 holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

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

“**THAT**:-

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (C) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:-

“THAT:-

the amended and restated bye-laws (the “**New Bye-laws**”) as amended in the manner as set out in Appendix III of the circular of the Company dated 25 April 2023 and a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting, be and are hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws and that Directors be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws with immediate effect.”

7. To transact any other business of the Company.

By Order of the Board
Left Field Printing Group Limited
Richard Francis Celarc
Chairman

Hong Kong, 25 April 2023

Principal place of business in Hong Kong:
11 Level East Wing, NEO
123 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. The register of members of the Company will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023, during which period no transfer of Shares can be registered. **In order to qualify for attending and voting at the annual general meeting**, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share register and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30p.m. on Wednesday, 24 May 2023.

NOTICE OF ANNUAL GENERAL MEETING

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her/its stead and any member who is the holder of 2 or more shares in the Company is entitled to appoint more than one proxy to attend and vote in his/her/it stead. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 9:30 a.m. on Sunday, 28 May 2023. Completion and return of the proxy form will not preclude the members of the Company from attending and voting at the annual general meeting or any adjournment thereof should they so wish.
4. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:30 a.m. on Tuesday, 30 May 2023, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
5. As at the date of this notice, the Board comprises Mr. Richard Francis Celarc, Mr. Lau Chuk Kin and Ms. Tang Tsz Ying as executive Directors; Mr. Paul Antony Young as non-executive Director; Mr. Ho Tai Wai David, Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph as independent non-executive Directors.