

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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**東方企控集團有限公司**  
ORIENTAL ENTERPRISE HOLDINGS LIMITED  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 18)

**PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the AGM to be held at 4th Floor, Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 16 August 2023 at 11:00 a.m. is set out in Appendix IV to this circular.

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

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

11 July 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 4th Floor, Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 16 August 2023 at 11:00 a.m., and any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the mandate to buy back the Shares as described in the explanatory statement set out in Appendix I to this circular
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Oriental Enterprise Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Buy-back Mandate and the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the mandate to allot, issue and otherwise deal with additional the Shares as set out in Appendix IV to this circular
“Latest Practicable Date”	4 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice convening the AGM as set out in Appendix IV to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers as approved by the Securities and Futures Commission
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

## LETTER FROM THE BOARD



**東方企控集團有限公司**  
**ORIENTAL ENTERPRISE HOLDINGS LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 18)**

*Executive Directors:*

Mr. Ching-fat MA, *BBS, Chairman*  
Mr. King-ho MA, *Vice Chairman*  
Mr. Shun-chuen LAM, *Chief Executive Officer*

*Registered office:*

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

*Non-executive Director:*

Mr. Dominic LAI

*Independent Non-executive Directors:*

Mr. Yau-nam CHAM  
Mr. Ping-wing PAO, *JP*  
Mr. Yat-fai LAM

11 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**A. INTRODUCTION**

On 20 June 2023, the Board announced the audited consolidated results of the Group for the year ended 31 March 2023. The 2023 annual report of the Company was dispatched on the date of this circular. The AGM will be held at 4th Floor, Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 16 August 2023 at 11:00 a.m.

## LETTER FROM THE BOARD

The ordinary business to be transacted at the AGM includes receiving and considering the audited financial statements, the directors' reports and the independent auditor's report of the Company for the year ended 31 March 2023, re-electing the retiring Directors and continuing appointment of independent non-executive Director who has served more than nine years, election of independent non-executive Director, fixing the remuneration of the Directors, re-appointing Mazars CPA Limited as the auditor of the Company and authorising the Board to fix its remuneration.

Further, at the conclusion of the AGM, the general mandates to buy back and issue the Shares granted at the annual general meeting of the Company held on 17 August 2022 will expire. The Board intends to seek the approval of the Shareholders to grant the fresh General Mandates at the AGM. Pursuant to the Listing Rules and the Companies Ordinance, the Company is required to send an explanatory statement and a memorandum to the Shareholders to provide them with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate and such explanatory statement is set out in Appendix I to this circular.

Appendices II to IV to this circular also give you details of the retiring Directors who have offered themselves for re-election and the independent non-executive Director to be elected at the AGM and the Notice of AGM.

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

Your attention is drawn to ordinary resolution numbered 4 set out in the Notice of AGM. Such resolution will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back at any time during the Relevant Period (as defined in ordinary resolution numbered 4 set out in the Notice of AGM) Shares representing up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing such resolution.

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

### **C. ISSUE MANDATE**

At the AGM, an ordinary resolution (ordinary resolution numbered 5 set out in the Notice of AGM) will also be proposed that the Directors be given a general and unconditional mandate to allot, issue and otherwise deal with during the Relevant Period (as defined in ordinary resolution numbered 5 set out in the Notice of AGM) the additional Shares representing up to 20% of the aggregate number of the issued Shares as at the date of passing such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 2,397,917,898 Shares. Assuming that no Shares are issued or bought back by the Company prior to the date of the AGM, such 20% will represent 479,583,579 Shares. In addition, an ordinary resolution (ordinary resolution numbered 6 set out in the Notice of AGM) will be proposed to extend such general mandate to issue the Shares by adding to it the aggregate number of the Shares bought back by the Company under the Buy-back Mandate, if granted.

## LETTER FROM THE BOARD

### **D. RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS**

At the AGM, Mr. Shun-chuen LAM, Mr. Ping-wing PAO and Mr. Yat-fai LAM will retire from office by rotation in accordance with Article 103 of the Articles.

Mr. Ping-wing PAO has decided not to stand for re-election and will retire from the Board with effect from the conclusion of the AGM due to the need to devote more time to his other commitments. The Board would like to express its gratitude to Mr. PAO for his contributions and guidance during his tenure of office.

Save for Mr. PAO, Mr. Shun-chuen LAM and Mr. Yat-fai LAM are both eligible and offer themselves for re-election at the AGM.

The re-election of the Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The recommendation was made in accordance with the Nomination Policy and took into account the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out under the Board Diversity Policy of the Company. The Nomination Committee also took into account the extensive knowledge and professional experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board.

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

After taking into account the above factors, the Board, on the recommendation of the Nomination Committee, is of the view that Mr. Shun-chuen LAM and Mr. Yat-fai LAM should be re-elected at the AGM. In compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, a separate resolution setting out the continuous appointment of Mr. Yat-fai LAM, who has been serving the Board more than nine years, is proposed at the AGM.

## LETTER FROM THE BOARD

### E. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

All of the independent non-executive Directors have served the Board for more than nine years. The lengths of their tenure are set out below:

Name	Date of appointment	Length of tenure
Mr. Yau-nam CHAM	30 March 2006	17 years
Mr. Ping-wing PAO	20 July 1987	36 years
Mr. Yat-fai LAM	15 September 2004	19 years

Pursuant to Code Provision B.2.4(b) of the Corporate Governance Code set out in Part 2 of Appendix 14 to the Listing Rules and to fill the vacancies on the Board and its committees as a result of the retirement of Mr. PAO, the Board recommends the election of Ms. Ching-wah YIP as an independent non-executive Director at the AGM in view that she can provide professional knowledge and independent advice for the business of the Group. After Ms. YIP's joining, the diversity of the Board will be further enhanced by increasing the ratio of female in the Board. She meets the qualification requirements to serve as a Director as stipulated in relevant laws, regulations and the Articles. Ms. YIP also meets the requirements of independence under Rule 3.13 of the Listing Rules and holds less than seven listed company directorships.

The nomination of Ms. YIP was made by the Nomination Committee in accordance with the Nomination Policy and took into account the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out under the Board Diversity Policy of the Company. The Nomination Committee also took into account the extensive knowledge and professional experience of Ms. YIP, the profile of which is set out in Appendix III to this circular.

### F. ANNUAL GENERAL MEETING

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

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

## LETTER FROM THE BOARD

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

### G. RECOMMENDATION

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

### H. ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in Appendices I to IV to this circular.

### I. MISCELLANEOUS

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

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

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

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

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

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

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

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 March 2023 in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy-backs period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Companies Ordinance and the applicable laws of Hong Kong.

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

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

#### 4. SHARE CAPITAL

On the basis of 2,397,917,898 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolution approving the Buy-back Mandate is passed at the AGM and (ii) no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 239,791,789 Shares during the Relevant Period (as defined in ordinary resolution numbered 4 set out in the Notice of AGM).

#### 5. TAKEOVERS CODE

If, on the exercise of the powers to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of the Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Ching-fat MA was deemed to have interests in a total of 1,697,721,284 Shares representing approximately 70.80% of the issued Shares, which were (i) indirectly held as to 1,547,851,284 Shares by Conyers Trustee Services (BVI) Limited, as trustee of Ocean Trust; and (ii) indirectly held as to 149,870,000 Shares by Perfect Deal Trading Limited. Mr. Ching-fat MA is the founder of Ocean Trust and holds the entire issued share capital of Perfect Deal Trading Limited. Apart from the aforesaid, as at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. King-ho MA was deemed to have interest in 95,916,000 Shares, representing approximately 4% of the issued Shares, which were indirectly held by Prosper Time Trading Limited, a company wholly-owned by Mr. King-ho MA. Exercise in full of the Buy-back Mandate would result in an increase in (i) the interest of Mr. Ching-fat MA from approximately 70.80% to approximately 78.67%; (ii) the interest of Mr. King-ho MA, from approximately 4.00% to approximately 4.44%; and (iii) the aggregate interests of Mr. Ching-fat MA and Mr. King-ho MA (who are presumed to be parties acting in concert under the Takeovers Code) from approximately 74.80% to approximately 83.11%. Such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and the Directors do not propose to exercise the Buy-back Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

**6. SHARE PRICES**

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

	<b>Highest Traded Price</b> <i>HK\$</i>	<b>Lowest Traded Price</b> <i>HK\$</i>
<b>2022</b>		
July	0.72	0.69
August	0.69	0.62
September	0.68	0.58
October	0.60	0.50
November	0.66	0.55
December	0.65	0.54
<b>2023</b>		
January	0.62	0.54
February	0.67	0.58
March	0.65	0.59
April	0.65	0.62
May	0.68	0.62
June	0.66	0.57
July (up to the Latest Practicable Date)	0.60	0.57

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

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

<p style="text-align: center;"><b>APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS</b></p>
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The following are the particulars of the retiring Directors (as required to be disclosed by the Listing Rules) that are subject to retirement by rotation at the AGM and proposed for re-election in accordance with the Articles at the AGM:

**(a) Mr. Shun-chuen LAM**

Mr. LAM, aged 74, has been an executive Director since October 1999 and is currently the Chief Executive Officer of the Company, responsible for the day-to-day management of the Group's business. Mr. LAM is also a member of the Executive Committee, Investment Committee and Nomination Committee of the Board and is also a director of most of the subsidiaries of the Company. Mr. LAM joined the Group in 1972 and was in charge of the distribution of the Group's publications. Mr. LAM is uncle of Mr. Ching-fat MA, an executive Director and the Chairman of the Board, and Mr. King-ho MA, an executive Director and the Vice Chairman of the Board. Save as disclosed above, Mr. LAM does not have any relationship with other Directors, senior management or substantial or controlling Shareholder(s) and did not hold any directorships in any listed public companies in the past three years. As at the Latest Practicable Date, Mr. LAM did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is a letter of appointment entered into by Mr. LAM with the Company and his term of office is subject to retirement by rotation and re-election in accordance with the Articles. Mr. LAM is entitled to an annual salary package (excluding any discretionary bonus which is not determined currently) of approximately HK\$2,520,000 which is determined with reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions.

**(b) Mr. Yat-fai LAM**

Mr. LAM, aged 57, has been an independent non-executive Director since September 2004. He is the Chairman of the Audit Committee, Remuneration Committee, Nomination Committee and a member of the Investment Committee of the Board. Mr. LAM is also an independent non-executive director of Tianda Pharmaceuticals Limited, a public company listed on the Stock Exchange. Mr. LAM is a Certified Public Accountant (Practising). He is a fellow member of the Hong Kong Institute of Certified Public Accountants and of the Association of Chartered Certified Accountants. He has accumulated rich experience in auditing, taxation, corporate finance and accounting over the years. Save as disclosed above, Mr. LAM did not hold any directorship in any other listed public company in the past three years and does not have any relationship with other Directors, senior management or substantial or controlling Shareholder(s). As at the Latest Practicable Date, Mr. LAM did not have any interest in the Shares within the meaning of Part XV of the SFO.

**APPENDIX II    DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION  
AND CONTINUOUS APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS**

There is a letter of appointment entered into by Mr. LAM with the Company and his term of office is subject to retirement by rotation and re-election in accordance with the Articles. Mr. LAM is entitled to an annual fee of HK\$195,000 which is determined by reference to his duties and responsibilities with the Company, the Company's current standards for emoluments and the market conditions.

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

The following are the particulars of Ms. Ching-wah YIP (as required by the Listing Rules), who is proposed to be elected as independent non-executive Director at the AGM:

**Ms. Ching-wah YIP**

Ms. Ching-wah YIP, aged 43, has over 10 years experiences in corporate governance and internal control. She is currently a director of a company in providing corporate services and corporate management. Ms. YIP holds a Bachelor in Business (Finance) from National University of Ireland, Dublin.

As at the Latest Practicable Date, Ms. YIP did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed, Ms. YIP does not hold directorships in any listed companies in the past three years, nor did she hold any other major appointments. Ms. YIP does not have any relationship with other Director(s), senior management or substantial or controlling Shareholder(s).

Ms. YIP will enter into a letter of appointment with the Company upon elected as independent non-executive Director with an initial term of three years commencing from the date of election at the AGM, subject to the arrangements of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Subject to the election as an independent non-executive Director, Ms. YIP will be entitled to receive from the Company an annual Director's emoluments of HK\$180,000 or such other amount as the Remuneration Committee shall recommend and the Board shall approve which shall be determined in accordance with the Articles. Such Director's emoluments will be covered under her letter of appointment.

Save as disclosed in this circular, there are no other matters in relation to Ms. YIP that need to be brought to the attention of the Shareholders, and there is no information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



**東方企控集團有限公司**  
**ORIENTAL ENTERPRISE HOLDINGS LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 18)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Oriental Enterprise Holdings Limited (the “**Company**”) will be held at 4th Floor, Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 16 August 2023 at 11:00 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2023.
2. (i) (a) To re-elect Mr. Shun-chuen LAM as an executive director of the Company (the “**Director(s)**”);  
(b) To re-elect Mr. Yat-fai LAM (who has served more than nine years) as an independent non-executive Director;  
(c) To elect Ms. Ching-wah YIP as an independent non-executive Director; and  
(ii) To authorise the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

**SPECIAL BUSINESS**

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

**ORDINARY RESOLUTIONS**

4. “**THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into Shares; (iii) the exercise of options or awards granted under any share scheme or any similar arrangement for the time being adopted for the grant or issue to eligible persons prescribed thereunder of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other convertible securities giving the right to subscribe for the Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares or, where appropriate, such other securities (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company pursuant to ordinary resolution numbered 5(a) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 4 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

By order of the board of  
**Oriental Enterprise Holdings Limited**  
**Ka-bong WONG**  
*Company Secretary*

Hong Kong, 11 July 2023

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM may appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and attend and vote on his/her/its behalf at the AGM. A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same power on behalf of such member of the Company which he/she/they represent as such member of the Company could exercise.
2. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. The register of members of the Company will be closed from Thursday, 10 August 2023 to Wednesday, 16 August 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant Share certificates must be deposited at the Company's share registrar, Tricor Friendly Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 9 August 2023.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's registered office at Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. An explanatory statement regarding the general mandate for the buy-back of the Shares sought in resolution numbered 4 is set out in Appendix I to the circular of the Company dated 11 July 2023 of which this notice forms part.
8. In relation to the resolution numbered 2 set out in the notice of AGM above, Mr. Shun-chuen LAM, and Mr. Yat-fai LAM will retire at the AGM and, both of them being eligible, have offered themselves for re-election at the AGM and Ms Ching-wah YIP will be elected as an independent non-executive Director of the Company at the AGM. Brief biographical and other details of the above directors are set out in Appendices II and III to the circular of the Company dated 11 July 2023.
9. In the event that a typhoon signal no.8 (or above) or a black rainstorm warning is in effect at any time from 9:00 a.m. to 11:00 a.m. on the day of the AGM, the AGM will be automatically postponed to Thursday, 17 August 2023 at the same time and same venue. Shareholders may call the Company's hotline at (852) 3600 0000 to enquire about the arrangement of the AGM.