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

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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; AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice dated 29 March 2019 convening the annual general meeting of Left Field Printing Group Limited to be held at 26th Floor, 625 King's Road, North Point, Hong Kong, at 2:00 p.m. on Thursday, 9 May 2019 is set out on pages 13 to 16 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 2:00 p.m. on Tuesday, 7 May 2019. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

29 March 2019

**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 26th Floor, 625 King’s Road, North Point, Hong Kong at 2:00 p.m. on Thursday, 9 May 2019.
“AGM Notice”	the notice dated 29 March 2019 convening the AGM as set out on pages 13 to 16 of this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company
“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”	22 March 2019, 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 is a controlling shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“OPUS”	OPUS Group Limited, a company incorporated in Australia which is a direct wholly-owned subsidiary of the Company, the issued shares of which were previously listed on the Australian Securities Exchange from 12 April 2012 to 9 October 2018
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the 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

DEFINITIONS

“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)”	Shareholder(s) of the Company
“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
“A\$”	Australian dollar(s), the lawful currency of Australia
“HK\$”	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:

26/F, 625 King's Road

North Point, Hong Kong

Independent Non-Executive Directors:

Chan David Yik Keung

David Ho

Tsui King Chung David

Headquarter and principal place

of business in Australia:

138 Bonds Road

Riverwood NSW 2210,

Australia

29 March 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; AND RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

The purpose of this document 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 and the proposed re-election of retiring directors.

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

On 7 September 2018, existing general unconditional mandates were granted to the Directors. Such mandates will lapse at the conclusion of the coming AGM, unless renewed at the AGM. Ordinary Resolutions Nos. 5, 6 and 7 will be proposed at the AGM to renew these mandates.

* *For identification only*

LETTER FROM THE BOARD

At the AGM, separate ordinary resolutions will be proposed to (a) renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares or options, warrants or similar rights to subscribe for any Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution; and (ii) to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and (b) add to the general mandate for the issue of Shares granted to the Directors any Shares representing the aggregate nominal amount of any Shares repurchased by the Company.

As at the Latest Practicable Date, the issued share capital of the Company comprised 506,909,823 Shares of HK\$0.01 each. If Ordinary Resolution no. 5 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 101,381,964 Shares, representing 20% of the issued share capital of the Company, may be issued by the Company under the Share Issue Mandate. 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 50,690,982 Shares, representing 10% of the issued share capital of the Company, may be repurchased by the Company under the Share Repurchase Mandate.

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 the passing of 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. 83(2) of the Bye-laws, all directors will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

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. 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 regard 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.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

Set out on pages 13 to 16 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 extension of the Share Issue Mandate and the re-election of retiring Directors.

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 and return it to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 2:00 p.m. on Tuesday, 7 May 2019. 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.

6. 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.

7. 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 resolutions proposed to be passed at the AGM for the grant of a general mandate to the Board to repurchase Shares of the Company 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 resolutions.

1. SOURCE OF FUNDS

Repurchases 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 (the “**Companies Act**”). 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 was comprised of 506,909,823 Shares of HK\$0.01 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 50,690,982 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 2018) 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 Company and its subsidiaries 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 acquisition for the purposes 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	% shareholding If Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin (<i>Note</i>)	314,521,734	62.05%	68.94%
ER2 Holdings Limited (<i>Note</i>)	314,521,734	62.05%	68.94%
City Apex Ltd. (<i>Note</i>)	314,521,734	62.05%	68.94%
Lion Rock (<i>Note</i>)	314,521,734	62.05%	68.94%
1010 Group Limited (<i>Note</i>)	314,521,734	62.05%	68.94%
Bookbuilders BVI Limited (<i>Note</i>)	314,521,734	62.05%	68.94%
Mr. Zen Wei Peu	30,000,000	5.92%	6.58%

Note:

Bookbuilders BVI Limited is a wholly-owned subsidiary of 1010 Group Limited and an indirect wholly-owned subsidiary of Lion Rock. As at the Latest Practicable Date, Lion Rock was owned as to 33.52% by City Apex Ltd., as to 1.08% by ER2 Holdings Limited and as to 8.49% by Mr. Lau Chuk Kin personally. ER2 Holdings Limited was the holding company of City Apex Ltd.. Mr. Lau Chuk Kin owned 68.76% of the issued share capital of ER2 Holdings Limited and accordingly, he is deemed to be interested in the said shares pursuant to Part XV of the Securities and Futures Ordinance.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution 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. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular 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 public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. The Directors do not intend to exercise the Share Repurchase Mandate to such an extent that the public shareholding will be less than such minimum percentage.

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company since the listing of the Company's shares on 8 October 2018 and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, 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 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 from 8 October 2018 (the listing date of the Company) and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
October (from the listing date of the Company)	1.05	0.59
November	0.95	0.63
December	0.87	0.70
2019		
January	0.90	0.72
February	0.85	0.77
March (up to and including the Latest Practicable Date)	0.94	0.81

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

Mr. Richard Francis Celarc, aged 62, was appointed as chairman and an executive Director on 28 May 2018. He is responsible for the overall strategic planning and management of the Group. Mr. Celarc joined the Group in 1979 and is an executive director of OPUS. Mr. Celarc completed a Commerce and Account certificate course at Bankstown TAFE in Australia. Mr. Celarc has around 40 years of experience in the printing business in Australia and co-founded Ligare Pty Ltd, a wholly-owned subsidiary of the Company. Mr. Celarc is a director of the Printing Industries Association of Australia, an organisation providing the industry voice, leadership and support for all businesses in the print, packaging, graphic design and media technology industry in Australia. Save as disclosed above, Mr. Celarc 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. Celarc is deemed to be interested in 25,011,987 Shares within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Celarc did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Celarc has entered into a service contract with the Company for an initial term of three years started from 28 May 2018 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, total director's emolument of A\$205,000 was paid to Mr. Celarc for the year ended 31 December 2018. 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. Lau Chuk Kin, aged 66, was appointed as Director on 23 April 2018 and re-designated as executive Director on 28 May 2018. Mr. Lau is responsible for the overall strategic planning and management of the Group. Mr. Lau is an executive director of OPUS. 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 28 years of experience in the printing business. Mr. Lau is an executive director of Lion Rock 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 68.76% 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 331,804,623 shares of Lion Rock. He is deemed to be interested in 314,521,734 Shares within the meaning of Part XV of the SFO. 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 terms of three years started from 28 May 2018 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 2018. 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.

Ms. Tang Tsz Ying, aged 34, was appointed as Director on 23 April 2018 and re-designated as executive Director on 28 May 2018. Ms. Tang is responsible for overseeing the finance and company secretarial function of the Group. Ms. Tang joined the Group in 2016 and is an executive director of OPUS. Ms. Tang obtained a Bachelor of Business Administration in Accountancy degree from the Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in Australia. Before joining the Group, Ms. Tang worked for Ernst and Young, both in Hong Kong and Sydney, for over seven years. Save as disclosed above, Ms. Tang does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Tang did not have any interests in Shares within the meaning of Part XV of the SFO nor did she have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Tang has entered into a service contract with the Company for an initial term of three years started from 28 May 2018 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, total director's emolument of A\$165,000 was paid to Ms. Tang for the year ended 31 December 2018. The director's emolument is to be determined and subject to the review by the remuneration committee of the Company with reference to her contribution in terms of time, effort and her 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. Paul Antony Young, aged 63, was appointed as non-executive Director on 28 May 2018. Mr. Young is responsible for providing capital market knowledge and assisting in strategic planning of the Group. Mr. Young was a non-executive director of OPUS from November 2014 to October 2018. Mr. Young obtained a Master of Arts degree and a Bachelor's degree in Arts from the University of Cambridge. He is a foundation fellow of the Australian Institute of Company Directors and a fellow of the Institute of Chartered Accountants in England and Wales. Mr. Young was the co-founder and an executive director of Baron Partners Limited (which merged with Henslow Pty Ltd in May 2018), a corporate advisory firm. He has extensive experience in the provision of corporate advice to a wide range of listed and unlisted companies including restructurings, capital raisings, initial public offerings and mergers and acquisitions. Mr. Young is a non-executive director of Ambition Group Limited (ASX: AMB) and Byron Energy Limited (ASX: BYE), companies listed on the Australian Securities Exchange. Save as disclosed above, Mr. Young 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. Young is deemed to be interested in 2,903,967 Shares within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Young did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Young has entered into a service contract with the Company for an initial term of three years started from 28 May 2018 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, total director's emolument of A\$62,000 was paid to Mr. Young for the year ended 31 December 2018. 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. Chan David Yik Keung, aged 67, was appointed as independent non-executive Director on 8 October 2018. He is a member of audit committee, remuneration committee and nomination committee. He is responsible for supervising and providing independent advice to the Board. Mr. Chan obtained a Bachelor of Science Degree from Imperial College London (formerly known as Imperial College of Science and Technology) and a Master of Business Administration Degree from DePaul University in Chicago. Mr. Chan is a member of the Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. Mr. Chan held several positions, including head of internal control, executive vice president and head of financial control group in Fubon Bank (Hong Kong) Limited (formerly known as International Bank of Asia Limited) prior to his retirement in 2006. Mr. Chan 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. Chan 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. Chan has entered into a letter of appointment with the Company for a period of three years started from 8 October 2018, the listing date of the Company, 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 A\$10,000 was paid for his services for the period ended 31 December 2018. 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. David Ho, aged 70, was appointed as independent non-executive Director 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 The Australian Society of Certified Practising Accountants. 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), a company 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 entered into a letter of appointment with the Company for a period of three years started from 8 October 2018, the listing date of the Company, 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 A\$10,000 was paid for his services for the

year ended 31 December 2018. 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. Tsui King Chung David, aged 72, was appointed as independent non-executive Director on 8 October 2018. He is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He is responsible for supervising and providing independent advice to the Board. Mr. Tsui started his career in information technology in 1970 and held a number of key positions in various banks in Hong Kong. He was the president and chief executive officer of Hong Leong Credit Berhad (now known as Hong Leong Financial Group Berhad) (stock code: 1082.kl), a company listed on the Kuala Lumpur Stock Exchange, before his retirement in 2006. Mr. Tsui was an independent non-executive director of Lion Rock from June 2011 to September 2018. Save as disclosed above, Mr. Tsui 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. Tsui 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. Tsui has entered into a letter of appointment with the Company for a period of three years started from 8 October 2018, the listing date of the Company, 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 A\$10,000 was paid for his services for the year ended 31 December 2018. 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.

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 26th Floor, 625 King’s Road, North Point, Hong Kong at 2:00 p.m. on Thursday, 9 May 2019 for the following purposes:-

Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2018;
2. To declare final dividend for the year ended 31 December 2018;
3. (A) (i) To re-elect Mr. Richard Francis Celarc as executive director;
(ii) To re-elect Mr. Lau Chuk Kin as executive director;
(iii) To re-elect Ms. Tang Tsz Ying as executive director;
(iv) To re-elect Mr. Paul Antony Young as non-executive director;
(v) To re-elect Mr. Chan David Yik Keung as independent non-executive director;
(vi) To re-elect Mr. David Ho as independent non-executive director;
(vii) To re-elect Mr. Tsui King Chung David as independent non-executive director; and
(B) To authorise the Board of Directors to fix their remuneration for the year ending 31 December 2019;
4. To re-appoint BDO Limited as the Company’s auditor and authorise the directors to fix their remuneration;

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Special Business

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 (C) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares (the “Shares”) in the capital of the Company or securities convertible into Shares and to make or grant offers, agreement and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) 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) 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, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date 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 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 of the Company 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 of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, 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).”;

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6. 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 of the Company 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
- (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 of the Company by this resolution.”;

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

“THAT conditional upon the resolutions set out in items 5 and 6 in the notice convening this meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and issue Shares pursuant to the resolution set out in item 5 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in item 6 in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”; and

8. To transact any other business of the Company.

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

Hong Kong, 29 March 2019

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:
26/F, 625 King's Road
North Point,
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 6 to 9 May 2019, 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 3 May 2019.
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 on his behalf 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 on his behalf. 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 2:00 p.m. on Tuesday, 7 May 2019. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.
4. 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. Chan David Yik Keung, Mr. David Ho and Mr. Tsui King Chung David as independent non-executive directors.

* *For identification only*