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

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

**If you have sold or transferred** all your shares in **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**

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A notice dated 14 April 2022 convening the annual general meeting of Left Field Printing Group Limited to be held at 25<sup>th</sup> Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Thursday, 16 June 2022 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, 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 Tuesday, 14 June 2022. 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.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the AGM, including:

- compulsory temperature checks and health declarations
- wearing of surgical face masks
- no refreshments will be served

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

14 April 2022

*\*For identification only*

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Coronavirus (COVID-19) epidemic, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Every attendee must wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with latest COVID-19 guidelines issued by the Government of Hong Kong (available at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

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## DEFINITIONS

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*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 25 <sup>th</sup> Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Thursday, 16 June 2022
“AGM Notice”	the notice dated 14 April 2022 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”	6 April 2022, 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
“OPUS”	OPUS Group Pty. Ltd., 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

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## DEFINITIONS

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“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 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

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## LETTER FROM THE BOARD

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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)

*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:*

David Ho

Tsui King Chung David

Lai Wing Hong Joseph

*Headquarter and principal place*

*of business in Australia:*

138 Bonds Road

Riverwood NSW 2210

Australia

14 April 2022

*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 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 and the proposed re-election of retiring directors.

#### **2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 12 May 2021, 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.

\* *For identification only*

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## LETTER FROM THE BOARD

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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.

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

- (i) 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
- (ii) 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:

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## LETTER FROM THE BOARD

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- (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. Richard Francis Celarc, Mr. Paul Antony Young and Mr. Tsui King Chung David (“Mr. Tsui”) 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. Tsui and his 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. Tsui has provided valuable contributions to the Company and demonstrated his ability to exercise independent judgment and provide a balanced and objective view in relation to the Company’s affairs and his extensive experience in his own fields is relevant to the Company’s business. In addition, his educational background and diversity of experience have enabled him 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 his independence based on his annual confirmation of independence and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

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.



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## LETTER FROM THE BOARD

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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 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.

#### 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 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 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 Tuesday, 14 June 2022. 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 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 2021) 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 the Share Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin ( <i>Note 1</i> )	322,852,275	64.74%	71.93%
ER2 Holdings Limited ( <i>Note 1</i> )	313,048,997	62.78%	69.76%
City Apex Ltd. ( <i>Note 1</i> )	312,530,411	62.67%	69.63%
Lion Rock ( <i>Note 1</i> )	296,396,954	59.44%	66.04%
1010 Group Limited ( <i>Note 1</i> )	296,396,954	59.44%	66.04%
Bookbuilders BVI Limited ( <i>Note 1</i> )	296,396,954	59.44%	66.04%
Mr. Richard Francis Celarc ( <i>Note 2</i> )	25,011,987	5.01%	5.58%

*Notes:*

- As at the Latest Practicable Date, Mr. Lau directly held 9,803,278 Shares and was deemed to be interested in 313,048,997 Shares pursuant to Part XV of the SFO. Of 313,048,997 Shares, 296,396,954 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 10.22% 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
- 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.

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 HKD	Lowest HKD
<b>2021</b>		
April	0.58	0.50
May	0.57	0.52
June	0.60	0.51
July	0.60	0.52
August	0.62	0.53
September	0.60	0.53
October	0.67	0.53
November	0.75	0.56
December	0.69	0.62
<b>2022</b>		
January	0.67	0.57
February	0.64	0.56
March	0.61	0.46
April (up to and including the Latest Practicable Date)	0.52	0.49

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

**Mr. Richard Francis Celarc**, aged 65, was appointed as the chairman and an executive director of the Company on 28 May 2018. He is responsible for the overall strategic planning and management of the Group. Mr. Celarc joined the Group in 1979. Mr. Celarc is the chairman of the nomination committee of the Company and an executive director of OPUS. Mr. Celarc completed a Commerce and Accounting certificate course at Bankstown TAFE in Australia. He has more than 40 years of experience in the printing business in Australia and co-founded Ligare Pty Ltd (“Ligare”), an indirect wholly-owned subsidiary of the Company. He was a director of the Print and Visual Communication Association (formerly known as Printing Industries Association of Australia), an organisation providing the industry voice, leadership and support for all businesses in the printing, packaging, graphic design and media technology industry in Australia, from January 2019 to December 2021. 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 was deemed to be interested in 25,011,987 Shares of the Company and has personal interest in 200,000 shares of Lion Rock which is awarded by Lion Rock under a share award scheme with certain conditions imposed 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 starting 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 By-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, a total director’s emolument of HKD1,149,000 was paid to Mr. Celarc for the year ended 31 December 2021. The director’s emolument was 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. Paul Antony Young**, aged 66, was appointed as a non-executive director of the Company on 28 May 2018. Mr. Young is responsible for providing capital market knowledge and assisting in strategic planning of the Group. Mr. Young is a member of the audit committee of the Company. He was a non-executive director of OPUS. He obtained a Master of Economics 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 of Baron Partners Limited (which merged with Henslow Pty Ltd in May 2018) and is a Senior Advisor of Henslow Pty Ltd, both corporate advisory firms. 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 two Australian Securities Exchange (“ASX”) listed companies Byron Energy Limited (ASX: BYE) and Ovato Limited (ASX: OVT), and a formerly ASX listed company Ambition Group Limited. 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 was 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 renewed his service contract with the Company for a period starting from 28 May 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 three months' prior written notice to the other. Pursuant to the service contract, a total director's emolument of HKD402,000 was paid to Mr. Young for the year ended 31 December 2021. The director's emolument was 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. Tsui King Chung David**, aged 75, 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 completed O level examination and A level examination of University of London/Hong Kong respectively. He 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 renewed his service contract with the Company for a period 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 2021. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### 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 25<sup>th</sup> Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 9:30 a.m. on Thursday, 16 June 2022 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 2021;
2. To declare final dividend for the year ended 31 December 2021;
3. (A) (i) To re-elect Mr. Richard Francis Celarc as executive director of the Company;  
(ii) To re-elect Mr. Paul Antony Young as non-executive director of the Company;  
(iii) To re-elect Mr. Tsui King Chung David as independent non-executive director of the Company; and  
(B) To authorise the board of directors of the Company (the “Board”) to fix their remuneration for the year ending 31 December 2022;
4. To re-appoint BDO Limited as the Company’s auditor and authorise the Board to fix their remuneration;

\* *For identification only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (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 by-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



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).

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 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 % 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:

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

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, 14 April 2022

*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 Monday, 13 June 2022 to Thursday, 16 June 2022, 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 registrar 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 4:30 p.m. on Friday, 10 June 2022.
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 Tuesday, 14 June 2022. 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. 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. David Ho, Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph as independent non-executive Directors.