
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 24 April 2025 convening the annual general meeting of Left Field Printing Group Limited to be held at 25th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Friday, 16 May 2025 is set out on pages 14 to 18 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 2:00 p.m. on Wednesday, 14 May 2025. 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.

24 April 2025

**For identification only*

CONTENTS

	<i>page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction.....	3
2. General mandates to issue Shares and repurchase Shares	4
3. Re-election of retiring directors	5
4. Responsibility statement	6
5. Annual general meeting	6
6. Closure of register of members and Record Date.....	6
7. Listing Rules requirement	7
8. Recommendation	7
APPENDIX I – Explanatory statement	8
APPENDIX II – Biographical details of the retiring directors to be re-elected	12
NOTICE OF ANNUAL GENERAL MEETING	14

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 25 th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Friday, 16 May 2025
“AGM Notice”	the notice dated 24 April 2025 convening the AGM as set out on pages 14 to 18 of this circular
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company currently in force
“Close associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Company”	Left Field Printing Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1540)
“Controlling shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 April 2025, 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
“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

DEFINITIONS

“Share(s)”	ordinary share(s) of HKD0.01 each in the capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period as set out in Ordinary Resolution No. 4
“Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“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. 5
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“AUD”	Australian dollar(s), the lawful currency of Australia
“HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

Executive Directors:

Richard Francis Celarc (*Chairman*)

Lau Chuk Kin

Tang Tsz Ying

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Director:

Paul Antony Young

Principal place of business

in Hong Kong:

Level 11 East Wing, NEO

123 Hoi Bun Road, Kwun Tong

Kowloon, Hong Kong

Independent Non-Executive Directors:

Ho Tai Wai David

Tsui King Chung David

Lai Wing Hong Joseph

Headquarter and principal place

of business in Australia:

138 Bonds Road

Riverwood NSW 2210

Australia

24 April 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

** For identification only*

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 17 May 2024, 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 No. 4 and 5 will be proposed at the AGM to seek the approval of the Shareholders to renew these mandates respectively.

Resolutions set out as Ordinary Resolutions No. 4 and 5 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. 4 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. 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, the maximum number of Shares may be repurchased by the Company pursuant to the Share Repurchase Mandate shall be 49,867,182 Shares.

LETTER FROM THE BOARD

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

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

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

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

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

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with No. 84 of the Company’s bye-laws (the “Bye-laws”), Mr. Richard Francis Celarc, Mr. Lau Chuk Kin, Mr. Paul Antony Young, and Mr. Ho Tai Wai David (“Mr. Ho”) will retire at the forthcoming AGM. Mr. Paul Antony Young has informed the Board that he would not offer himself for re-election and accordingly will retire as non-executive director upon the conclusion of the forthcoming AGM. Mr. Richard Francis Celarc, Mr. Lau Chuk Kin and Mr. Ho Tai Wai David, being eligible, offer themselves for re-election.

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

The Nomination Committee has also reviewed the biographical details of Mr. Ho and 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. Ho 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 them to provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. The Nomination Committee had also assessed his independence based on his annual confirmation of independence

LETTER FROM THE BOARD

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.

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 14 to 18 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 2:00 p.m. on Wednesday, 14 May 2025. 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. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

Shareholders whose names appear on the Company's register of members on Friday, 16 May 2025 will be eligible to attend and vote at the AGM. The register of members and transfer books of the Company will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share 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 Monday, 12 May 2025.

LETTER FROM THE BOARD

7. 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

8. 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. 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 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 2024) 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 Shareholder	Number of Shares held	Approximately % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin (<i>Note 1</i>)	340,093,275	68.20%	75.78%
ER2 Holdings Limited (<i>Note 1</i>)	324,256,997	65.02%	72.25%
City Apex Ltd. (<i>Note 1</i>)	323,738,411	64.92%	72.13%
Lion Rock (<i>Note 1</i>)	307,604,954	61.68%	68.54%
1010 Group Limited (<i>Note 1</i>)	307,604,954	61.68%	68.54%
Bookbuilders BVI Limited (<i>Note 1</i>)	307,604,954	61.68%	68.54%
Mr. Richard Francis Celarc (<i>Note 2</i>)	25,259,241	5.07%	5.63%

Notes:

- As at the Latest Practicable Date, Mr. Lau directly held 15,836,278 Shares and was deemed to be interested in 324,256,997 Shares pursuant to Part XV of the SFO. Of 324,256,997 Shares, 307,604,954 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 is held directly by City Apex, ER2 Holdings Limited and Mr. Lau as to 33.52%, 1.08% and 12.10% respectively. City Apex Ltd is owned as to 77.00% by ER2 Holdings Limited. ER2 Holdings Limited is owned as to 69.76% by Mr. Lau. By virtue of Part XV of the SFO, Mr. Lau is deemed to be interested in the said Shares.
- As at the Latest Practicable Date, Mr. Celarc is deemed to be interested in 25,259,241 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) 6,169,917 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. 5 to be proposed at the AGM, the shareholding of the substantial shareholders in the Company would increase to approximately the percentages as set out opposite their respective names in the table above. Such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

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

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

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. CONNECTED PERSONS

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

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

9. SHARE PRICES

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

	Share Price	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2024		
March	0.48	0.45
April	0.47	0.45
May	0.54	0.46
June	0.52	0.48
July	0.52	0.49
August	0.50	0.43
September	0.44	0.41
October	0.42	0.38
November	0.50	0.40
December	0.47	0.44
2025		
January	0.46	0.43
February	0.45	0.43
March	0.48	0.45
April (up to and including the Latest Practicable Date)	0.46	0.37

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

Mr. Richard Francis Celarc, aged 68, was appointed as the chairman and an executive director of the Company on 28 May 2018. Mr. Celarc 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. Mr. Celarc completed a Commerce and Accounting certificate course at Bankstown TAFE in Australia. He has more than 45 years of experience in the printing business in Australia and co-founded Ligare Pty Ltd (“Ligare”), an indirect wholly-owned subsidiary of the Company. 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 25,259,241 Shares of the Company 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) 6,169,917 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. Mr. Celarc has personal interest in 200,000 shares of Lion Rock. 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 Bye-laws. Such service contract is subject to termination by either party giving not less than three months’ prior written notice to the other. The Company also entered into a consultancy arrangement with Angrich Pty Limited, a company wholly-owned by Mr. Celarc. Pursuant to the service contract and consultancy agreement with Angrich Pty Limited, a total director’s emolument and fees of HKD1,318,273 was paid to Mr. Celarc for the year ended 31 December 2024. 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. Lau Chuk Kin, aged 72, was appointed as a director on 23 April 2018 and re-designated as an executive director of the Company on 28 May 2018. Mr. Lau is responsible for the overall strategic planning and management of the Group. Mr. Lau is a member of the remuneration committee of the Company. Mr. Lau obtained a Bachelor of Arts degree from the University of Minnesota in the United States and a Master of Business Administration degree from the Chinese University of Hong Kong. Mr. Lau has over 30 years of experience in the printing business. Mr. Lau is an executive director of Lion Rock Group Limited (“Lion Rock”), a controlling shareholder of the Company whose issued shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1127) and the Quarto Group Inc, as a subsidiary of Lion Rock which was listed on London Stock Exchange before it was delisted in January 2024.

As at the Latest Practicable Date, Mr. Lau was deemed to be interested in 340,093,275 Shares of the Company through his personal interests and corporate interests. Of 324,256,997 corporate interests, 307,604,954 Shares, 16,133,457 Shares and 518,586 Shares are beneficially owned through Bookbuilders BVI Limited (“Bookbuilders BVI”), City Apex Ltd. (“City Apex”) and ER2 Holdings Limited (“ER2 Holdings”), respectively. Bookbuilders BVI is a wholly-owned subsidiary of 1010 Group Limited (“1010 Group”) and an indirect wholly-owned subsidiary of Lion Rock. Lion Rock is held directly by City Apex, ER2 Holdings and Mr. Lau as to 33.52%, 1.08% and 12.10% respectively. City Apex is owned as to 77.00% by ER2 Holdings. ER2 Holdings is owned as to 69.76% by Mr. Lau.

Mr. Lau is a director of ER2 Holdings, City Apex., Lion Rock, 1010 Group and Bookbuilders BVI, the controlling shareholders of the Company. Save as aforesaid, Mr. Lau did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Lau has entered into a service contract with the Company for an initial term of three years started from 28 May 2018 and thereafter continued on a month to month basis. He is subject to retirement by rotation and re-election in accordance with the Bye-laws. Such service contract is subject to termination by either party giving not less than three months' prior written notice to the other. Pursuant to the service contract, no emolument was paid to Mr. Lau for the year ended 31 December 2024. 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. Ho Tai Wai David, aged 76, was appointed as an independent non-executive director of the Company on 8 October 2018. He is the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. He is responsible for supervising and providing independent advice to the Board. Mr. Ho obtained a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ho has over 40 years of experience in finance and accounting and held management positions in various companies prior to his retirement in 2007. Mr. Ho is an independent non-executive director of Build King Holdings Limited (stock code: 240), Road King Infrastructure Limited (stock code: 1098) and Lion Rock Group Limited, a substantial shareholder of the Company (stock code: 1127), all of which are companies listed on the Stock Exchange of Hong Kong. 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 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. 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 a service contract with the Company for 2 years from 1 January 2024 to 31 December 2025 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 HKD240,000 was paid for his services for the year ended 31 December 2024. 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 25th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Friday, 16 May 2025 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 2024;
2. (A) (i) To re-elect Mr. Richard Francis Celarc as executive director of the Company;
(ii) To re-elect Mr. Lau Chuk Kin as executive director of the Company;
(iii) To re-elect Mr. Ho Tai Wai, David as independent non-executive director of the Company;
- (B) To authorise the remuneration committee of the Company to fix remuneration of executive directors for the year ending 31 December 2025;
- (C) (i) To approve the remuneration of Mr. Ho Tai Wai, David, independent non-executive director, for the year ending 31 December 2025 at total remuneration, which includes fee, salaries and allowances and post-employment benefits, of not exceeding HKD240,000;
(ii) To approve the remuneration of Mr. Lai Wing Hong, Joseph, independent non-executive director, for the year ending 31 December 2025 at total remuneration, which includes fee, salaries and allowances and post-employment benefits, of not exceeding HKD240,000;

* For identification only

NOTICE OF ANNUAL GENERAL MEETING

- (iii) To approve the remuneration of Mr. Tsui King Chung, David, independent non-executive director, for the year ending 31 December 2025 at total remuneration, which includes fee, salaries and allowances and post-employment benefits, of not exceeding HKD240,000; and
 - (D) To authorise the Board of Directors to fix remuneration of each newly appointed non-executive director, if any, for the year ending 31 December 2025 at total remuneration of not exceeding HKD240,000.
3. To re-appoint BDO Limited as the Company's auditor and authorise the board of directors of the Company (the "Board") to fix their remuneration;

Special Business

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

"THAT:-

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

NOTICE OF ANNUAL GENERAL MEETING

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
- (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).

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT**:-

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (C) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To transact any other business of the Company.

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

Hong Kong, 24 April 2025

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Tuesday, 13 May 2025 to Friday, 16 May 2025, during which period no transfer of Shares can be registered. **In order to qualify for attending and voting at the annual general meeting**, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share register and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30p.m. on Monday, 12 May 2025.
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 2:00 p.m. on Wednesday, 14 May 2025. Completion and return of the proxy form will not preclude the members of the Company from attending and voting at the annual general meeting or any adjournment thereof should they so wish.
4. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 10:00 a.m. on Friday, 16 May 2025, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
5. There will be no distribution of gifts or service of refreshments at the Annual General Meeting.
6. As at the date of this notice, the Board comprises Mr. Richard Francis Celarc, Mr. Lau Chuk Kin and Ms. Tang Tsz Ying as executive Directors; Mr. Paul Antony Young as non-executive Director; Mr. Ho Tai Wai David, Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph as independent non-executive Directors.