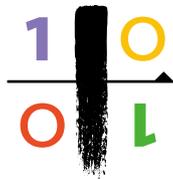


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## **1010 PRINTING GROUP LIMITED**

**匯星印刷集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

Stock Code: 1127

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the members of 1010 Printing Group Limited (the “Company”) will be held at 26th Floor, 625 King’s Road, North Point, Hong Kong on Monday, 22 April 2013 at 10:00 a.m. for the following purposes:–

#### **ORDINARY RESOLUTIONS**

##### **Ordinary Business**

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2012;
2. (A) (i) To re-elect Mr. Lau Chuk Kin as executive director;  
(ii) To re-elect Mr. Li Hoi, David as executive director;  
(iii) To re-elect Mr. Lam Wing Yip as executive director;  
(iv) To re-elect Mr. Yeung Ka Sing as independent non-executive director;  
and  
(B) To authorise the Board of Directors to fix their remuneration for the year ending 31 December 2013;
3. To re-appoint BDO Limited as the Company’s auditor and authorise the directors to fix their remuneration;

\* *For identification purposes only*

## 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** conditional upon the approval of the shareholders of Cinderella Media Group Limited and the Listing Committee of the Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of options granted under the share option scheme of the Company, the rules of the proposed share option scheme of the Company (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options thereunder and to allot and issue shares of the Company pursuant to the exercise of the options and to execute such documents and do all such acts as they may in their absolute discretion consider necessary or expedient for the foregoing purpose.”

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

“**THAT**:–

- (A) subject to paragraph (C) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares (the “Shares”) in the capital of the Company or securities convertible into Shares and to make or grant offers, agreement and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements

providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution, and the said approval shall be limited accordingly; and

(D) for the purpose of this resolution:

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

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

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

**“THAT:–**

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

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

**“THAT** conditional upon the resolutions set out in items 5 and 6 in the notice convening this meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and issue Shares pursuant to the resolution set out in item 5 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or

unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in item 6 in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

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

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution):

- (a) (i) where fully paid rights shares are issued pursuant to the terms of the rights issue (“Rights Issue”, details of which are set out in the Company’s prospectus dated 15 March 2013) on or before the Record Date (as defined below in this resolution), an amount of not more than HK\$700,000 standing to the credit of a reserve account of the Company (including, but not limited to, the share premium account and the contributed surplus account), be capitalised and the Directors be and are hereby authorised to apply such amounts in paying up in full at par not more than 70,000,000 new shares of HK\$0.01 each in the capital of the Company,
- (ii) where the fully paid rights shares are not issued pursuant to the terms of the Rights Issue on or before the Record Date (as defined below in this resolution), an amount of not more than HK\$500,000 standing to the credit of a reserve account of the Company (including, but not limited to, the share premium account and the contributed surplus account), be capitalised and the Directors be and are hereby authorised to apply such amounts in paying up in full at par not more than 50,000,000 new shares of HK\$0.01 each in the capital of the Company,

such new shares to be allotted, issued and distributed, credited as fully paid (the “Bonus Shares”), to the members of the Company whose names appear on the principal or branch register of members of the Company in Bermuda or Hong Kong respectively (collectively referred to as the “Register of Members”) as at the close of business on 2 May 2013 (the “Record Date”), other than to those members whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong and we have assumed that no further Shares or securities convertible or exchangeable into Shares will have been issued. The Directors after making enquiries, consider it to be necessary or expedient on account either of legal restrictions under the

laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend (the “Overseas Shareholders”), on the basis of one (1) Bonus Share for every ten (10) existing shares of HK\$0.01 each in the capital of the Company then held by them respectively;

- (b) arrangements shall be made for the Bonus Shares which would otherwise have been issued to Overseas Shareholders to be sold in the market as soon as possible after dealings in the Bonus Shares commence, if a premium (net of expenses) can be obtained and the net proceeds of such sales, after deduction of expenses, shall be distributed in Hong Kong dollar to Overseas Shareholders on a pro rata basis and be sent to them, at their own risk, as soon as possible unless individual amount falling to be distributed to any Overseas Shareholder is less than HK\$100, in which case such amount shall be retained for the benefit of the Company;
- (c) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and bye-laws of the Company, rank pari passu in all respects with the existing issued shares of HK\$0.01 each in the capital of the Company, except that they will not be eligible for the bonus issue of shares mentioned in this resolution; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment, issue and distribution of the Bonus Shares, including but not limited to determining the amounts to be capitalised out of a reserve account of the Company (including, but not limited to, the share premium account and the contributed surplus account) and the number of unissued shares to be allotted, issued and distributed as Bonus Shares in the manner referred to in paragraph (a) of this resolution and making any arrangement for the sale of the Bonus Shares as referred to in paragraph (b) of this resolution.”

9. To transact any other business of the Company.

By Order of the Board  
**Lau Chuk Kin**  
*Director*

Hong Kong, 19 March 2013

*Principal Office:*  
Units 2&3, 5/F, Lemmi Centre  
50 Hoi Yuen Road, Kwun Tong  
Kowloon, Hong Kong

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of 2 or more shares in the Company may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company.
2. The form of proxy and the power of attorney or other authority under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or its adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting convened.
3. As at the date of this notice, the Board comprises Yang Sze Chen, Peter, Lau Chuk Kin, Li Hoi, David and Lam Wing Yip as executive directors, Yeung Ka Sing, Lee Hau Leung, Tsui King Chung, David and Ng Lai Man, Carmen as independent non-executive directors.