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LION ROCK GROUP LIMITED

獅子山集團有限公司*

(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 Lion Rock Group Limited (the “Company”) will be held at 26th Floor, 625 King’s Road, North Point, Hong Kong on Friday, 8 May 2020 at 10:30 a.m. 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 2019;
2. To approve the declaration of a final dividend for the year ended 31 December 2019 of HK4 cents per ordinary share of the Company;
3. (A) (i) To re-elect Ms. Lam Mei Lan as executive director;
(ii) To re-elect Mr. Guo Junsheng as non-executive director;
(iii) To re-elect Prof. Lee Hau Leung as independent non-executive director; and
(B) To authorise the Board of Directors to fix their remuneration for the year ending 31 December 2020;
4. To re-appoint BDO Limited as the Company’s auditors and authorise the directors of the Company (the "**Directors**") to fix their remuneration;

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** conditional upon the fulfilment of all conditions precedent of the Distribution in Specie (the details of which are disclosed in the Company's circular dated 3 April 2020 (the "**Circular**")):

- (A) the payment of a special dividend by the Company in the form of a distribution in specie ("**Distribution in Specie**") of 48,125,000 shares in the issued and paid-up share capital of Left Field Printing Group Limited ("**Left Field**") entitled to be received by the Company from 1010 Group Limited pursuant to the Subsidiary Distribution (as defined in the Circular), to the Qualifying Shareholders (as defined in the Circular) whose names appear on the register of members of the Company on the Record Date (as defined in the Circular) on a basis of 1 share in Left Field for every 16 shares in the capital of the Company held by a Qualifying Shareholder, rounded down to the nearest whole number of shares in Left Field where such calculation results in fractional shares in Left Field to be distributed, subject to such exclusions or other arrangements as the Directors may deem necessary, desirable or expedient in relation to fractional entitlements and all the transactions contemplated by the Distribution in Specie, including where applicable, any distribution out of the retained earnings account and the contributed surplus account of the Company, be and are hereby approved; and
- (B) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other documents (if any) and to take all such steps as the Directors deem necessary, desirable or expedient to implement and/or give effect to the Distribution in Specie, including but not limited to, the determination of the exact amount to be distributed out of the retained earnings account and the contributed surplus account of the Company under this resolution, the determination of the mechanism and manner of the transfer or distribution of shares in Left Field, fixing, re-fixing or making any variations to the Record Date (as defined in the Circular) and any other aspects of the Distribution in Specie and the execution, amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company."
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 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 (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to allot, issue and otherwise deal with Shares unissued 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, 5% 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 5% 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).

7. 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 powers of the Company to purchase Shares 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 is hereby 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 Shares in issue as at the date of the passing of this resolution; 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.”

8. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 to HK\$15,000,000 by the creation of an additional 500,000,000 shares of HK\$0.01 each in the capital of the Company and the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the increase in authorised share capital.”
9. To transact any other business of the Company.

By Order of the Board
Lau Chuk Kin
Executive Director

Hong Kong, 3 April 2020

Principal Office:
26/F, 625 King’s Road
North Point
Hong Kong

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

Notes:

1. The register of members of the Company will be closed from Tuesday, 5 May 2020 to Friday, 8 May 2020, 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, 4 May 2020.
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 instead 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 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 10:30a.m. on Wednesday, 6 May 2020. Completion and return of the proxy form will not preclude you from attending the meeting should you 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 8:30 a.m. on Friday, 8 May 2020, 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. As at the date of this Notice, the Board comprises Lau Chuk Kin, Lam Mei Lan and Chu Chun Wan as executive directors, Li Hoi, David, Guo Junsheng as non-executive directors, Yeung Ka Sing, Lee Hau Leung and Ng Lai Man, Carmen as independent non-executive directors.

** For identification only*