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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Elegance Commercial and Financial Printing Group Limited (the “Company”), 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 transfer was effected for transmission to the purchaser or transferee.

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### ELEGANCE COMMERCIAL AND FINANCIAL PRINTING GROUP LIMITED

### 精雅商業財經印刷集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8391)

#### PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
  - (2) RE-ELECTION OF RETIRING DIRECTORS,
  - AND
  - (3) NOTICE OF ANNUAL GENERAL MEETING
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A notice convening the annual general meeting (“AGM”) of the Company to be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 29 August 2019 at 3:30 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.elegance.hk](http://www.elegance.hk)). Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding such meeting (i.e. not later than 3:30 p.m. on Tuesday, 27 August 2019) or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.**

31 July 2019

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 convened and held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 29 August 2019 at 3:30 p.m., the notice of which is set out on pages 18 to 23 of this circular, or any adjournment thereof;
“AGM Notice”	the notice convening the AGM which is set out on pages 18 to 23 of this circular;
“Articles” or “Articles of Association”	the articles of association of the Company as amended from time to time;
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Board”	the board of Directors of the Company;
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Company”	Elegance Commercial and Financial Printing Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are traded on GEM (stock code: 8391);
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified and supplemented from time to time;
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules;

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	26 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Date”	11 May 2018, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM;
“Predecessor Companies Ordinance”	the former Companies Ordinance (Chapter 32 of the Laws of Hong Kong) effective before 3 March 2014;
“Prospectus”	the prospectus of the Company dated 30 April 2018 issued in connection with the listing of Shares on GEM;

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## DEFINITIONS

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“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of the Company on the Stock Exchange up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time;
“%”	per cent.

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## LETTER FROM THE BOARD

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### ELEGANCE COMMERCIAL AND FINANCIAL PRINTING GROUP LIMITED

### 精雅商業財經印刷集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8391)**

*Executive Directors:*

Mr. So Wing Keung

*(Chairman and Chief Executive Officer)*

Mr. Leung Shu Kin

*Independent Non-executive Directors:*

Mr. Kwong Chi Wing

Mr. Chan Ka Yeung

Mr. Tam Ka Hei Raymond

*Registered Office:*

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Room 2402, China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

31 July 2019

*To all Shareholders,*

Dear Sir or Madam,

#### **PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in connection with the proposals at the AGM to (i) grant the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) re-elect the retiring Directors; and (iii) give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

#### The Issue Mandate

During the annual general meeting of the Company held on 30 August 2018, a general unconditional mandate was granted to the Directors on 30 August 2018 to allot, issue and deal with the Shares. The general mandate to issue Shares will remain in effect 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 Articles of Association, the Companies Laws or other applicable laws to be held; or
- (iii) the time when such mandate is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, ordinary resolutions nos. 4(A) and 4(C) as set out in the AGM Notice will be proposed to give the Directors fresh general mandates to allot, issue and deal with (i) new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution no. 4(A) as set out in the AGM Notice (being a maximum of 88,000,000 new Shares based on a total of 440,000,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased between the Latest Practicable Date and the AGM) plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution. The Issue Mandate shall remain in force until 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 Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.



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## LETTER FROM THE BOARD

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### **The Repurchase Mandate**

During the annual general meeting of the Company held on 30 August 2018, a general unconditional mandate was granted to the Directors on 30 August 2018 to repurchase Shares. The general mandate to repurchase Shares will remain in effect 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 Articles of Association, the Companies Laws or other applicable laws to be held; or
- (iii) the time when such mandate is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

At the forthcoming AGM, an ordinary resolution, which if passed, will grant the Directors a general and unconditional mandate to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution no. 4(B) as set out in the AGM Notice (being a maximum of 44,000,000 new Shares based on a total of 440,000,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased between the Latest Practicable Date and the AGM) at any time during the period ended on 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 Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

### **EXTENSION OF ISSUE MANDATE**

During the AGM, a separate ordinary resolution will be proposed to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. So Wing Keung and Mr. Leung Shu Kin; and the independent non-executive Directors were Mr. Kwong Chi Wing, Mr. Chan Ka Yeung, and Mr. Tam Ka Hei Raymond.

Article 108(a) of the Articles of Association states that “Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”

Article 112 of the Articles of Association states that “Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.”

In accordance with articles 108(a) and 112 of the Articles of Association, Mr. Kwong Chi Wing, Mr. Chan Ka Yeung and Mr. Tam Ka Hei Raymond (collectively, the “**Retiring Directors**”) will retire at the AGM and are eligible for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The nomination committee of the Company has assessed and reviewed the written confirmation of each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all the independent non-executive Directors, including, Mr. Kwong Chi Wing, Mr. Chan Ka Yeung and Mr. Tam Ka Hei Raymond remain independent. The nomination committee of the Company has also evaluated the performance of the Retiring Directors and found their performance satisfactory. With the recommendation of the nomination committee of the Company, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective proposals for re-election by the Shareholders.

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## LETTER FROM THE BOARD

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### RE-APPOINTMENT OF INDEPENDENT AUDITORS

The Board proposes to re-appoint Mazars CPA Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will be proposed to authorise the Board to fix the auditor's remuneration. Mazars CPA Limited has indicated its willingness to be re-appointed as the Company's independent auditors for the said period.

### AGM

A notice of the AGM is set out on pages 18 to 23 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use in connection with the AGM is enclosed with this circular and such form of proxy is also published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.elegance.hk](http://www.elegance.hk). Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on Tuesday, 27 August 2019) or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or its adjournment should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

### VOTING BY POLL AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the AGM Notice which is put to vote at the AGM shall be decided by poll. The Company will appoint a scrutineer to handle vote-taking procedures at the AGM. The results of the poll will be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.elegance.hk](http://www.elegance.hk) as soon as possible after the conclusion of the AGM.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 August 2019 to Thursday, 29 August 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 August 2019.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board considers that the Issue Mandate, the Extension Mandate, the Repurchase Mandate, the re-election of the Retiring Directors, and the re-appointment of the Company's independent auditors are in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Elegance Commercial and Financial  
Printing Group Limited**  
**Mr. So Wing Keung**  
*Chairman and Chief Executive Officer*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.*

*The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

### **1. REPURCHASES OF SHARES**

As at the Latest Practicable Date, the issued share capital of the Company comprised 440,000,000 Shares.

Subject to the passing of the resolution set out in item 4(B) of the AGM Notice in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 44,000,000 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

### **3. FUNDING OF REPURCHASES**

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the memorandum of association and the Articles, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. Under the Cayman Islands laws, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares. There might 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 March 2019) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
July	0.520	0.265
August	0.620	0.390
September	1.030	0.520
October	1.370	0.790
November	1.480	0.234
December	0.335	0.222
<b>2019</b>		
January	0.265	0.185
February	0.230	0.161
March	0.205	0.150
April	0.830	0.150
May	0.350	0.200
June	0.320	0.192
July (up to the Latest Practicable Date)	0.400	0.250

**5. UNDERTAKING AND GENERAL**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association and the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. TAKEOVERS CODE**

If as a result of a 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. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of 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 of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Mr. So Wing Keung, together with his associates and parties acting in concert with him, directly or indirectly, owns an aggregate of 330,000,000 Shares, representing approximately 75% of the issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Mr. So Wing Keung and his associates and parties acting in concert with him would be increased to approximately 83.3% of the issued share capital of the Company.

The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate. The Directors have no present intention to repurchase Shares to an extent that will trigger

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares have been made by the Company during the past six months immediately preceding the Latest Practicable Date (whether on GEM or otherwise).



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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### DETAILS OF RETIRING DIRECTORS

The details of the three Directors, who will retire and will be proposed to be re-elected at the AGM are set out as follows:

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

##### **Mr. Kwong Chi Wing (鄺洽榮) (“Mr. Kwong”)**

Mr. Kwong, aged 41, was appointed as an independent non-executive Director of our Company on 19 April 2018, and is primarily responsible for supervising and providing independent judgment to the Board. He is the chairman of the audit committee and a member of the nomination committee.

Mr. Kwong has experience in accounting, auditing, corporate finance and financial management. Since September 2001, Mr. Kwong has worked in a number of accounting firms and private and public companies, serving positions such as accountant, audit manager, and finance manager. From May 2012 to February 2014, Mr. Kwong served as the financial controller of Topping Win International Limited. From March 2014 to October 2015, he served as the financial controller of Global Swimwear Limited. From November 2015 to 2018, Mr. Kwong served as the chief financial officer of Fook Tai Jewellery Group Limited. Currently, he has served as the chief financial officer of Global Development Holdings Limited.

Mr. Kwong obtained a higher diploma in accountancy from the City University of Hong Kong in November 1999 and a bachelor’s degree in accountancy from the Hong Kong Polytechnic University in November 2002. He has been an associate of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) since April 2004 and a fellow of the Association of Chartered Certified Accountants in May 2009.

Mr. Kwong entered into an appointment letter with the Company as an independent non-executive Director on 19 April 2018 for a term of three years commencing from 11 May 2018, unless terminated by not less than three months’ notice in writing served by either party. Pursuant to the appointment letter, Mr. Kwong is entitled to a fixed salary of HK\$120,000 per annum payable monthly. He is subject to retirement by rotation at the AGM of the Company at least once every three years and his remuneration is determined in accordance with his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company (the “**Remuneration Committee**”).

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Mr. Chan Ka Yeung (陳嘉陽) (“Mr. Chan”)**

Mr. Chan, aged 38, started his career in finance, having worked for several banks and financial institutions such as KBC Bank and Bank of America as a Trader in various financial instruments. He has over 15 years’ experience and is currently a General Manager for a local company overseeing its operations, responsible for its financial planning, business strategy and development.

Mr. Chan holds a master degree of engineering in Operations Research and Information Engineering (financial engineering concentration) from Cornell University in May 2004 and a bachelor degree of science in Economics and Computer Science from University of Wisconsin, Madison in December 2002.

Mr. Chan has entered into a letter of appointment with the Company for a fixed term of three years with effect from 1 July 2019 in his capacity as an independent non-executive Director, unless terminated in accordance with the said letter of appointment. Pursuant to the letter of appointment, Mr. Chan is entitled to a remuneration of HK\$10,000 per month which has been determined and will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Group and the Group’s remuneration policy. He is subject to retirement by rotation at the AGM of the Company at least once every three years.

### **Mr. Tam Ka Hei Raymond (譚家熙) (“Mr. Tam”)**

Mr. Tam, aged 38, obtained his bachelor of arts degree in Accounting and Finance with Computing from University of Kent, the United Kingdom in July 2002.

Mr. Tam has over 10 years of experience in corporate finance. He has been appointed as an independent non-executive Director of Til Enviro Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 01790) since 4 October 2018. He is currently an associate director of the corporate finance department at Yu Ming Investment Management Limited and a licensed holder to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. Mr. Tam had previously gained solid corporate finance and accounting experience through his work experience with First Shanghai Capital Limited, a company licensed to carry on Type 6 (advising on corporate finance) regulated activities under the SFO, and Ernst & Young.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Tam has entered into a letter of appointment with the Company for a fixed term of three years with effect from 1 July 2019 in his capacity as an independent non-executive Director, unless terminated in accordance with the said letter of appointment. Pursuant to the letter of appointment, Mr. Tam is entitled to a remuneration of HK\$10,000 per month which has been determined and will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Group and the Group's remuneration policy. He is subject to retirement by rotation at the AGM of the Company at least once every three years.

Save as disclosed herein, each of Mr. Kwong, Mr. Chan and Mr. Tam has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as disclosed herein, each of Mr. Kwong, Mr. Chan and Mr. Tam does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed herein, each of Mr. Kwong, Mr. Chan and Mr. Tam does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of each of Mr. Kwong, Mr. Chan and Mr. Tam that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the AGM Notice which is put to vote at the AGM shall be decided by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (i.e., he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to the Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the AGM.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ELEGANCE COMMERCIAL AND FINANCIAL PRINTING GROUP LIMITED

### 精雅商業財經印刷集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8391)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Elegance Commercial and Financial Printing Group Limited (the “**Company**”) will be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 29 August 2019 at 3:30 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and, together with the report of the directors of the Company (collectively the “**Directors**” and each a “**Director**”) and report of the independent auditors of the Company for the year ended 31 March 2019;
2. To pass the following resolutions, each as a separate resolution:
  - a. To re-elect Mr. Kwong Chi Wing as an independent non-executive Director;
  - b. To re-elect Mr. Chan Ka Yeung as an independent non-executive Director;
  - c. To re-elect Mr. Tam Ka Hei Raymond as an independent non-executive Director; and
  - d. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint Mazars CPA Limited as independent auditors of the Company and to authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) “**THAT:**

- a. subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- b. the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or 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 adoption or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding;
  - (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

- d. for the purpose of this resolution:

**“Relevant Period”** means the period from passing of this resolution until whichever is the earlier 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 articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement 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 any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- a. subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on the GEM of The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable

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## NOTICE OF ANNUAL GENERAL MEETING

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laws and regulations of Cayman Islands, articles of association of the Company and the requirements of the GEM Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;

- b. the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- c. for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier 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 articles of association of the Company or any applicable laws of Cayman Islands to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the aggregate nominal amount of the share capital of the Company which are to be purchased by the Company pursuant to the authority granted to the directors of the Company mentioned in resolution numbered 4(B) shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by



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## NOTICE OF ANNUAL GENERAL MEETING

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the directors of the Company pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board  
**Elegance Commercial and Financial  
Printing Group Limited**  
**Mr. So Wing Keung**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 July 2019

*Principal Place of Business in Hong Kong:*

Room 2402, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting (i.e. not later than 3:30 p.m. on Tuesday, 27 August 2019) or any adjournment thereof.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 August 2019 to Thursday, 29 August 2019, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 August 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should he so wish.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises (i) Mr. So Wing Keung and Mr. Leung Shu Kin as executive Directors; and (ii) Mr. Kwong Chi Wing, Mr. Chan Ka Yeung and Mr. Tam Ka Hei Raymond as independent non-executive Directors.*