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東方企控集團有限公司

ORIENTAL ENTERPRISE HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 18)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Oriental Enterprise Holdings Limited (the “**Company**”) will be held at 4th Floor, Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong on Wednesday, 17 August 2022 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2022.
2. To declare a final dividend HK3 cents per share of the Company (the “**Share(s)**”) as recommended by the board of directors (the “**Board**”).
3. To declare a special dividend HK3 cents per Share as recommended by the Board.
4. (i) (a) To re-elect Mr. Ching-fat MA as an executive director of the Company (the “**Director(s)**”);
(b) To re-elect Mr. Dominic LAI as a non-executive Director;
(c) To re-elect Mr. Yau-nam CHAM as an independent non-executive Director;
and
(ii) To authorise the Board to fix the Directors’ remuneration.
5. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass, with or without modifications, each of the following resolutions as an ordinary resolutions and special resolution:

ORDINARY RESOLUTIONS

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.”

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) 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 rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into Shares; (iii) the exercise of options granted under any share option scheme or any similar arrangement for the time being adopted for the grant or issue to eligible persons prescribed thereunder of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of the issued Shares as at the time 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 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 Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of shares or issue of options, warrants or other convertible securities giving the right to subscribe for the Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares or, where appropriate, such other securities (subject in all cases to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

8. “**THAT** subject to the passing of ordinary resolutions numbered 6 and 7 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company pursuant to ordinary resolution numbered 7(a) set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 6 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

By order of the board of
Oriental Enterprise Holdings Limited
Ka-bong WONG
Company Secretary

Hong Kong, 15 July 2022

Notes:

1. A member of the Company entitled to attend and vote at the AGM may appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and attend and vote on his/her/its behalf at the AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same power on behalf of such member of the Company which he/she/they represent as such member of the Company could exercise.
2. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The register of members of the Company will be closed from Thursday, 11 August 2022 to Wednesday, 17 August 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant Share certificates must be deposited at the Company's share registrar, Tricor Friendly Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 10 August 2022.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's registered office at Oriental Media Centre, 23 Dai Cheong Street, Tai Po Industrial Estate, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Subject to the Shareholders' approval at the AGM, the proposed final dividend and special dividend will be distributed to the Shareholders whose names appear on the register of members of the Company on Thursday, 25 August 2022. The register of members of the Company will be closed on Thursday, 25 August 2022. In order to qualify for payment of the proposed final dividend and special dividend, all transfers accompanied by the relevant Share certificates must be deposited at the Company's Share registrar, Tricor Friendly Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 24 August 2022.
8. An explanatory statement regarding the general mandate for the buy-back of the Shares sought in resolution numbered 6 is set out in the Appendix to the circular of the Company dated 15 July 2022 of which this notice forms part.

9. In relation to the resolution numbered 4 set out in the notice of annual general meeting above, Mr. Ching-fat MA, Mr. Dominic LAI and Mr. Yau-nam CHAM will retire at the AGM and, all of them being eligible, have offered themselves for re-election at the AGM. Brief biographical and other details of the above directors are set out in the circular of the Company dated 15 July 2022.
10. In the event that a typhoon signal no.8 (or above) or a black rainstorm warning is in effect at any time from 9:00 a.m. to 11:00 a.m. on the day of the AGM, the AGM will be automatically postponed to Thursday, 18 August 2022 at the same time and same venue. Shareholders may call the Company's hotline at (852) 3600 0000 to enquire about the arrangement of the AGM.
11. Further announcement will be made by the Company if the AGM cannot be held as scheduled due to the social distancing measures then in place.

As at the date hereof, the Board comprises seven Directors, of which three are executive Directors, namely Mr. Ching-fat MA (Chairman), Mr. King-ho MA (Vice Chairman) and Mr. Shun-chuen LAM (Chief Executive Officer), one non-executive Director, namely Mr. Dominic LAI and three independent non-executive Directors, namely Mr. Yau-nam CHAM, Mr. Ping-wing PAO and Mr. Yat-fai LAM.