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

If you have sold or transferred all your shares in 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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LEFT FIELD
Printing Group Limited

LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

**(1) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO
THE DISPOSAL OF THE ISSUED SHARES OF THE TARGET
COMPANY;
(2) POSSIBLE PAYMENT OF SPECIAL DIVIDEND OF
HK\$0.30 PER SHARE;
(3) PROPOSED CONTINUING CONNECTED TRANSACTIONS; AND
(4) NOTICE OF SGM**

Financial Adviser to the Company

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



紅日資本有限公司
RED SUN CAPITAL LIMITED

Capitalised terms used in this cover shall have the same meanings as defined in this Circular.

A letter from the Board is set out on pages 6 to 29 of this Circular. A letter of recommendation from the Independent Board Committee to the Independent Shareholders is set out on pages 30 to 31 of this Circular. A letter from Red Sun Capital Limited, the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps), is set out on pages 32 to 59 of this Circular.

A notice convening the SGM to be held at 25th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 August 2026 at 9:00 a.m. is set out on pages 96 to 99 of this Circular. A form of proxy for use at the SGM is sent to the Shareholders together with this Circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.leftfieldprinting.com>). Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

* For identification purposes only

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following respective meanings:

“Anglo Chinese”	Anglo Chinese Corporate Finance, Limited, a corporation licensed 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, which is the financial adviser to the Company in relation to the Transaction
“associate(s)”	the meaning ascribed to it under the Listing Rules
“AUD”	Australian dollars, the lawful currency of Australia
“Australia”	the Commonwealth of Australia
“Board”	the board of Directors of the Company
“Business Day”	a day (excluding a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m. and is not lowered at or before 5:00 p.m. or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 5:00 p.m. and is not discontinued at or before 5:00 p.m.) on which licensed banks in Hong Kong and Australia are generally open for business throughout their normal business hours
“Business Valuation Report”	the business valuation report issued by the Independent Valuer in respect of the Target Group as at 31 March 2026, the text of which is set out in Appendix II to this Circular
“BVI”	British Virgin Islands
“CanPrint”	CanPrint Communications Pty Limited, a company incorporated in Australia with limited liability, being a direct wholly-owned subsidiary of Union Offset and an indirect wholly-owned subsidiary of the Company
“Circular”	this circular
“Company”	Left Field Printing Group Limited (澳獅環球集團有限公司*), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board (stock code: 1540) and a non-wholly-owned subsidiary of Lion Rock
“Completion”	completion of the Transaction pursuant to the Sale and Purchase Agreement

DEFINITIONS

“Completion Date”	the 10th Business Day following notification of fulfilment (or waiver, as the case may be) of the Conditions, or such other Business Day as may be agreed by the Purchaser and the Vendor in writing
“Condition(s)”	the condition(s) precedent to the Transaction as set out in the Sale and Purchase Agreement and summarised herein which are required to be satisfied or waived (where applicable) on or before the Long Stop Date
“connected person(s)”	the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration for the sale and purchase of the Sale Shares, being HK\$132,000,000
“Contributed Surplus”	the contributed surplus within the equity section of the Company’s statement of financial position
“controlling shareholder”	the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Griffin”	Griffin Press Printing Pty Ltd, a company incorporated in Australia with limited liability, being a direct wholly-owned subsidiary of the Target Company
“Group”	the Company and its subsidiaries, and where the context requires, excluding the Target Group after Completion
“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
“IFA” or “Independent Financial Adviser”	Red Sun Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps)
“IFRS”	the International Financial Reporting Standards issued by the International Accounting Standards Board

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“Independent Board Committee”	an independent committee of the Board (comprising Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph, being the independent non-executive Directors of the Company but excluding Mr. Ho Tai Wai David, who is an independent non-executive Director of both the Company and Lion Rock) established for the purpose of advising the Independent Shareholders in respect of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps)
“Independent Shareholder(s)”	the Shareholder(s) (other than Lion Rock and its associates, as “associate”, as defined under the Listing Rules, including the Purchaser) who are not interested in the Sale and Purchase Agreement and are not required under the Listing Rules to abstain from voting at the SGM to approve the same, the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps)
“Independent Third Party(ies)”	third party(ies) independent of and not connected (as “connected” is defined under the Listing Rules) with the Company and connected person(s) of the Company
“Independent Valuer”	Valtech Valuation Advisory Limited
“Latest Practicable Date”	6 August 2026, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein
“Ligare”	Ligare Pty Ltd, a company incorporated in Australia with limited liability, being an indirect wholly-owned subsidiary of the Company
“Lion Rock”	Lion Rock Group Limited (獅子山集團有限公司*), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board (stock code: 1127) and being the controlling shareholder of the Company
“Lion Rock Group”	Lion Rock and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 October 2026 or such other day (being a Business Day) as may be agreed by the Purchaser and the Vendor in writing as the date by which the Conditions must be fulfilled or (where permitted) waived
“Main Board”	the Main Board of the Stock Exchange

DEFINITIONS

“Marvel”	Marvel Printing Pty Ltd, a company incorporated in Australia with limited liability, being a direct wholly-owned subsidiary of the Target Company
“McPherson”	McPherson’s Printing Pty. Ltd., a company incorporated in Australia with limited liability, being a direct wholly-owned subsidiary of the Target Company
“Printing Services”	the printing services to be provided by the Group to Lion Rock Group under the Printing Services Framework Agreement
“Printing Services Framework Agreement”	the printing services framework agreement proposed to be entered between the Company, as supplier and Lion Rock, as purchaser, in relation to the supply of the Printing Services to Lion Rock Group upon Completion
“Proposed Annual Caps”	the maximum aggregate annual value for the supply of the Printing Services under the Printing Services Framework Agreement by the Group to Lion Rock Group for period/years ending 31 December 2026, 2027 and 2028
“Proposed Continuing Connected Transactions”	the proposed continuing connected transactions contemplated under the Printing Services Framework Agreement
“Purchaser”	Wiseland Ventures Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of Lion Rock
“Record Date”	Thursday, 24 September 2026, the date by reference to which the entitlements of the Shareholders to the Special Dividend will be determined
“Remaining Group”	the Group excluding the Target Group
“Reorganisation”	the reorganisation completed by the Vendor prior to the entering into of the Sale and Purchase Agreement, which is summarised in the sub-section headed “Reorganisation” in this Circular
“Sale and Purchase Agreement”	a sale and purchase agreement dated 25 June 2026 entered into between the Purchaser and the Vendor in relation to the Transaction
“Sale Shares”	the entire issued share capital of the Target Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“SGM”	the special general meeting to be convened by the Company to consider and, if thought fit, approve the Transaction, the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) and the possible payment of the Special Dividend, notice of which is set out in this Circular
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of Shares
“Special Dividend”	a special cash payment of HK\$0.30 per Share proposed to be paid by the Company to the Shareholders after Completion out of Contributed Surplus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	OPUS Book Printing Group Holdings Pty Ltd, a company incorporated in Australia with limited liability, being a wholly-owned subsidiary of the Vendor
“Target Group”	the Target Company and its wholly-owned subsidiaries being Marvel, McPherson and Griffin
“Transaction”	the acquisition and disposal of the Sale Shares by the Purchaser from the Vendor pursuant to the Sale and Purchase Agreement
“Union Offset”	Union Offset Co. Pty. Ltd, a company incorporated in Australia with limited liability, being an indirect wholly-owned subsidiary of the Company
“Vendor”	OPUS Group Pty. Ltd., a company incorporated in Australia with limited liability, being a direct wholly-owned subsidiary of the Company
“%”	per cent.

* For identification purposes only

For ease of reference and unless otherwise specified in this Circular, sums in AUD in this Circular have been translated, for the purpose of illustration only, into HK\$ on the basis of AUD1.0 = HK\$5.5. This does not mean that HK\$ could be converted into AUD, or vice versa, based on such exchange rate.

References to time and dates in this Circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



LEFT FIELD
Printing Group Limited

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:

Mr. Richard Francis Celarc

Mr. Lau Chuk Kin

Ms. Tang Tsz Ying

Independent Non-Executive Directors:

Mr. Ho Tai Wai, David

Mr. Tsui King Chung, David

Mr. Lai Wing Hong, Joseph

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business in

Hong Kong:

Level 11 East Wing, NEO

123 Hoi Bun Road

Kwun Tong, Kowloon

Hong Kong

*Headquarters and principal place of
business in Australia:*

138 Bonds Road

Riverwood NSW 2210

Australia

11 August 2026

To the Shareholders

Dear Sir or Madam,

- (1) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO
THE DISPOSAL OF THE ISSUED SHARES OF THE TARGET
COMPANY;
(2) POSSIBLE PAYMENT OF SPECIAL DIVIDEND OF
HK\$0.30 PER SHARE;
(3) PROPOSED CONTINUING CONNECTED TRANSACTIONS; AND
(4) NOTICE OF SGM**

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the joint announcement of Lion Rock and the Company dated 25 June 2026 in relation to, *inter alia*, the Sale and Purchase Agreement, the Transaction, the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) and the possible payment of the Special Dividend. The purposes of this Circular are to provide you with, among other things, (i) further information on the Sale and Purchase Agreement, the Transaction, the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) and the possible payment of the Special Dividend; (ii) a letter of advice from the IFA to the Independent Board Committee and the Independent Shareholders in respect of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps); (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps); (iv) the Business Valuation Report of the Target Group; and (v) a notice convening the SGM together with the form of proxy.

THE TRANSACTION

On 25 June 2026, the Vendor (an indirect non-wholly-owned subsidiary of Lion Rock and a direct wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Purchaser (an indirect wholly-owned subsidiary of Lion Rock) in respect of the Transaction, pursuant to which, amongst other things, subject to the fulfilment (or waiver where applicable) of the Conditions, the Vendor has agreed to sell the Sale Shares and the Purchaser has agreed to purchase the Sale Shares.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are summarised below:

Date : 25 June 2026 (after trading hours of the Stock Exchange)

Parties : (i) The Purchaser; and
(ii) The Vendor.

Subject Matter

The subject matter under the Transaction is the Sale Shares, representing the entire issued share capital of the Target Company. They will be sold free from all encumbrances together with all rights to any dividend or other distribution declared in respect thereof after Completion.

LETTER FROM THE BOARD

Consideration and basis of determination of Consideration

The Consideration payable by the Purchaser to the Vendor under the Sale and Purchase Agreement was arrived at after arm's length negotiations between the Vendor and the Purchaser and is on normal commercial terms, having taken into account, *inter alia*, the following:

- (i) the valuation of 100% of the equity value of the Target Company of approximately HK\$118 million as at 31 March 2026, as determined by the Independent Valuer appointed by the Company using the market approach, on the basis that the Reorganisation had been completed. The Directors consider that the valuation methodology and key assumptions adopted by the Independent Valuer to be fair and reasonable, and that the valuation represents the fair market value of the Target Group;
- (ii) the realisation of cash proceeds at a value above the independent valuation, representing a premium of approximately 9%, which the Board considers to be a commercially favourable outcome for the Group from both a financial and commercial perspective and reflective of the arm's length negotiations between the parties;
- (iii) the significant and imminent capital expenditure requirements associated with (a) the Target Group's ageing property, plant and equipment, which are substantially depreciated and nearing the end of their useful lives; and (b) Griffin's expiring lease, which requires relocation or renewal alongside major equipment upgrades; and the Board's estimate that such capital commitments and execution risks would be of a magnitude disproportionate to the returns expected to be generated;
- (iv) the limited availability of internal financial resources and the lack of viable and sizeable external financing alternatives on acceptable terms to fund such capital expenditure without materially diluting Shareholders' interests, incurring significant execution risk, or significantly increasing the Group's interest burden;
- (v) the prevailing operating environment and outlook of the Target Group, including the digital substitution prevalent in the Australian printing industry, rising operating costs and increasing capital intensity, which have adversely impacted the Target Group's financial performance and future prospects;
- (vi) the enhancement of the Group's overall financial flexibility and liquidity position and the reallocation of resources towards the Remaining Group's higher-margin and more capital-efficient business segments; and
- (vii) the ability of the Company to return value to Shareholders in the near term through the intended Special Dividend funded by the net proceeds from the Transaction, which the Board considers to be a more efficient use of capital in light of the Group's current circumstances.

Further details of the reasons for and benefits of the Transaction are outlined in the sub-section headed "Reasons for and benefits of the Transaction".

LETTER FROM THE BOARD

The text of the Business Valuation Report is set out in Appendix II to this Circular. Since the valuation method, being the market approach, and the assumptions adopted by the Independent Valuer are in line with market practice, the Board considers that they are fair and reasonable.

It is noted that the Transaction is expected to result in an estimated accounting loss on disposal as further detailed in the sub-section headed “Financial Impact of the Transaction on the Company”. In the course of negotiating for and determining the Consideration, the Board took into account the above factors in the manner as further detailed below:

- (a) in light of the Target Group’s significant and imminent capital expenditure requirements and Griffin’s expiring lease as discussed above, together with Left Field’s limited financial resources and lack of viable and sizeable financing alternatives on acceptable terms to fund such capital expenditure, notwithstanding the Target Group being profit-making, the Group was prepared to dispose of the Target Group at its fair market value;
- (b) during the negotiation process, the Group and Lion Rock made reference to the independent valuation, which valued the Target Group at approximately HK\$118 million. As further detailed in the Business Valuation Report, the Independent Valuer primarily adopted the price-to-earnings ratio under the market approach, which is commonly used for profit-making companies like the Target Group, and cross-checked the valuation using the enterprise value-to-sales ratio. The Independent Valuer also considered that the cost approach was not appropriate, as it would not adequately capture the economic benefits associated with the Target Group as a going concern;
- (c) notwithstanding the valuation, the Directors noted that the valuation represents a discount of approximately 22% to the Target Group’s adjusted net asset value as at 31 March 2026 after the Reorganisation. After multiple rounds of negotiations to achieve the best possible price, the Consideration was largely agreed at HK\$132 million, representing a premium of approximately 11% to the independent valuation and a much reduced discount to the Target Group’s adjusted net asset value, of approximately 13%;
- (d) to assess the reasonableness of the Consideration, given it was below the adjusted net asset value of the Target Group, the Board conducted a separate analysis:
 - (i) the Board compared the implied price-to-book (“P/B”) ratio of the Consideration with that of the relevant comparable companies adopted in the Business Valuation Report. The use of P/B ratio is a market-based approach with direct linkage to the comparable companies’ net asset values, and can therefore effectively assess how the market is pricing similar companies relative to their net asset values;
 - (ii) based on the P/B analysis, the implied P/B ratio of the Consideration is approximately 0.87x, which is approximately 55% higher than the median P/B ratio of comparable companies, of approximately 0.56x. The Board noted the Consideration was determined at a smaller discount to the adjusted net asset value than what was being currently priced in the market;

LETTER FROM THE BOARD

- (iii) the Consideration represents roughly the mid-point between the fair market value of the Target Group as determined by the Independent Valuer and its adjusted net asset value;
- (iv) while the Consideration will give rise to an accounting loss on disposal, such loss is non-cash in nature and primarily reflects the accounting effects of the Transaction, including the derecognition of goodwill and other historical balance sheet items, and transaction costs; and
- (v) accordingly, the Board is of the view that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment terms of Consideration

The Consideration payable by the Purchaser to the Vendor shall be settled by the Purchaser by cash at Completion.

Conditions precedent

Completion is conditional upon the fulfilment or waiver (if applicable) of the following conditions:

- (i) Lion Rock and the Purchaser having satisfied all the relevant requirements of the Listing Rules and other Australian and Hong Kong laws and regulations in relation to the Transaction;
- (ii) the Company and the Vendor having satisfied all the relevant requirements of the Listing Rules (including having obtained the approval from Independent Shareholders at the SGM in respect of the Transaction) and other applicable laws and regulations (including any applicable laws and regulations of Australia) in relation to the Transaction;
- (iii) the representations and warranties given by the Vendor under the Sale and Purchase Agreement remaining true, accurate and not misleading in all respects before and on the Completion Date; and
- (iv) the full repayment or settlement of the inter-company balances between (i) the Vendor and the Company on the one part, and (ii) the Target Group on the other part, so that at Completion, there shall be no accounts payable owed by the Vendor and/or the Company to the Target Group or accounts payable owed by the Target Group to the Vendor and/or the Company.

LETTER FROM THE BOARD

The Purchaser shall use all reasonable endeavours to procure the satisfaction of Condition (i) as soon as reasonably practicable, whereas the Vendor shall use all reasonable endeavours to procure the satisfaction of Condition (ii) as soon as reasonably practicable and the satisfaction of Condition (iv) immediately before Completion. The Purchaser may in its absolute discretion at any time, by written notice to the Vendor waive Condition (iii). If any of the Conditions remain unfulfilled by the Long Stop Date and (where relevant) have not been waived by the Purchaser, the Sale and Purchase Agreement shall automatically terminate with immediate effect, whereupon neither the Purchaser nor the Vendor shall have any further claim against each other in connection with the Sale and Purchase Agreement, save in respect of any antecedent breach.

At the Latest Practicable Date, none of the Conditions had been fulfilled or waived.

Completion

Upon the fulfilment (or waiver where applicable) of the Conditions on or before the Long Stop Date, Completion of the transactions contemplated under the Sale and Purchase Agreement shall take place on the Completion Date. As at the Latest Practicable Date, the Target Company is a wholly-owned subsidiary of the Company, which in turn is a non-wholly-owned subsidiary of Lion Rock. Upon Completion:

1. the Target Company shall cease to be a subsidiary of the Company and the Company shall cease to have any interest in the Target Company; and
2. the Target Company shall become a wholly-owned subsidiary of Lion Rock and the financial results of the Target Company will be consolidated into the consolidated financial statements of Lion Rock Group, resulting in, amongst other things, a decrease in the non-controlling interests recorded on Lion Rock's consolidated balance sheet.

Financial Impact of the Transaction on the Company

It is estimated that upon Completion, the Company will record an unaudited net loss on disposal of approximately HK\$39 million, calculated based on the gross proceeds from the Transaction of HK\$132 million less (i) the adjusted net asset value of the Target Group as at 31 March 2026 of approximately HK\$151 million, details of which are set out in the sub-section headed "Reorganisation"; (ii) the estimated transaction costs and expenses attributable to the Transaction of approximately HK\$3 million; (iii) derecognition of goodwill of approximately HK\$16 million in relation to the Target Group as of 31 March 2026; and (iv) release of accumulated exchange reserve of approximately HK\$1 million as of 31 March 2026. The adjusted net asset value of the Target Group is derived from adjusting the unaudited consolidated net asset value of the Target Group as at 31 March 2026 through (i) the capital injection by the Vendor and (ii) settlement of the inter-company balance due from the Target Company, to fulfil one of the Conditions. The total assets and the total liabilities of the Group will decrease by approximately HK\$129 million and HK\$91 million, respectively.

LETTER FROM THE BOARD

The above figures are for illustrative purposes only. The actual effect arising from the Transaction may be different from the above estimation and will be determined based on the book value of the Target Group and the relevant expenses incurred at Completion and the review by the auditors of the Company.

The Transaction is expected to have a limited impact on the future earnings of the Remaining Group. This is primarily because the Target Group and the Remaining Group operate distinct businesses and serve different customer bases as further detailed in the sub-section headed “Prospects of the Remaining Group”.

Moving forward, the Remaining Group will continue to operate independently, supported by its established customer base, industry reputation and operational capabilities. Accordingly, the Board is of the view that the Remaining Group is well-positioned to sustain its operations and profitability on a standalone basis following Completion. Further details of the prospects of the Remaining Group are set out in the sub-section headed “Prospects of the Remaining Group”.

Reasons for and benefits of the Transaction

In contemplating the Transaction, the Board has considered prevailing conditions of the book and print industry in Australia alongside the Group’s portfolio, capital requirements and long-term development. The Board considers the Transaction a prudent strategic decision and timely opportunity to realise the value of the Group’s investment in the Target Group and is in the interests of the Company and Shareholders as a whole for the following key reasons:

Relief from future capital expenditure and operational burden

According to the *Industry Data and Analysis of Printing in Australia* published on IBISWorld in May 2025, the Australian printing industry is undergoing structural decline driven by digital substitution, rising input costs and labour constraints. This is reflected in the Group’s performance as disclosed in the 2025 annual report of the Company, where revenue for the financial year ended 31 December 2025 declined by approximately 3.6% year-on-year, despite an approximately 3.2% growth in the market size of the Australian book industry, primarily resulting from weaker demand from read-for-pleasure clients and cost-optimisation measures implemented by the education and professional publishing sector. These factors, alongside weaker government spending and higher lease-related financing costs, contributed to a proportionately greater decline in net profit. The industry increasingly requires significant reinvestment in advanced, automated and energy-efficient equipment.

Against this backdrop, for the financial year ended 31 December 2025, the Group’s property, plant and equipment are approximately 81% depreciated (calculated by dividing accumulated depreciation and impairment of approximately HK\$288 million by cost of approximately HK\$355 million), with an average remaining useful life of approximately four years (derived from the net book value of approximately HK\$67 million divided by annual depreciation of approximately HK\$17 million), and the Group experienced intermittent operational disruptions due to unplanned breakdown of ageing machinery.

LETTER FROM THE BOARD

While the Group has made incremental capital additions to property, plant and equipment of approximately HK\$10 million in the financial year ended 31 December 2025 and HK\$6 million in the financial year ended 31 December 2024, the Board considers these piecemeal investments are insufficient to address the structural ageing of the machinery and that substantial capital renewal will be required under prevailing industry conditions.

These difficulties are compounded by the forthcoming expiry of Griffin's lease in December 2027, requiring relocation or renewal alongside major equipment upgrades. To maintain long-term competitiveness, the Board expects an extensive operational restructuring, including facility integration, footprint optimisation, and full-scale equipment renewal, would be necessary, and considers such capital commitments and execution risks disproportionate relative to returns and a strain on the Group's financial resources.

Sources of funding to support the intended capital expenditure

On a prudent basis, the Board estimates that the capital expenditure required would be at least on similar scale to the accumulated depreciation of approximately HK\$288 million.

(a) Internal resources

According to the Company's 2025 annual report, the Group had cash and cash equivalents of approximately HK\$124 million as at 31 December 2025. Out of this amount, approximately HK\$30 million is required as minimum working capital to support its operations and approximately HK\$15 million of interim dividend that was declared in the annual report for the financial year ended 31 December 2025 (and approved by Shareholders on 19 May 2026) but had not been paid as at 31 December 2025. This leaves approximately HK\$79 million in available internal resources, resulting in a significant funding gap of over HK\$200 million. The Board has also assessed the Group's historical ability to generate cash organically. The Group's net increase/(decrease) in cash and cash equivalents (excluding exchange rate changes) have been fluctuating, being approximately HK\$(126) million, HK\$36 million, HK\$35 million and HK\$2 million for the financial years ended 31 December 2022, 2023, 2024 and 2025 respectively. Assuming there are no material changes to the Group's future business operations, its internal cash resources and ongoing cash flow is likely insufficient to bridge the shortfall.

(b) Alternative financing methods

The Board has also considered various alternative financing methods including, but not limited to, debt financing and equity financing (such as rights issues, open offers, or placements of new Shares to independent investors).

The Board evaluated these equity fundraising alternatives. Given the Group's current market capitalisation of approximately HK\$200 million as of the date of the Sale and Purchase Agreement, any equity fundraising of a size sufficient to meet the said anticipated funding needs materially would necessitate the issuance of a substantial number of new Shares (with regard to the total issued Shares of 498,671,823) and would therefore be materially dilutive to existing Shareholders.

LETTER FROM THE BOARD

In addition, the Shares exhibit relatively low trading liquidity. For the two years immediately preceding the date of the Sale and Purchase Agreement, the average and median daily trading volume of the Shares were approximately 209,406 Shares and 54,000 Shares respectively. Based on the 129,039,355 Shares held by public Shareholders (derived by excluding those controlled by Lion Rock, Mr. Lau Chuk Kin and Mr. Richard Francis Celarc), these volumes represent only approximately 0.16% and 0.04% respectively of the Company's free float.

Consequently, any equity fundraising, whether through a rights issue, open offer or placement of new Shares may need to be conducted at a sizeable discount to the prevailing market price in order to facilitate independent investor participation or incentivise existing Shareholders to participate which would be highly-value dilutive for existing Shareholders.

Furthermore, all these equity alternatives carry execution risks. A placement may fail if the placing agent cannot secure sufficient independent investors, while a rights issue or open offer carries the risk of undersubscription by Shareholders. While controlling shareholders often act as underwriters or subscribe for shortfall shares in such scenarios, subscriptions by Lion Rock and its associates are restricted by the public float requirement of the Company.

The Board also considers debt financing to be commercially impracticable, as securing debt of over HK\$200 million would increase the Group's gearing significantly. As of the date of the Sale and Purchase Agreement, the Group maintained total credit facilities of approximately AUD2 million (equivalent to approximately HK\$11 million) with an Australian bank at a floating interest rate of approximately 7%. Based on the current banking relationships, the Board considers that there would be significant uncertainty in obtaining a new or expanded facility tenfold, or in this case, almost twentyfold the size of the current facilities. In addition, given the current tightening financing environment in Australia, the Company expects on a prudent basis that borrowing costs would remain at approximately 7% at the minimum. Servicing such a substantial debt would materially adversely affect the Group's financial performance and position.

Specifically, for illustrative purpose, the annual finance costs of approximately HK\$14 million (based on a HK\$200 million principal and a 7% interest rate) would equate to approximately half of the Group's net profit, which was approximately HK\$29 million for the financial year ended 31 December 2025. Such magnitude of reduction in profitability would constrain the Group's free cash flow and adversely affect its dividend capacity.

The Board considers that creditors would request collateral to secure the facility, and that the Group's existing property, plant and equipment, amounting to approximately HK\$67 million as of 31 December 2025 with an average remaining depreciable life of approximately four years would provide insufficient collateral value.

LETTER FROM THE BOARD

Similarly, the Board considers relying on a shareholder loan from Lion Rock to be undesirable. As Lion Rock is itself a separately listed entity, any loan provided by it is expected to be conducted on normal commercial terms and would likely be subject to an interest burden and terms comparable to external financial institutions, resulting in the same adverse impacts on the Group's free cash flow and dividend capacity. Additionally, should such a shareholder loan require security over the Group's assets, it would not be fully exempted under the Listing Rules and hence may require Shareholders' approval, which carries execution risk.

Ultimately, given the scale of the impending capital expenditure, the Board considers the required fundraising, whether through debt or equity, to be disproportionately large relative to the market capitalisation of the Group and therefore commercially impracticable.

Strategic transition to a more capital-efficient model

The Transaction represents a strategic pivot towards a more capital-efficient and higher-margin model. The Remaining Group demonstrates stronger profitability (for example, net and gross margins for the financial year ended 31 December 2025 of approximately 7.2% and 23.3%, respectively, compared to approximately 5.0% and 20.5% for the Target Group) and operates in segments with higher barriers to entry, including government and specialised printing.

Enhancement of liquidity and Shareholder returns

Despite the Company incurring an estimated net loss of approximately HK\$39 million from the Transaction as further detailed in the sub-section headed "Financial Impact of the Transaction on the Company" in this Circular, the Board is of the view that the Transaction is fair and reasonable and in the interest of the Company and the Shareholders as a whole, having considered the following key factors: (i) the Transaction provides a timely opportunity to monetise the Target Group at a premium to its valuation; (ii) the Transaction mitigates the impending heavy capital commitments for the Group; (iii) the Transaction facilitates the immediate return of capital to Shareholders via the Special Dividend; and (iv) the Transaction enhances the Remaining Group's ability to optimise allocation of future cash flows to pursue long-term business development, including potential value-accretive acquisitions.

By monetising the Target Group and avoiding its impending capital expenditure, the Company is able to return substantial value to Shareholders, via the intended Special Dividend of HK\$0.30 per Share, which will be funded by the Transaction proceeds and the internal cash resources of the Remaining Group, and is substantially higher than Group's cumulative dividend declared in respect of the preceding five financial years ended 31 December 2025 of approximately HK\$0.16 per Share.

Upon considering the above, the Board (excluding Mr. Lau Chuk Kin and Mr. Ho Tai Wai David, who abstained from voting on the relevant Board resolutions for approving the Transaction, but including Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph, being the remaining independent non-executive directors who have taken into account the advice of the IFA) believes that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and are in the interests of the Company and Shareholders as a whole.

LETTER FROM THE BOARD

Prospects of the Remaining Group

Prior to the Transaction, the Target Group and the Remaining Group operate distinct businesses, serving different customer bases. The Target Group, through McPherson, Marvel and Griffin at their facilities in Maryborough, Victoria; Heidelberg West, Victoria; and Salisbury South, South Australia, respectively, is principally engaged in the production of read-for-pleasure books, catalogues, operating manuals and promotional leaflets in Australia. In contrast, the Remaining Group is engaged in (i) the provision of government secure offset and digital printing, warehousing and mailing services through CanPrint and Union Offset at their facility in Fyshwick, Australian Capital Territory, and (ii) specialist quick-turnaround time educational book and journal printing, as well as the provision of integrated warehousing solutions, through Ligare at its facility in Riverwood, New South Wales.

CanPrint and Union Offset have long been active participants in Australian Government tenders and have been awarded over 1,800 contracts with an aggregate contract value of more than AUD160 million since 2006. As of the date of the Sale and Purchase Agreement, CanPrint held an aggregate outstanding contract value of approximately AUD2.9 million and has successfully tendered for more than 10 government contracts with an aggregate contract value of over AUD3.6 million since 1 January 2026, serving multiple Australian government agencies.

Ligare, founded in 1979, is a well-established specialist quick-turnaround time educational book and journal printer in Australia. Ligare has maintained longstanding relationships with its top five revenue-contributing clients ranging from approximately eight to over 20 years. Ligare has long-term framework agreements in place with several of its key customers. The terms of these agreements typically span a duration of approximately three years. These agreements establish pre-negotiated pricing grids for various print specifications, enabling swift on-demand order execution and provide a structured basis to support the sustained utilisation of Ligare's printing and warehousing capacities.

Building beyond its traditional printing operations, the Remaining Group expanded its warehousing capabilities during 2025, which enable it to offer a comprehensive, integrated supply chain model to its customers. By providing complete storage, inventory management, and distribution services in addition to printing, the Remaining Group created a consistent additional source of income through managing customers' inventory and deliveries. This integrated approach enhances customer retention and strengthens pricing power while reducing third-party logistics costs, helping to mitigate the impact of broader industry inflationary pressures. In addition, the Remaining Group has been providing printing services to the Target Group. Such transactions are expected to continue following Completion and will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. These transactions are expected to remain limited in scale but can provide a supplementary source of revenue to the Remaining Group and will be conducted in the ordinary and usual course of business. For illustrative purposes, the amount of printing services provided to the Target Group by the Remaining Group for the year ended 31 December 2025 was approximately HK\$25 million, comprising approximately 17% of the Remaining Group's revenue for the financial year ended 31 December 2025. Further details are set out in the section headed "THE PROPOSED CONTINUING CONNECTED TRANSACTIONS" in this Circular.

LETTER FROM THE BOARD

The Board is of the view that the Remaining Group will continue to operate its businesses independently, supported by its established customer base, industry reputation and operational capabilities, and is well-positioned to sustain its operations and profitability on a standalone basis.

Use of proceeds received by the Company from the Transaction

It is currently intended that the entire estimated proceeds arising from the Transaction of approximately HK\$129 million net of expenses attributable to the Transaction will be distributed as Special Dividend by the Company, subject to the fulfilment of the applicable conditions.

The Company has received a written confirmation from Lion Rock, which holds approximately 61.68% of the issued Shares of the Company, that it will vote in favour of the resolution to approve the possible payment of the Special Dividend at the SGM. Accordingly, the Special Dividend will be approved if the Transaction is approved.

The Board considers that the intended Special Dividend represents an efficient way for the Company to return value to Shareholders and enables them to directly and immediately realise part of the value unlocked by the Transaction.

THE PROPOSED CONTINUING CONNECTED TRANSACTIONS

Background

The Remaining Group has been providing services like the Printing Services to the Target Group, and intends to provide the Printing Services to members of Lion Rock Group after Completion, subject to compliance with the Listing Rules. As such, the Company and Lion Rock intend to enter into the Printing Services Framework Agreement upon Completion, pursuant to which the Group will provide the Printing Services.

The principal terms of the Printing Services Framework Agreement are set out below:

Date	:	It is proposed that the Printing Services Framework Agreement will be entered into upon Completion
Parties	:	(i) The Company; and (ii) Lion Rock
Subject matter	:	The Group will provide the Printing Services
Term	:	From Completion to 31 December 2028 (both dates inclusive)

LETTER FROM THE BOARD

Pricing policy

The fees to be charged by the Group for the provision of Printing Services will generally be determined with reference to a standard price list as set out below. The Group has also established internal control procedures to ensure that the terms of the Proposed Continuing Connected Transactions are fair and reasonable and on normal commercial terms or better to the Company.

For the purposes of the Proposed Continuing Connected Transactions, the Group has established a standard price list for the relevant Printing Services. The standard price list will be applicable to both Lion Rock Group for the Proposed Continuing Connected Transactions and Independent Third Parties for similar printing services, which ensures that the Group will charge Lion Rock Group and Independent Third Parties for printing services on a consistent basis.

The standard price list was drawn up with reference to the prices previously charged by the Target Group to Independent Third Parties for similar printing services. This basis is appropriate as, historically before the Transaction, orders for printing services were transferred from the Target Group to the Remaining Group largely on a dollar-for-dollar basis. Accordingly, the standard price list effectively reflects the prices at which the Remaining Group charged Independent Third Parties for such services.

The prices previously charged by the Target Group to Independent Third Parties (which form the basis of the standard price list) already took into account the specifications of the printing services and the direct costs incurred in or incidental to the provision of printing services, including but not limited to the costs of raw materials, labour, printing and binding, logistics, interest and other costs. The standard price list may nonetheless be subject to further adjustment to reflect specific operational and commercial factors that may differ from those underlying the historical transactions, including but not limited to:

- (i) the utilisation rate of the production capacity of the Group and whether the relevant transaction falls within a peak or off-peak season. For example, where the Group has spare capacity, a lower price may still be commercially beneficial to the Company as it assists in absorbing fixed overhead costs;
- (ii) the complexity, technicality required and nature of the procedures involved in the printing services, including the level of customisation, technical requirements, and the number of processing steps; and
- (iii) the urgency of the delivery schedule.

These adjustment factors ensure that the pricing remains commercially flexible whilst maintaining alignment with the historical pricing charged to Independent Third Parties. In instances where the proposed selling price to Lion Rock Group is below the standard price list, the price offered shall be no less favourable to the Remaining Group than those offered to Independent Third Parties for orders of printing services with comparable specifications and volume after considering items (i), (ii), (iii), and other possible operational and commercial factors as stated above. The Group will also review and amend the standard price list on a regular basis and from time to time as required with reference to the prevailing market conditions and estimated direct costs, including the cost of living index and paper prices.

LETTER FROM THE BOARD

The Proposed Annual Caps and basis of determination

Historical amounts

Set out below are the aggregate historical transaction amounts for the provision of printing services by the Remaining Group to the Target Group for the financial years ended 31 December 2024 and 2025, and the three months ended 31 March 2026, respectively:

	For the year ended 31 December 2024 <i>AUD'000</i> (<i>unaudited</i>)	For the year ended 31 December 2025 <i>AUD'000</i> (<i>unaudited</i>)	For the three months ended 31 March 2026 <i>AUD'000</i> (<i>unaudited</i>)
Aggregate historical transaction amounts of the provision of printing services by the Remaining Group to the Target Group (in AUD)	2,205	4,518	1,184

	For the year ended 31 December 2024 <i>HK\$'000</i> (<i>unaudited</i>)	For the year ended 31 December 2025 <i>HK\$'000</i> (<i>unaudited</i>)	For the three months ended 31 March 2026 <i>HK\$'000</i> (<i>unaudited</i>)
Aggregate historical transaction amounts of the provision of printing services by the Remaining Group to the Target Group (in HK\$)	12,128	24,849	6,512

LETTER FROM THE BOARD

The Proposed Annual Caps

The table below sets out the Proposed Annual Caps for the maximum transaction amounts to be received by the Group from Lion Rock Group in respect of the provision of Printing Services for the period ending 31 December 2026 and the two financial years ending 31 December 2027 and 2028:

	From Completion to 31 December 2026 (Note) AUD'000	For the year ending 31 December 2027 AUD'000	For the year ending 31 December 2028 AUD'000
Proposed Annual Caps (in AUD)	1,700	5,200	5,300

	From Completion to 31 December 2026 (Note) HK\$'000	For the year ending 31 December 2027 HK\$'000	For the year ending 31 December 2028 HK\$'000
Proposed Annual Caps (in HK\$)	9,350	28,600	29,150

Note: The Proposed Annual Cap for the period commencing from the Completion Date of the Transaction and ending on 31 December 2026 is estimated on the assumption that Completion will take place on 31 August 2026.

The Directors have estimated the Proposed Annual Caps on the following basis:

- (a) the Proposed Continuing Connected Transactions to be entered into on the terms and conditions set out in the relevant agreements;
- (b) the Proposed Continuing Connected Transactions to be entered into in the ordinary and usual course of business of the Group and upon normal commercial terms;
- (c) no material adverse changes to the state of the Australian economy, the business expansion of the Group, the level of prices and demand for the Group's services, and the materials needed by the Group for its operation and development.

The Proposed Annual Caps have been determined with reference to, amongst other things:

- (a) the historical transaction amounts in relation to the provision of printing services by the Remaining Group to the Target Group for the three financial years ended 31 December 2025;
- (b) the actual transaction amount in relation to the provision of printing services by the Remaining Group to the Target Group for the three months ended 31 March 2026, being approximately AUD1.2 million (equivalent to approximately HK\$6.5 million);

LETTER FROM THE BOARD

- (c) Lion Rock Group's estimated demand for Printing Services for the period/years ending 31 December 2026, 2027 and 2028, with reference to Lion Rock Group's expected printing capacities, existing and expected orders of printed goods from Lion Rock Group's customers and expected market demands for Lion Rock Group's printed goods;
- (d) the Group's expected printing capacities for the period/years ending 31 December 2026, 2027 and 2028;
- (e) the expected unit price based on the standard price list, adjusted for anticipated inflation and projected increases in the costs of raw materials and labour; and
- (f) an estimated buffer for fluctuation of market prices and change in specifications.

Internal Control Measures

In order to ensure that the terms of the Printing Services are fair and reasonable and no worse than terms of similar services provided to Independent Third Parties, the Group will adopt the following internal control measures:

- (i) the Group shall maintain the records of all services including current and historical price range and historical specifications and transaction records, so sales executives, when determining the prices to be charged to Lion Rock Group, can ensure that such prices are made with reference to the current prices in the standard price list and, in any case, no worse than the standard price list, except with reasonable cause and approved by the responsible sales directors of the Group;
- (ii) the proposed selling price to Lion Rock Group proposed by individual sales executives of the Group will be submitted to the responsible sales directors of the Group for initial approval. The finance department of the Group will then cross-check the proposed selling price with the relevant items set out in the standard price list to ensure that:
 - (a) there is no deviation between the two and that proper approval has been obtained for the proposed selling price;
 - (b) if the proposed selling price is below the standard price list, there are reasonable causes (as set out in the sub-section headed "Pricing Policy" in this Circular above) to justify such deviation;

LETTER FROM THE BOARD

- (c) in circumstances where the proposed selling price falls below the standard price list, the finance department will compare the proposed selling price and the relevant percentage deviation offered to Lion Rock Group against recent historical transaction records of printing services provided to Independent Third Parties with the closest comparable specifications and volumes. In conducting this review, the finance department will evaluate the underlying commercial and operational adjustment factors (as set out in the sub-section headed “Pricing Policy” above) to ensure that the proposed selling price and the resulting deviation granted to the Lion Rock Group are justified, and are no less favourable to the Remaining Group than those offered to Independent Third Parties under a similar combination of commercial and operational circumstances; and
- (d) the sales department has adequately explained the reasonableness and necessity of the provision of the Printing Services to connected persons and why it is in the interests of the Group as a whole, in terms of commercial rationale, specific transaction consideration and reasonableness of pricing.

Only upon the satisfactory completion of the review of (a) through (d) above and the subsequent issuance of a positive opinion by the finance department, will the proposed provision of Printing Services be allowed to proceed. The Group will only provide Printing Services when it is in the best interest of the Group and the Shareholders as a whole;

- (iii) the Group will also review the standard price list for the Printing Services on a regular basis at least once every year and, in any event, whenever there is any significant change in market conditions (for example, paper prices), and from time to time as required with reference to the prevailing market conditions and estimated costs for the provision of the Printing Services, subject to the approval by any one of the executive Directors of the Company;
- (iv) the sales directors of the Group will also conduct regular monthly checks in respect of (a) the sales transactions with Lion Rock Group to review and assess whether the Proposed Continuing Connected Transactions are conducted in accordance with the terms of the Printing Services Framework Agreement; and (b) the actual transaction amounts to ensure the Proposed Annual Caps are not exceeded;
- (v) the independent non-executive Directors of the Company shall conduct annual reviews of the Proposed Continuing Connected Transactions to ensure that the connected transactions agreements are entered into in the ordinary and usual course of business of the Group, on normal or favourable commercial terms and pursuant to the Printing Services Framework Agreement, with fair and reasonable terms and in the interests of the Company and Shareholders as a whole, and will provide confirmation in the annual reports of the Company in accordance with the Listing Rules; and
- (vi) the auditors of the Company shall also conduct annual reviews of the pricing and the Proposed Annual Caps of the Proposed Continuing Connected Transactions under the Printing Services Framework Agreement and provide comfort letters.

LETTER FROM THE BOARD

The Group may, from time to time when the situation requires, enter into separate agreements which will set out the specific scope of particular requested Printing Services, with the terms and conditions of providing such Printing Services in accordance with the principles laid down by the Printing Services Framework Agreement.

Reasons for and benefits of the Proposed Continuing Connected Transactions

Pursuant to the Printing Services Framework Agreement, the Board intends to continue to supply the Printing Services to the members of Lion Rock Group after Completion. The Board (including the Directors who are members of the Independent Board Committee who have taken into account the advice of the IFA) considers that entering into of the Printing Services Framework Agreement (together with the Proposed Annual Caps) are (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms and are fair and reasonable so far as Independent Shareholders are concerned; and (c) in the interests of the Company and the Shareholders as a whole, after considering (i) it would allow the Remaining Group to retain the Target Group as its valuable customer; (ii) the internal control measures implemented by the Group; (iii) the terms of and the prices of the Printing Services shall be determined after arm's length negotiation as described above.

INFORMATION OF THE PARTIES

Lion Rock

Lion Rock is a company incorporated in Bermuda with limited liability and the securities of which are listed on the Main Board (stock code: 1127). The principal activity of Lion Rock is investment holding and the provision of corporate management services, whereas its subsidiaries are principally engaged in the provision of printing services to international book publishers, trade, professional and educational publishing conglomerates and print media companies; print services management and publishing.

As at the Latest Practicable Date, Mr. Lau Chuk Kin was interested in approximately 46.99% of Lion Rock under the SFO.

The Purchaser

The Purchaser is a company incorporated in the BVI with limited liability, whose principal business is investment holding. The Purchaser is a wholly-owned subsidiary of Lion Rock.

The Company

The Company is a company incorporated in Bermuda with limited liability and the securities of which are listed on the Main Board (stock code: 1540). The principal activity of the Company is investment holding, whereas its subsidiaries are principally engaged in the provision of printing solutions and services in Australia, providing digital and offset printing, and other ancillary business services including digital asset management, content management, back catalogue fulfilment, direct-to-consumer distribution and warehousing, variable data and intelligent mailing.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company was owned as to approximately 61.68% by Lion Rock (through its wholly-owned subsidiary). Mr. Lau Chuk Kin was interested in approximately 46.99% in Lion Rock under the SFO.

The Vendor

The Vendor is a company incorporated in Australia with limited liability, whose principal business is investment holding. The Vendor is an indirect non-wholly-owned subsidiary of Lion Rock and a direct wholly-owned subsidiary of the Company.

The Target Company

The Target Company is a company incorporated in Australia with limited liability and an investment holding company. The Target Group, through its operating entities, being McPherson, Marvel and Griffin, has established itself as a dominant market player in the book-printing sector of Australia. It is principally engaged in the production of read-for-pleasure books and catalogues, operating manuals and promotional leaflets in Australia. McPherson was incorporated in 1971 and, following an initial corporate merger in 2012, was later integrated into the Group. Following the Group's subsequent acquisition of Griffin and Marvel in 2022 and 2025 respectively, the operations of these entities were consolidated with McPherson to form a unified operating platform. Within this operating platform, the businesses demonstrate a high degree of operational interdependence, as a significant portion of Marvel's revenue is derived from binding orders placed by McPherson and Griffin, while McPherson and Griffin in turn, rely on Marvel to fulfil their book binding requirements.

Reorganisation

In preparation for the Transaction, the Reorganisation was completed on 29 May 2026 to (i) establish the Target Group structure, pursuant to which the Target Company holds 100% of the equity interests in McPherson, Marvel and Griffin; and (ii) capitalise the Target Company prior to entering into of the Sale and Purchase Agreement.

LETTER FROM THE BOARD

As part of the Reorganisation, a capital injection of approximately HK\$41.3 million was made by the Group into the Target Company to fully settle the outstanding inter-company balance due to the Company from the Target Group and to provide sufficient working capital for the Target Group to support its normal operation on a standalone basis. The following is the simplified adjusted consolidated net asset value of the Target Group as at 31 March 2026 immediately upon the completion of the Reorganisation ^(Note 1), assuming it took place on 31 March 2026:

	<i>HK\$'000</i> <i>(unaudited)</i>
The Target Group's net asset value as at 31 March 2026 before the Reorganisation	110,165
Add: Capital injection for the settlement of amount due to the Remaining Group	13,725
Add: Capital injection to provide sufficient working capital ^(Note 2)	27,525
The Target Group's adjusted net asset value as at 31 March 2026 after the Reorganisation ^(Note 1)	151,415

Notes:

1. For illustrative purposes, the Target Group's adjusted net asset value as at 31 March 2026 after the Reorganisation is the aggregation of the net asset value of the Target Group as at 31 March 2026 before the Reorganisation with the amount of capital injected into the Target Company in relation to the Reorganisation.
2. Working capital management was historically centralised at the holding-company level across the Group, including that of the Target Group.

Upon completion of the Reorganisation, the Target Group comprised the Target Company, which holds 100% of the equity interests in McPherson, Marvel and Griffin.

Pursuant to the Sale and Purchase Agreement, the Vendor will dispose of the Target Company to the Purchaser, and accordingly, the Target Group will cease to form part of the Group upon Completion.

LETTER FROM THE BOARD

Financial information of the Target Group

Set out below is the unaudited adjusted consolidated financial information ^(Note) of the Target Group prepared in accordance with IFRS for the two years ended 31 December 2024 and 2025 and the three months ended 31 March 2026, on the basis that the Reorganisation had been completed on 1 January 2024:

	For the year ended 31 December 2024 HK\$'000 (unaudited)	For the year ended 31 December 2025 HK\$'000 (unaudited)	For the three months ended 31 March 2026 HK\$'000 (unaudited)
Revenue	374,152	362,240	88,877
Net profit before taxation	26,093	25,999	2,353
Net profit after taxation	18,241	18,187	1,629

According to the unaudited adjusted consolidated financial information ^(Note) of the Target Company as at 31 March 2026, the Target Group had a net asset value of (i) approximately HK\$110.2 million prior to the Reorganisation; and (ii) approximately HK\$151.4 million after the Reorganisation ^(Note).

Note: For illustrative purposes, the Target Group's adjusted net asset value as at 31 March 2026 after Reorganisation is the aggregation of the net asset value of the Target Group as at 31 March 2026 before Reorganisation with the amount of capital injected into the Target Company in relation to the Reorganisation.

LISTING RULES IMPLICATIONS

The Transaction

As the highest applicable percentage ratio in respect of the Transaction exceeds 25% but is less than 75%, the Transaction constitutes a major transaction for the Company under Chapter 14 of the Listing Rules. Furthermore, since the Purchaser is a subsidiary of Lion Rock, who is the controlling shareholder of the Company, it is an associate of the controlling shareholder of the Company, and hence the Purchaser is a connected person of the Company under Chapter 14A of the Listing Rules. The Transaction therefore also constitutes a connected transaction for the Company.

Accordingly, the Transaction is subject to reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

The Proposed Continuing Connected Transactions

Upon Completion, the Purchaser will hold the entire issued share capital of the Target Company and each member of the Target Group will become a connected person of the Company under Chapter 14A of the Listing Rules. As a result, entering into of the Printing Services Framework Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

As the highest applicable percentage ratios in respect of the Proposed Annual Caps for the Printing Services Framework Agreement are more than 5%, the transactions contemplated under the Printing Services Framework Agreement constitute non-exempt continuing connected transactions for the Company and are subject to the reporting, announcement and the Independent Shareholders' approval requirements and the annual review requirements under Chapter 14A of the Listing Rules.

General

Mr. Lau Chuk Kin, who is a common director of Lion Rock and the Company and also a substantial shareholder of Lion Rock, abstained from voting on the Board resolutions for approving the Transaction and the Proposed Continuing Connected Transactions. Mr. Ho Tai Wai David, who is an independent non-executive director of both Lion Rock and the Company, also abstained from voting on the relevant Board resolutions for approving the Transaction and the Proposed Continuing Connected Transactions. Save for the above, none of the Directors has any material interest in the Transaction and was required to abstain from voting on the relevant resolution(s) of the Board approving the Transaction.

PROPOSED PAYMENT OF SPECIAL DIVIDEND OUT OF CONTRIBUTED SURPLUS

Subject to the Shareholders' approval by an ordinary resolution and Completion having taken place, the Special Dividend of HK\$0.30 per Share, totaling approximately HK\$150 million in aggregate, will be paid out of Contributed Surplus pursuant to Bye-law 133 of the Bye-laws of the Company. As at 31 December 2025, based on the audited consolidated financial statement of the Company, the amount standing to the credit of the Contributed Surplus (prior to the payment of the Special Dividend) was HK\$183,655,000. The Board proposes to use the amounts of approximately HK\$149,602,000 standing to the credit of the Contributed Surplus, for payment of the Special Dividend. Following such payment, Contributed Surplus will amount to HK\$34,053,000.

The payment of the Special Dividend out of Contributed Surplus does not involve any reduction in the authorised or issued share capital of the Company, nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. The payment of the Special Dividend out of Contributed Surplus will not affect the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save as the aforesaid expenses, the Directors consider that the payment of the Special Dividend out of Contributed Surplus will not cause any loss in the Shareholders' funds of the Company and will not have a material adverse effect on the financial position of the Company.

LETTER FROM THE BOARD

The payment of the Special Dividend out of Contributed Surplus is subject to approval of the Shareholders at the SGM and Completion having taken place. The Company has received a written confirmation from Lion Rock, which holds approximately 61.68% of the issued Shares, that it will vote in favour of the resolution to approve the possible payment of the Special Dividend at the SGM. Assuming that the payment of the Special Dividend out of Contributed Surplus is approved at the SGM and the Completion has taken place, the Special Dividend will be paid to the Shareholders whose names appear on the register of members of the on the Record Date. The register of members and transfer books of the Company will be closed from Wednesday, 23 September 2026 to Thursday, 24 September 2026 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for receiving the Special Dividend, 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 Tuesday, 22 September 2026.

SPECIAL GENERAL MEETING

The SGM will be convened and held at 25th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 August 2026 at 9:00 a.m. to consider and, if thought fit, approve (i) the Transaction; (ii) the possible payment of the Special Dividend; and (iii) the Proposed Continuing Connected Transactions (including the Proposed Annual Caps). The Shareholders who have a material interest in the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) and their respective associates are required to abstain from voting on the relevant resolution(s) at the SGM. Each of (i) Lion Rock, and (ii) Mr. Lau Chuk Kin and their respective associates is entitled to exercise control over the voting rights in respect of their Shares and will be required to abstain from voting on the relevant resolution(s) in relation to the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) at the SGM.

As at the Latest Practicable Date, (i) Lion Rock holds approximately 61.68% of the issued Shares of the Company, and (ii) in addition to the deemed interest held by Mr. Lau Chuk Kin, who is the controlling shareholder of Lion Rock, through Lion Rock as to 61.68% of the issued Shares of the Company, Mr. Lau Chuk Kin is interested as to 7.38% of the issued Shares of the Company comprising 4.14% in his personal capacity and 3.24% through City Apex Ltd. which is owned as to 77.00% by ER2 Holdings Limited that is in turn owned as to 69.76% by Mr. Lau. The aforesaid persons are regarded as having a material interest in the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps). Each of them and their respective associates will be required to abstain from voting on the relevant resolution(s) in relation to the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) at the SGM.

The Company has received a written confirmation from Lion Rock, which holds approximately 61.68% of the issued Shares of the Company, that it will vote in favour of the resolution to approve the possible payment of the Special Dividend at the SGM.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Monday, 24 August 2026 to Thursday, 27 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order for a member to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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, for registration by 4:30 p.m. on Friday, 21 August 2026.

RECOMMENDATIONS

The Board, including the Independent Board Committee, whose views are set out in the “Letter from the Independent Board Committee” in this Circular after considering the advice from the IFA, are of the view that the terms of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) are on normal commercial terms, fair and reasonable, in the interests of the Company and the Shareholders as a whole and would enable the Company to return substantial value to Shareholders via the Special Dividend.

Accordingly, the Board (including the Independent Board Committee) recommends the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Transaction, the possible payment of the Special Dividend and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps).

ADDITIONAL INFORMATION

Your attention is drawn to (i) the “Letter from the Independent Board Committee” set out on pages 30 to 31 of this Circular, which contains its recommendation to the Independent Shareholders; (ii) the “Letter from the Independent Financial Adviser” set out on pages 32 to 59 of this Circular, which contains its advice and recommendation to the Independent Board Committee and the Independent Shareholders; and (iii) the additional information set out in the appendices to this Circular.

Yours faithfully,
For and on behalf of
Left Field Printing Group Limited
Richard Francis Celarc
Chairman

* For identification purposes only

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



LEFT FIELD
Printing Group Limited

LEFT FIELD PRINTING GROUP LIMITED

澳獅環球集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1540)

11 August 2026

To the Independent Shareholders

Dear Sir or Madam,

**(1) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO
THE DISPOSAL OF THE ISSUED SHARES OF THE TARGET
COMPANY;
(2) PROPOSED CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular dated 11 August 2026 issued by the Company to the Shareholders (the “Circular”) of which this letter forms part. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as defined in the Circular.

Under the Listing Rules, the Transaction constitutes a major and connected transaction of the Company, and is subject to the approval of the Independent Shareholders at the SGM. In addition, the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) are subject to the approval of the Independent Shareholders at the SGM.

We have been appointed as the Independent Board Committee to consider the terms of the Transaction, and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) and to advise the Independent Shareholders as to whether the terms of the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) are on normal commercial terms, fair and reasonable and in the interests of the Company and Shareholders as a whole; and how to vote on such transactions. Red Sun Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the “Letter from the Board” set out on pages 6 to 29 of the Circular and the “Letter from the Independent Financial Adviser” to the Independent Board Committee and the Independent Shareholders set out on pages 32 to 59 of the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account, among other things, the advice of the IFA, we are of the opinion that:

1. although the Transaction is not entered into in the ordinary and usual course of business of the Company, the Transaction is on normal commercial terms, fair and reasonable and in the interests of the Company and Shareholders as a whole; and
2. the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) are entered into in the ordinary and usual course of business of the Company, on normal commercial terms, fair and reasonable and in the interests of the Company and Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Transaction, and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps).

Yours faithfully,
Independent Board Committee

Mr. Tsui King Chung David
Independent non-executive Director

Mr. Lai Wing Hong Joseph
Independent non-executive Director

* *For identification purposes only*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and the Independent Shareholders in relation to the Transaction and the Proposed Continuing Connected Transactions (including the Proposed Annual Caps) prepared for the purpose of incorporation in this Circular.



Room 2703, 27/F.,
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141 Des Voeux Road Central,
Hong Kong

Tel: (852) 2857 9208
Fax: (852) 2857 9100

11 August 2026

*To: The Independent Board Committee and the Independent Shareholders of
Left Field Printing Group Limited*

(1) MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE DISPOSAL OF THE ISSUED SHARES OF THE TARGET COMPANY; AND (2) PROPOSED CONTINUING CONNECTED TRANSACTIONS

I. INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders with regard to (i) the Transaction; and (ii) the Proposed Continuing Connected Transactions (including the Proposed Annual Caps). Details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the Circular to the Shareholders dated 11 August 2026, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

As set out in the Letter from the Board, on 25 June 2026, the Vendor (an indirect non wholly-owned subsidiary of Lion Rock and a direct wholly-owned subsidiary of the Company) and the Purchaser (an indirect wholly-owned subsidiary of Lion Rock) entered into the Sale and Purchase Agreement, pursuant to which amongst other things subject to the fulfilment (or waiver where applicable) of the Conditions, the Vendor has agreed to sell the Sale Shares and the Purchaser has agreed to purchase the Sale Shares.

In addition, the Group and Lion Rock Group intend to enter into the Printing Services Framework Agreement upon Completion, pursuant to which the Group will provide and Lion Rock Group will procure the Printing Services in accordance with the terms of the Printing Services Framework Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the highest applicable percentage ratio in respect of the Transaction exceeds 25% but is less than 75%, the Transaction constitutes a major transaction under Chapter 14 of the Listing Rules. Furthermore, since the Purchaser is a subsidiary of Lion Rock, who is a controlling shareholder of the Company, it is an associate of the controlling shareholder of the Company, and hence the Purchaser is a connected person of the Company under Chapter 14A of the Listing Rules. The Transaction therefore also constitutes a connected transaction for the Company.

Accordingly, the Transaction is subject to reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

Furthermore, the Purchaser will hold the entire issued share capital of the Target Company and each member of the Target Group will become connected persons of the Company under Chapter 14A of the Listing Rules. As a result, entering into of the Printing Services Framework Agreement will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the Proposed Annual Caps for the Printing Services Framework Agreement are more than 5%, the transactions contemplated under the Printing Services Framework Agreement constitute non-exempt continuing connected transactions for the Company and are subject to the reporting, announcement and the Independent Shareholders' approval requirements and the annual review requirements under Chapter 14A of the Listing Rules.

II. THE INDEPENDENT BOARD COMMITTEE

The Board consists of six Directors, namely Mr. Richard Francis Celarc, Mr. Lau Chuk Kin and Ms. Tang Tsz Ying as executive Directors and Mr. Ho Tai Wai David, Mr. Tsui King Chung David and Mr. Lai Wing Hong Joseph as independent non-executive Directors.

The Independent Board Committee (comprising all the independent non-executive directors of the Company, save for Mr. Ho Tai Wai David who is an independent non-executive director of both Lion Rock and the Company), has been established to advise the Independent Shareholders as to (i) whether the terms of the Transaction, the Proposed Continuing Connected Transactions and the Proposed Annual Caps are fair and reasonable; (ii) whether the transactions contemplated under the Printing Services Framework Agreement are on normal commercial terms or better and in the ordinary and usual course of business of the Group; (iii) whether the transactions contemplated under the Printing Services Framework Agreement and the Proposed Annual Caps are in the interests of the Company and its Shareholders as a whole; and (iv) the voting action that should be taken by the Independent Shareholders.

We have been appointed to advise the Independent Board Committee and the Independent Shareholders in these respects and to give our opinion in relation to the Transaction, the Continuing Connected Transactions and the Proposed Annual Caps for the Independent Board Committee's consideration when making their recommendation to the Independent Shareholders.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

III. OUR INDEPENDENCE

As at the Latest Practicable Date, we were independent from and not connected with the Company, Lion Rock and their respective shareholders, directors or chief executives, or any of their respective associates and accordingly, are qualified to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Transaction, the Continuing Connected Transactions and the Proposed Annual Caps.

In the previous two years, save for this appointment, we have not acted as an independent financial adviser to the independent board committee and the independent shareholders of the Company for any other transactions.

Apart from the normal professional fees paid or payable to us in connection with this appointment and the engagement as stated above as the Independent Financial Adviser, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant in assessing our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

IV. BASIS AND ASSUMPTIONS OF THE ADVICE

In formulating our advice to the Independent Board Committee and the Independent Shareholders, we have relied solely on the statements, information, opinions, beliefs and representations for matters relating to the Group and their respective Shareholders and management contained in the Circular and the information and representations provided to us by the Group and/or its senior management (the “**Management**”) and/or the Directors. We have assumed that all such statements, information, opinions, beliefs and representations contained or referred to in the Circular, which have been provided by the Company, the Directors and the Management and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have assumed that all such statements, information, opinions, beliefs and representations contained or referred to in the Circular (including this letter) or otherwise provided or made or given by the Group and/or the Management and/or the Directors and for which it is/they are solely responsible were true and accurate, and valid and complete in all material respects at the time they were made and given and continue to be true and accurate, and valid and complete in all material respects as at the date of the Circular. We have assumed that all the opinions, beliefs and representations for matters relating to the Group made or provided by the Management and/or the Directors contained in the Circular have been reasonably made after due and careful enquiry. We have also sought and obtained confirmation from the Company and/or the Management and/or the Directors that no material facts have been omitted from the information provided and referred to in the Circular.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We consider that we have been provided with sufficient information and documents to enable us to reach an informed view and the Management has assured us no material information has been withheld from us to allow us to reasonably rely on the information provided so as to provide a reasonable basis for our advice. We have no reason to doubt the truth, accuracy and completeness of the statements, information, opinions, beliefs and representations provided to us by the Group and/or the Management and/or the Directors and their respective advisers or to believe that material information has been withheld or omitted from the information provided to us or referred to in the aforesaid documents. We have not, however, carried out any independent verification nor have we conducted any independent investigation into information provided by the Directors and the Management, background, business or affairs or future prospects of the Group and their respective Shareholder(s) and subsidiaries or affiliates, and their respective history, experience and track records, or the prospects of the markets in which they respectively operate.

V. BACKGROUND INFORMATION OF THE TRANSACTION AND THE PROPOSED CONTINUING CONNECTED TRANSACTIONS

In formulating our opinion on the Transaction and the Proposed Continuing Connected Transactions, we have taken into consideration the following principal factors and reasons:

1. Background information of the Group

The principal activity of the Company is investment holding, whereas its subsidiaries are principally engaged in the provision of printing solutions and services in Australia, providing digital and offset printing, and other ancillary business services including digital asset management, content management, back catalogue fulfilment, direct-to-consumer distribution and warehousing, variable data and intelligent mailing.

Set out below is a summary of the Group's financial information as extracted from the Company's latest published annual report for the year ended 31 December 2025 (the "**2025 Annual Report**"):

Summary of the Group's financial performance

	For the year ended	
	31 December	
	2024	2025
	HK\$'000	HK\$'000
	(audited)	(audited)
Revenue	525,583	506,892
Profit before income tax	49,560	41,473
Profit for the year	34,246	28,547

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As disclosed in the 2025 Annual Report, the Group recorded revenue of approximately HK\$506.9 million and approximately HK\$525.6 million for the years ended 31 December 2025 and 2024, respectively, representing a decrease of approximately HK\$18.7 million or 3.6%. The decrease in revenue was mainly attributable to the net result of revenue contribution from Marvel Printing Pty Ltd amounted to approximately HK\$16.5 million since acquisition on 16 May 2025 but offset by the weak domestic printing demand in quick turnaround time educational sector as well as government sector during the year, as well as the weakened AUD against HK\$ in the first three quarters of the year.

2. Background information on Lion Rock

As set out in the Letter from the Board, Lion Rock is a company incorporated in Bermuda with limited liability and the securities of which are listed on the Main Board (stock code: 1127). The principal activity of Lion Rock is investment holding and the provision of corporate management services, whereas its subsidiaries are principally engaged in the provision of printing services to international book publishers, trade, professional and educational publishing conglomerates and print media companies; print services management and publishing.

As at the Latest Practicable Date, Mr. Lau Chuk Kin was interested in approximately 46.99% in Lion Rock under the SFO.

VI. PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Information on the Target Company

The Target Company is a company incorporated in Australia with limited liability and an investment holding company. The Target Group, through its operating entities, being McPherson, Marvel and Griffin, has established itself as a dominant market player in the book-printing sector of Australia. It is principally engaged in the production of read-for-pleasure books and catalogues, operating manuals and promotional leaflets in Australia. McPherson was incorporated in 1971 and, following an initial corporate merger in 2012, was later integrated into the Group. Following the Group's subsequent acquisition of Griffin and Marvel in 2022 and 2025, respectively, the operations of these entities were consolidated with McPherson to form a unified operating platform. Within this operating platform, the businesses demonstrate a high degree of operational interdependence, as a significant portion of Marvel's revenue is derived from binding orders placed by McPherson and Griffin, while McPherson and Griffin in turn, rely on Marvel to fulfil their book binding requirements.

In preparation for the Transaction, the Reorganisation was completed on 29 May 2026 to (i) establish the Target Group structure, pursuant to which the Target Company holds 100% of the equity interests in McPherson, Marvel and Griffin; and (ii) capitalise the Target Company prior to entering into of the Sale and Purchase Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As part of the Reorganisation, a capital injection of approximately HK\$41.3 million was made by the Group into the Target Company to fully settle the outstanding inter-company balance due to the Company from the Target Group and to provide sufficient working capital for the Target Group to support its normal operation on a standalone basis.

Upon completion of the Reorganisation, the Target Group comprised the Target Company, which holds 100% of the equity interests in McPherson, Marvel and Griffin.

Pursuant to the Sale and Purchase Agreement, the Vendor will dispose of the Target Company to the Purchaser, and accordingly, the Target Group will cease to form part of the Group upon Completion.

Set out below is the unaudited adjusted consolidated financial information of the Target Group prepared in accordance with IFRS for the two years ended 31 December 2024 and 2025 and the three months ended 31 March 2026, on the basis that the Reorganisation had been completed on 1 January 2024:

	For the year ended		For the
	31 December		three months
	2024	2025	ended
	<i>HK\$'000</i>	<i>HK\$'000</i>	31 March
	<i>(unaudited)</i>	<i>(unaudited)</i>	2026
			<i>HK\$'000</i>
			<i>(unaudited)</i>
Revenue	362,240	374,152	88,877
Net profit before taxation	25,999	26,093	2,353
Net profit after taxation	18,187	18,241	1,629

According to the unaudited adjusted consolidated financial information of the Target Company as at 31 March 2026, the Target Group had a net asset value of (i) approximately HK\$110.2 million prior to the Reorganisation; and (ii) approximately HK\$151.4 million after the Reorganisation.

2. Reasons for and benefits of entering into the Transaction

As set out in the Letter from the Board, to enter into the Transaction, the Board has mainly considered the following factors:

(i) *Relief from future capital expenditure and operational burden*

According to the *Industry Data and Analysis of Printing in Australia* published on IBISWorld in May 2025, the Australian printing industry is undergoing structural decline driven by digital substitution, rising input costs and labour constraints. This is reflected in the Group's performance as disclosed in the 2025 annual report of the Company, where revenue for the financial year ended 31 December 2025 declined by approximately 3.6% year-on-year, despite an approximately 3.2% growth in the market size of the Australian book industry, primarily resulting from weaker demand from read-for-pleasure clients and cost-optimisation measures implemented by the education and professional publishing sector. These factors, alongside weaker government spending and higher lease-related financing costs, contributed to a proportionately greater decline in net profit. The industry increasingly requires significant reinvestment in advanced, automated and energy-efficient equipment.

Against this backdrop, for the financial year ended 31 December 2025, the Group's property, plant and equipment are approximately 81% depreciated (calculated by dividing accumulated depreciation and impairment of approximately HK\$288 million by cost of approximately HK\$355 million), with an average remaining useful life of approximately 4 years (derived from the net book value of approximately HK\$67 million divided by annual depreciation of approximately HK\$17 million), and the Group experienced intermittent operational disruptions due to unplanned breakdown of ageing machinery, as discussed in the Company's 2025 annual report.

While the Group has made incremental capital additions to property, plant and equipment of approximately HK\$10 million in the financial year ended 31 December 2025 and HK\$6 million in the financial year ended 31 December 2024, the Board considers these piecemeal investments are insufficient to address the structural ageing of the machinery and that substantial capital renewal will be required under prevailing industry conditions.

These difficulties are compounded by the forthcoming expiry of Griffin's lease in December 2027, requiring relocation or renewal alongside major equipment upgrades. To maintain long-term competitiveness, the Board expects an extensive operational restructuring, including facility integration, footprint optimisation, and full-scale equipment renewal, would be necessary, and considers such capital commitments and execution risks disproportionate relative to returns and a strain on the Group's financial resources.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Sources of funding to support the intended capital expenditure

On a prudent basis, the Board estimates that the capital expenditure required would be at least on similar scale to the accumulated depreciation of approximately HK\$288 million.

(a) Internal resources

According to the Company's 2025 annual report, the Group had cash and cash equivalents of approximately HK\$124 million as at 31 December 2025. Out of this amount, approximately HK\$30 million is required as minimum working capital to support its operations and approximately HK\$15 million of interim dividend that was declared in the annual report for the financial year ended 31 December 2025 (and approved by Shareholders on 19 May 2026) but had not been paid as at 31 December 2025. This leaves approximately HK\$79 million in available internal resources, resulting in a significant funding gap of over HK\$200 million. The Board has also assessed the Group's historical ability to generate cash organically. The Group's net increase/(decrease) in cash and cash equivalents (excluding exchange rate changes) have been fluctuating, being approximately HK\$(126) million, HK\$36 million, HK\$35 million and HK\$2 million for the financial years ended 31 December 2022, 2023, 2024 and 2025 respectively. Assuming there are no material changes to the Group's future business operations, the current internal cash resources and ongoing cash flows are likely insufficient to bridge the shortfall. Given the scale of the impending capital expenditure, the Board also considers the required fundraising, whether through debt or equity, to be disproportionately large relative to the market capitalisation of the Group and therefore commercially impracticable.

(b) Alternative financing methods

The Board has evaluated alternative financing methods, including equity fundraising through rights issues, open offers, or placements, and debt financing. Given the Group's relatively small market capitalisation of about HK\$200 million, low trading liquidity, and free float constraints, any equity fundraising of sufficient size would require issuing a large number of new Shares at a steep discount, resulting in significant dilution and execution risks. Debt financing was also deemed impracticable, as securing HK\$200 million would vastly exceed current facilities, carry high interest costs of at least 7%, materially reduce profitability and cash flow, and require collateral beyond the Group's limited asset base. Similarly, shareholder loans from Lion Rock would likely be on commercial terms comparable to external financing with comparable interest burdens and potential Listing Rule implications, thereby offering no meaningful advantage. Therefore, the Board considers these alternatives commercially unattractive and highly detrimental to existing Shareholders. For further details, please refer to the section headed "Reasons for and benefits of the Transaction" in the Letter from the Board.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As such, the Board considers, and we concur, that divesting such a capital-intensive operation is the most prudent course of action, given that alternative financing methods, whether equity fundraising or debt financing would be commercially unattractive, highly dilutive, and materially detrimental to the Group's financial position and Shareholders' interests. The Transaction enables the Company to strategically preserve its finite resources, avoid the significant risks and burdens associated with large scale fundraising, and instead focus on returning value to Shareholders while concentrating on the sustainable development and growth of the Remaining Group.

(ii) Strategic transition to a more capital-efficient model

The Transaction represents a strategic pivot towards a more capital-efficient and higher-margin model. The Remaining Group demonstrates stronger profitability (for example, net and gross margins for the year ended 31 December 2025 of approximately 7.2% and 23.3%, respectively, compared to approximately 5.0% and 20.5% for the Target Group) and operates in segments with higher barriers to entry, including government and specialised printing.

Building beyond its traditional printing operations, the Remaining Group expanded its in-house capabilities during 2025, specifically the warehousing at Ligare, enabled it to offer a comprehensive, integrated supply chain model to its customers. By providing complete storage, inventory management, and distribution services in addition to printing, the Remaining Group creating a consistent additional source of income through managing customers' inventory and deliveries. This integrated approach enhances customer retention and strengthens pricing power while reducing third-party logistics costs, helping to mitigate the impact of broader industry inflationary pressures. Following the Transaction, the Remaining Group intends to focus on these core operations and explore adjacent, technology-driven, and capital-light opportunities. By focusing on the business of the Remaining Group, we concur with the view that resources can be utilised in a more efficient basis and thereby potentially improve profitability within the Remaining Group after the disposal of the Target Group, which has historically been of lower margins.

(iii) Enhancement of liquidity and shareholder returns

Despite the Company incurring an estimated net loss of approximately HK\$39 million from the Transaction as further detailed in the section headed "Financial Impact of the Transaction on the Company" in the Circular, the Board is of the view that the Transaction is fair and reasonable and in the interest of the Company and the Shareholders as a whole, having considered the following key factors (i) the Transaction provides a timely opportunity to monetise the Target Group at a premium to its valuation; (ii) the Transaction mitigates the impending heavy capital commitments for the Group; (iii) the Transaction facilitates the immediate return of capital to Shareholders via the Special Dividend; and (iv) the Transaction enhances the Remaining Group's ability to optimise allocation of future cash flows to pursue long-term business development, including potential value-accretive acquisitions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

By monetising the Target Group and avoiding its impending capital expenditure, the Company is able to return substantial value to Shareholders, via the intended Special Dividend of HK\$0.30 per Share, which will be funded by the Transaction proceeds and the internal cash resources of the Remaining Group, and is substantially higher than the Group's cumulative dividend declared in respect of the preceding five financial years ended 31 December 2025 of approximately HK\$0.16 per Share. We concur with the view that despite the estimated net loss from the Transaction, the combined effect of (i) potential capex of HK\$288 million that will be saved and (ii) the immediate return to Shareholders via the Special Dividend provides Shareholders the opportunity to realise value.

3. Use of proceeds received by the Company from the Transaction

With reference to the Letter from the Board, the entire estimated proceeds arising from the Transaction of approximately HK\$129 million net of expenses attributable to the Transaction will be distributed in its entirety as Special Dividend (if approved) by the Company, subject to the fulfilment of the applicable conditions.

4. Principal terms of the Transaction

Date

25 June 2026 (after trading hours of the Stock Exchange)

Parties

- (i) The Purchaser; and
- (ii) The Vendor.

Subject matter

The subject matter under the Transaction is the Sale Shares, representing the entire issued share capital of the Target Company. They will be sold free from all encumbrances together with all rights to any dividend or other distribution declared in respect thereof after Completion.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Consideration and basis of determination of Consideration

The Consideration payable by the Purchaser to the Vendor under the Sale and Purchase Agreement was arrived at after arm's length negotiations between the Vendor and the Purchaser and is on normal commercial terms with reference to (i) the valuation of 100% of the equity value of the Target Company as at 31 March 2026 (the "**Valuation Date**") (the "**Valuation**") of approximately HK\$118 million, which was determined by the Independent Valuer appointed by the Company using the market approach, on the basis that the Reorganisation had been completed. The Directors consider that the valuation methodology and key assumptions adopted by the Independent Valuer to be fair and reasonable, and that the valuation represents the fair market value of the Target Group; (ii) the prevailing operating environment and outlook of the Target Group, including the digital substitution prevalent in the Australian printing industry, rising operating costs and increasing capital intensity, which have adversely impacted the Target Group's financial performance and future prospects; (iii) the significant and imminent capital expenditure requirements associated with (a) the Target Group's ageing property, plant and equipment, which are substantially depreciated and nearing the end of their useful lives; and (b) Griffin's expiring lease, which requires relocation or renewal alongside major equipment upgrades; and the Board's estimate that such capital commitments and execution risks would be of a magnitude disproportionate to the returns expected to be generated; (iv) the enhancement of the Group's overall financial flexibility and liquidity position and the reallocation of resources towards the Remaining Group's higher-margin and more capital-efficient business segments; (v) the ability of the Company to return value to Shareholders in the near term through the intended Special Dividend funded by the net proceeds from the Transaction, which the Board considers to be a more efficient use of capital in light of the Group's current circumstances; and (vi) the reasons for and benefits of the Transaction as summarised in the section headed "Reasons for and benefits of entering into the Transaction" above. For further details please refer to the section headed "Consideration and basis of determination of Consideration" in the Letter from the Board.

Financial Impact of the Transaction on the Company

It is estimated that upon Completion, the Company will record an unaudited net loss on disposal of approximately HK\$39 million, calculated based on the gross proceeds from the Transaction of HK\$132 million less (i) adjusted net asset value of the Target Group as at 31 March 2026 of approximately HK\$151 million; (ii) the estimated transaction costs and expenses attributable to the Transaction of approximately HK\$3 million; (iii) derecognition of goodwill of approximately HK\$16 million in relation to the Target Group as of 31 March 2026; and (iv) release of accumulated exchange reserve of approximately HK\$1 million as of 31 March 2026. The adjusted net asset value of the Target Group is derived from adjusting the unaudited consolidated net asset value of the Target Group as at 31 March 2026 through (i) the capital injection by the Vendor and (ii) settlement of the inter-company balance due from the Target Company, to fulfil one of the Conditions precedents. The total assets and the total liabilities of the Group will decrease by approximately HK\$129 million and HK\$91 million, respectively.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Valuation

To assess the fairness and the reasonableness of the Consideration, we obtained the Business Valuation Report prepared by the Independent Valuer and noted that the Valuation was approximately HK\$118 million as at the Valuation Date. The Consideration (i.e. HK\$132 million), despite the net loss on disposal of approximately HK\$39 million, actually represents a premium of approximately 11.41% as compared to the Valuation.

Qualification and independence

For our due diligence purpose, we reviewed and enquired into (i) the terms of engagement of the Independent Valuer with the Company; (ii) the Independent Valuer's qualification in relation to the preparation of the Business Valuation Report; and (iii) the steps and due diligence measures taken by the Independent Valuer for conducting the Business Valuation Report. From the mandate letter and other relevant information provided by the Independent Valuer and based on our interview with them, we were satisfied with the terms of engagement of the Independent Valuer as well as their qualification for preparation of the Business Valuation Report. The Independent Valuer also confirmed that they are independent to the Company, the Purchaser and Target Group.

Assumptions

A number of general assumptions were established to support the Independent Valuer's conclusion of valuation. These are:

- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the existing political, legal, commercial and banking regulations, fiscal policies, foreign trade and economic conditions in countries/regions where the Target Group currently operates in and in new markets that the Target Group may potentially expand into as proposed by Management;
- There are no deviations, the aggregate of which when viewed together, may be construed to be a material adverse change in industry demand and/or market conditions;
- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the fluctuation of interest rates or currency exchange rates in any country which would be deemed to have a negative impact or the ability to hinder the existing and/or potentially future operations of the Target Group;
- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the current laws of taxation in those countries in which the Target Group operates in or the Target Group may potentially operate in;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- All relevant legal approvals, business certificates, trade and import permits, bank credit approval have been procured, in place and in good standing prior to commencement of operations by the Target Group under the normal course of business;
- The Target Group will be able to retain existing and competent management, key personnel, and technical staff to support all facets of the ongoing business and future operations; and
- Trademarks, patents, technology, copyrights and other valuable technical and management know-how will not be infringed in countries/regions where the Target Group is or will be carrying on business.

We consider these general assumptions to be fair and reasonable.

A specific assumption was also applied by the Independent Valuer. In arriving at the market value of 100% equity interest in the Target Group as of the Valuation Date to facilitate Management's decision on determining the Consideration after the Valuation Date (after the completion of the Reorganisation, including a capital injection and the settlement of current accounts between the Target Group and the Company), the Independent Valuer has taken into account the adjusted management accounts of the Target Group as at the Valuation Date, which has been adjusted for such capital injection and the settlements. The adjustments were considered relevant and necessary as they reflect the expected financial position of the Target Group on a standalone and post-adjustment basis on determining the Consideration.

Based on the information provided by Management, the capital injection is intended to enable the Target Group to maintain a sufficient level of working capital for its normal business operations after the Transaction. Accordingly, the additional cash balance reflected in the adjusted management accounts was considered necessary to support the Target Group's operations on a standalone basis, rather than representing surplus cash unrelated to the operating business.

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We consider the use of the adjusted management accounts as a basis for arriving at the market value of 100% equity interest in the Target Group as fair and reasonable. According to the Management, to assess the true worth of the Target Group for the purposes of the Transaction, adjustments had to be made to reflect the value of the Target Group as if it was an Independent Third Party, operating its businesses on its own. As such, adjustments were made by the Management to reflect this, including cash and cash equivalents and the liabilities, representing the settlement of intercompany balances. In reviewing the adjusted management accounts prepared by the Management, we have carried out procedures including (i) obtained and reviewed the unaudited management accounts of the Target Group, (ii) obtained and reviewed the reconciliation of cash and cash equivalents, (iii) review of the settlement of intercompany balances and related liabilities, and (iv) discussions with the Management regarding the basis and rationale of the adjustments. We have also performed analytical and consistency checks to assess whether the adjustments fairly reflect the Target Group as a standalone entity. Based on the work performed, we do not disagree with the adjustments made by the Management.

Valuation approach

With reference to the Business Valuation Report:

- In arriving the valuation of the Target Group, the Independent Valuer have considered three generally accepted approaches, namely cost approach, market approach and income approach.
- The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain a business, business ownership interest, security, or intangible asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.
- The market approach provides an indication of value by comparing a business, business ownership interest, security, or intangible asset with identical or comparable (that is similar) subjects for which price information is available. Value is established based on the principle of comparison. This simply means that if one thing is similar to another and could be used for the other, then they must be similar. Furthermore, the prices of two alike and similar items should approximate one another.

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- The income approach is a general way of determining the economic value of a business, business ownership interest, security, or intangible asset by using one or more methods that convert anticipated benefits into a present value amount. In the income approach, an economic benefit stream of the asset under analysis is selected, usually based on historical and/or forecasted cash flow. The focus is to determine a benefit stream that is reasonably reflective of the asset's most likely future benefit stream. This selected benefit stream is then discounted to present value with an appropriate risk-adjusted discount rate. Discount rate factors often include general market rates of return at the Valuation Date, business risks associated with the industry in which the company operates, and other risks specific to the asset being valued.
- To select the most appropriate approach, the Independent Valuer has considered the purpose of the valuation engagement and the resulting basis of value as well as the availability and reliability of information. In the Independent Valuer's opinion, the cost approach is inappropriate for valuing the Target Group, and the income approach is not the most optimal approach. Given that a reliable pool of comparable companies ("**Comparable Companies**") have been identified with sufficient and reliable financial data disclosed, the Independent Valuer relied on the market approach.

As the applicability of each of the three commonly adopted valuation approaches were considered before adopting market approach, the cost approach was considered but not adopted as the value of the Target Company is primarily derived from its established customer relationships, production capabilities, technical know-how, operating scale, pricing arrangements and ability to fulfil printing contracts, rather than merely from the replacement cost of its tangible assets. The cost approach would not adequately capture the economic benefits associated with the Target Group as a going concern, including its contractual relationships, assembled workforce and market position, and was therefore considered less relevant in determining its market value. The income approach was also considered but not adopted, as its application would require reliable long-term financial projections covering printing volumes, customer retention, contract renewals, pricing adjustments, input costs, production utilisation and operating margins. Given the Target Group's exposure to publisher demand, order volumes, cost escalation mechanisms and market conditions in the book printing industry, such forecasts could not be prepared with sufficient reliability, and the income approach was deemed to involve a high degree of estimation uncertainty. As detailed above, we concur with the Independent Valuer on the adoption of market approach for the purpose of conducting the Valuation.

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Valuation methodology

With reference to the Business Valuation Report, there are three common methods under market approach, namely, recent traded or transacted prices, guideline publicly-traded comparable method and comparable transaction method. In this exercise, the market value of equity interest in the Target Group was developed through the guideline publicly-traded comparable method. The recent traded or transacted prices method and the comparable transactions method were not adopted as no reliable recent trades and transactions and no reliable pool of comparable transactions were identified.

The Independent Valuer considered the price-to-earnings (“P/E”), price-to-book (“P/B”) and enterprise value-to-sales (“EV/S”) ratios and finally adopted P/E ratio as the primary valuation multiple and EV/S ratio as a reasonableness check to P/E ratio for the Valuation due to the following reasons:

- The Target Group has a solid track record of profitability. As such, its net earnings are considered to be the most relevant and reliable financial metric for valuation purposes. Accordingly, the P/E ratio was selected as the primary valuation multiple.
- EV/S ratio was also selected as a reasonableness check to support the valuation conclusion derived from the P/E ratio, as many of the Comparable Companies do not show positive P/E ratios.
- By contrast, asset-based valuation multiples, such as P/B ratio, for a profitable operating business may not appropriately capture its earnings-generating capability and may result in a valuation outcome that is less directly linked to its profitability.

Having considered the abovementioned reasons and that (i) the Target Group have consistently been profit making; (ii) the P/E ratio is widely used as a valuation multiple for companies with reliable earning records, as it reflects the market’s assessment of companies with similar earning profiles, risks and prospects; and (iii) the EV/S ratio was used to supplement the P/E ratio, we consider the valuation method as adopted by the Independent Valuer as fair and reasonable.

We noted that the Independent Valuer applied control premium (“CP”) to reflect differences between the Comparable Companies and the Target Group with regard to the ability to make decisions and the changes that can be made as a result of exercising control. All else being equal, participants would generally prefer to have control over a subject asset than not. The indicated CP for adjustment in the valuation multiple adopted on the Target Group is 24.1% as at the Valuation Date, as reported in the “2026 FactSet Review”, an authoritative annual publication widely regarded as the cornerstone resource for mergers and acquisitions research. We consider the adoption of CP (being 24.1%) for the Valuation as fair and reasonable.

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Furthermore, a discount for lack of marketability (“**DLOM**”) to reflect the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. The indicated DLOM for adjustment in the valuation multiple adopted on the Target Company is 15.7% as at the Valuation Date, based on the study “2025 Edition Stout Restricted Stock Study” issued by Stout Risius Ross, LLC. We consider the adoption of DLOM (being 15.7%) for the Valuation as fair and reasonable.

Application of market approach

With reference to the Business Valuation Report, under guideline publicly-traded comparable method, in determining the financial multiple, a list of comparable companies was identified. The selection criteria, which are based on the business nature and operation status of the Target Company include the followings (the “**Selection Criteria**”):

- The companies are publicly listed on the Stock Exchange or the Australian Securities Exchange;
- The companies are principally engaged (contributing over 50% of their respective reported revenue in book printing and manufacturing of related printed products; and
- The companies have their principal operations located in China, Hong Kong or Australia.

We consider the Selection Criteria adopted by the Independent Valuer to be fair and reasonable. Based on the Selection Criteria, the Independent Valuer identified nine Comparable Companies and as confirmed by the Independent Valuer, the Comparable Companies are exhaustive. Hence, we consider that the Comparable Companies are fair and representative.

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Set out below are details and key financial information of the Comparable Companies as at the Valuation Date:

Stock Code	Company Name	P/E	EV/S	P/B
55	Neway Group Holdings Limited	(net loss)	0.14x	0.07x
450	Hung Hing Printing Group Limited	(net loss)	0.22x	0.30x
1127	Lion Rock Group Limited	5.32x	0.38x	0.62x
1172	Magnus Concordia Group Limited	(net loss)	1.33x	3.11x
1540	The Company	7.42x	0.29x	0.72x
1884	eprint Group Limited	(net loss)	0.27x	0.26x
1975	Sun Hing Printing Holdings Limited	(net loss)	0.04x	0.49x
8385	Prosperous Printing Company Limited	(net loss)	6.45x	(net liabilities)
IGL	IVE Group Limited	9.85x	0.81x	1.88x

Source: website of the Stock Exchange (www.hkex.com.hk) and the website of the Australian securities exchange (www.asx.com.au)

The median for the P/E Ratio is calculated at 7.42 times (the Company's) while the median for the EV/S ratio is 0.29 times (the Company's). As seen from the above table, there were only three out of the total of nine Comparable Companies that were profitable, with two of them being Lion Rock Group and the Group itself. The remaining truly independent Comparable Company has a P/E ratio of 9.85 times, which is higher than the one adopted by the Independent Valuer.

We have also carried out, on top of the work done by the Independent Valuer, a P/B ratio analysis, as illustrative purpose only and noted that the multiple ranged from negative ratio (net liabilities position) to 3.11 times, with a median of 0.56 times. This compares to a P/B multiple of 0.87 times (calculated based on the gross proceeds from the Transaction of HK\$132 million and the adjusted net asset value of the Target Group as at 31 March 2026 of approximately HK\$151 million), providing a reasonable benchmark of the Target Group's financial and book value of the Target Group than the share prices of the Comparable Companies, which also supports the view that the Transaction is reasonably priced. The use of the P/B ratio is considered appropriate only as a supplemental guideline, as the Target Group's book value provides a concrete reference point for evaluating financial position and asset visibility. However, it should be noted that asset based valuation multiples, such as P/B ratio, may not adequately capture the earnings generating capability of a profitable operating business and may lead to valuation outcomes that are less directly linked to its profitability. Accordingly, while the P/B ratio provides some visibility into the Target Group's net asset position, the Independent Valuer has considered but rejected its use as a primary methodology, concluding that it fails to reflect the profitability of the business. In this context, the P/E ratio remains the primary valuation methodology, as it more appropriately captures the earnings profile and operating performance of the Target Group, while the P/B ratio serves only as a secondary reference point to supplement the overall assessment.

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Having considered (i) the business of the Target Company; (ii) the valuation approach, methodologies, application of the market approach and assumptions as discussed above; (iii) the qualification and independence of the Independent Valuer, we consider the adoption of the market approach (with P/E ratio, and supported by the EV/S ratio), the CP (being 24.1%) and the DLOM (being 15.7%) to be justifiable; and (iv) the P/B ratio analysis further supported the Transaction is reasonably priced. Furthermore, despite the Company will record an unaudited net loss on disposal of approximately HK\$39 million, the ability to allow Independent Shareholders to immediately realise value through the Special Dividend, and the relief from having required to potentially spend approximately HK\$288 million on capital expenditure upon the expiry of Griffin's lease in December 2027, where the Company may not have the financial ability to, we consider the Transaction plus the Special Dividend as a whole are more than favourable to the Independent Shareholders.

Besides, we have discussed with the Independent Valuer in relation to their experiences and understood that Mr. Jimmy Wong, the Director of the Independent Valuer and the person in charge of the Valuation, is a CPA, CFA, FRM and ABV (AICPA). He has over 10 years' experience in business and asset valuation. He oversees the business and asset valuation services of the Independent Valuer and has provided a wide range of valuation services to listed companies and private entities in different industries in the People's Republic of China, Hong Kong and Singapore. Given Mr. Wong's extensive experience in corporate valuation and transaction-related advisory assignments, and the Independent Valuer has plenty of practical experience in the valuation of businesses and equity interests across a broad range of industries, we are of the view that they are qualified to provide reliable opinions in the Business Valuation Report. As discussed with the Independent Valuer, they have no prior relationships with the Group or other parties and connected persons to the parties involved in the Transaction, and we are of the view that the independence and objectivity of the Independent Valuer is fair and equitable in providing opinion in the Business Valuation Report. We also reviewed the terms of the engagement for providing opinion in the Business Valuation Report and the scope of work performed by the Independent Valuer is appropriate to give the opinion. Based on the above, we are not aware of any major factor which caused us to doubt the fairness and reasonableness of the assumptions and methodologies adopted for the Business Valuation Report.

Based on our due diligence on the Valuation as detailed above, including (i) reviewing the Independent Valuer's terms of engagement and qualification; (ii) assessing the applicability of valuation approach and methodology; (iii) assessing the Comparable Companies; and (iv) cross-checking relevant underlying parameters and calculation of the Valuation, and during our discussion with the Independent Valuer, we did not identify any major factor which caused us to doubt the fairness and reasonableness of the methodology, principal bases, assumptions and parameters adopted for the Business Valuation Report.

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Calculation of valuation result

Under the guideline publicly-traded comparable method, the market value depends on the market multiples of the Comparable Companies as at the Valuation Date. The calculation of the market value of the entire equity interest in the Target Group as at the Valuation Date is as follows:

	As at 31 March 2026 (HK\$)
Adopted multiple (rounded)	7.42x
Net Profit of the Target Group (<i>Note</i>)	<u>15,268,697</u>
Estimated equity valuation	113,293,731
Add: CP	<u>27,258,642</u>
Implied valuation before DLOM	140,552,374
Less: DLOM	<u>(22,066,723)</u>
Implied market value of a 100% equity interest in the Target Group	118,485,651
Implied market value of a 100% equity interest in the Target Group (rounded)	<u><u>118,486,000</u></u>

Note: The trailing 12-month net profit for the year ended 31 March 2026 was used

Our conclusion on the Consideration

Having considered (i) our independent work performed on the Business Valuation Report; and (ii) that the Consideration (i.e. HK\$132 million) represents a premium of approximately 11.41% as compared to the Valuation, we are of the view that the Consideration is fair and reasonable.

Completion

With reference to the Letter from the Board, Completion shall take place on the Completion Date, being the 10th Business Day following notification of fulfilment (or waiver, as the case may be) of the relevant Conditions, or such other Business Day as may be agreed by the Purchaser and the Vendor in writing. Upon Completion, (i) the Target Company shall cease to be a subsidiary of the Company and the Company shall cease to have any interest in the Target Company; and (ii) the Target Company shall become a wholly-owned subsidiary of Lion Rock and the financial results of the Target Company will be consolidated into the consolidated financial statements of Lion Rock Group.

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Possible financial impact of the Transaction on the Company

With reference to the Letter from the Board, it is estimated that upon Completion, the Company will record an unaudited net loss on disposal of approximately HK\$39 million. Such estimated net loss on disposal is calculated based on the gross proceeds from the Transaction of HK\$132 million less (i) the adjusted net asset value of the Target Group as at 31 March 2026 of approximately HK\$151 million; (ii) the estimated transaction costs and expenses attributable to the Transaction of approximately HK\$3 million; (iii) derecognition of goodwill of approximately HK\$16 million in relation to the Target Group as of 31 March 2026; and (iv) release of accumulated exchange reserve of approximately HK\$1 million as of 31 March 2026. The total assets and the total liabilities of the Group will decrease by approximately HK\$129 million and HK\$91 million, respectively.

The above figures are for illustrative purposes only. The actual effect arising from the Transaction may differ from the above estimation and will be determined based on the book value of the Target Group and the relevant expenses incurred at Completion and upon review by the auditors of the Company.

Our conclusion on terms of the Transaction

Having reviewed and considered the terms of the Sale and Purchase Agreement, in particular the key terms as described above, including (i) the Consideration of HK\$132 million representing a premium of approximately 11.41% over the Valuation; (ii) the arm's length basis on which the Consideration was determined; (iii) the strategic and financial rationale for the Transaction as considered above; and (iv) the financial impact of the Transaction on the Company, we are of the view that the terms of the Transaction are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

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5. Principal terms of the Printing Services Framework Agreement

The following information has been extracted from the Letter from the Board:

Date:	It is proposed that the Printing Services Framework Agreement will be entered into upon Completion
Parties:	(i) the Company; and (ii) Lion Rock
Subject matter:	The Group will provide the Printing Services to Lion Rock Group
Term:	From Completion until 31 December 2028
Pricing policy:	The fees to be charged by the Group for the provision of Printing Services will be determined with reference to a standard price list applicable to both Lion Rock Group and Independent Third Parties for similar printing services on a consistent basis. The standard price list was drawn up with reference to the prices previously charged by the Target Group to Independent Third Parties for similar printing services. The prices already take into account the specifications of the printing services and the direct costs incurred, including but not limited to the costs of raw materials, labour, printing and binding, logistics, interest and other costs. The standard price list may be subject to adjustment to reflect specific operational and commercial factors, including (i) utilisation rate of production capacity of the Group and whether the transaction falls within a peak or off-peak season; (ii) complexity, technicality and nature of the procedures involved; and (iii) urgency of the delivery schedule. The Group will also review the standard price list on a regular basis with reference to prevailing market conditions and estimated direct costs.

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Analysis on the principal terms of the Printing Services Framework Agreement and work performed on the internal control procedures

Internal control procedures

With a view to safeguarding the interests of the Company and its Shareholders as a whole, the Group has adopted the following internal control measures to manage the Proposed Continuing Connected Transactions and the Proposed Annual Caps:

- (i) the Group shall maintain records of all services including current and historical price range, specifications and transaction records, so that sales executives can ensure that prices charged to Lion Rock Group are made with reference to the standard price list and, in any case, no worse than the standard price list, except with reasonable cause and approved by the responsible sales directors of the Group;
- (ii) the price to Lion Rock Group proposed by individual sales executives of the Group will be submitted to the responsible sales directors for initial approval, and the finance department of the Group will cross-check the proposed prices with the standard price list to ensure that (a) there is no significant deviation and that proper approval has been obtained; (b) where the proposed selling price is below the standard price list, there are reasonable causes to justify such deviation, the acceptable reasonable causes are set out in the sub-section headed “Pricing Policy” under the “Letter from the Board” of the Circular; (c) in circumstances where the proposed selling price is below the standard price list, the price is no less favourable to the Remaining Group than those offered to Independent Third Parties under comparable specifications and volumes; and (d) the sales department has adequately explained the reasonableness and necessity of the provision of the Printing Services to connected persons and why it is in the interests of the Group as a whole, in terms of commercial rationale, specific transaction consideration and reasonableness of pricing, upon the satisfactory completion of the review of (a) through (d) above and the subsequent issuance of a positive opinion by the finance department, will the proposed provision of Printing Services be allowed to proceed. The Group will only enter into Printing Services agreement with Lion Rock Group when it is in the best interest of the Group and the Shareholders as a whole;
- (iii) the Group will review the standard price list for the Printing Services on a regular basis at least once every year and, in any event, whenever there is any significant change in market conditions (for example, paper prices), with reference to the prevailing market conditions and estimated costs for the provision of the Printing Services, subject to the approval by any one of the executive directors of the Company;

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- (iv) the sales directors of the Group will conduct regular monthly checks in respect of (a) the sales transactions with Lion Rock Group to review and assess whether the Proposed Continuing Connected Transactions are conducted in accordance with the terms and Proposed Annual Caps of the Printing Services Framework Agreement; and (b) the actual transaction amounts to ensure the Proposed Annual Caps are not exceeded;
- (v) the independent non-executive directors of the Company shall conduct annual reviews of the Proposed Continuing Connected Transactions to ensure that the connected transactions agreements are entered into in the ordinary and usual course of business of the Group, on normal or favourable commercial terms and pursuant to the Printing Services Framework Agreement, with fair and reasonable terms and in the interests of the Company and Shareholders as a whole, and will provide confirmation in the annual reports of the Company in accordance with the Listing Rules; and
- (vi) the auditors of the Company shall conduct annual reviews of the pricing and the Proposed Annual Caps of the Proposed Continuing Connected Transactions under the Printing Services Framework Agreement and provide comfort letters.

Our analysis and work performed on pricing policy and internal control procedures

In accordance with the pricing policy under the Printing Services Framework Agreement, the fees to be charged by the Group for the provision of Printing Services shall be determined with reference to the standard price list, which is applicable to both Lion Rock Group and Independent Third Parties on a consistent basis, ensuring that the terms of the Proposed Continuing Connected Transactions are fair and reasonable and on normal commercial terms or better to the Company.

We understand from the Management that the standard price list was drawn up with reference to the prices previously charged by the Target Group to Independent Third Parties for similar printing services. Historically, before the Transaction, orders for printing services were transferred from the Target Group to the Remaining Group largely on a dollar-for-dollar basis. Accordingly, the standard price list effectively reflects the prices at which the Remaining Group charged Independent Third Parties for such services. We consider this basis of pricing to be appropriate and commercially justifiable.

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We have discussed with the Management and reviewed the internal control procedures in place for managing the Proposed Continuing Connected Transactions, including the approval and monitoring process for individual transactions, the monthly review by sales director, the annual review by the independent non-executive directors and the annual audit by the external auditors. We noted that the approval procedures and monitoring measures under the Printing Services Framework Agreement are in line with those adopted by the Group for transactions with Independent Third Parties. We have also further obtained and reviewed the internal system which the Company has already prepared for the monitoring and recording of the actual transaction amounts of each transaction and understand that the sales director or the general manager or the finance department has the discretion to accept or reject the proposed transaction based on criteria such as pricing and/or capacity at that point in time. Based on our review, we consider that the effective implementation of the pricing policy and the internal control procedures under the Printing Services Framework Agreement shall be able to ensure that the Proposed Continuing Connected Transactions are conducted on normal commercial terms and terms that are fair and reasonable to the Company and its Shareholders.

Rationale for determining the Proposed Annual Caps under the Printing Services Framework Agreement

The table below sets out the Proposed Annual Caps for the maximum transaction amounts to be received by the Group from Lion Rock Group in respect of the provision of Printing Services under the Printing Services Framework Agreement:

	From Completion to 31 December 2026	For the year ending 31 December 2027	For the year ending 31 December 2028
Proposed Annual Caps (AUD'000)	1,700	5,200	5,300
Proposed Annual Caps (HK\$'000)	9,350	28,600	29,150

Basis for determining the Proposed Annual Caps

As set out in the Letter from the Board, the Proposed Annual Caps have been determined with reference to, among other things: (a) the historical transaction amounts in relation to the provision of printing services for the three financial years ended 31 December 2025; (b) the actual transaction amount for the three months ended 31 March 2026 of approximately AUD1.2 million (equivalent to approximately HK\$6.5 million); (c) Lion Rock Group's estimated demand for Printing Services for the relevant periods with reference to Lion Rock Group's expected printing capacities, existing and expected orders and expected market demands; (d) the Group's expected printing capacities for the relevant periods; (e) the expected unit price based on the standard price list, adjusted for anticipated inflation and projected increases in the costs of raw materials and labour; and (f) an estimated buffer for fluctuation of market prices and changes in specifications.

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Our analysis on the Proposed Annual Caps

Set out below are the aggregate historical transaction amounts of the provision of Printing Services by the Remaining Group to the Target Group:

	For the year ended 31 December 2024 (unaudited)	For the year ended 31 December 2025 (unaudited)	For the three months ended 31 March 2026 (unaudited)
Aggregate historical transaction amounts of printing services provided by the Remaining Group to the Target Group (AUD'000)	2,205	4,518	1,184
Aggregate historical transaction amounts of printing services provided by the Remaining Group to the Target Group (HK\$'000)	12,128	24,849	6,512

We noted that the historical transaction amounts increased significantly from approximately AUD2.2 million in 2024 to approximately AUD4.5 million in 2025. This increase is primarily attributable to the fact that the printing services provided by the Remaining Group to the Target Group commenced only in mid 2024, whereas 2025 reflects a full year of such services. The transaction amount for the three months ended 31 March 2026 of approximately AUD1.2 million annualises to approximately AUD4.7 million, broadly in line with the run rate for the financial year ended 31 December 2025.

We noted that the Proposed Annual Cap for the period from Completion to 31 December 2026 of AUD1.7 million (equivalent to approximately HK\$9.4 million) is determined on the assumption that the Completion Date will occur on 31 August 2026, which implies a remaining period of approximately five months for the year ending 31 December 2026. This cap is commensurate with the annualised transaction run rate as at the first quarter of 2026 of approximately AUD1.2 million for the five-month period, with an appropriate buffer for fluctuation. For the years ending 31 December 2027 and 2028, the Proposed Annual Caps of AUD5.2 million (equivalent to approximately HK\$28.6 million) and AUD5.3 million (equivalent to approximately HK\$29.2 million) respectively represent moderate upward adjustments from the historical level for the financial year ended 31 December 2025, taking into account Lion Rock Group's expected demand for Printing Services, the Remaining Group's expected printing capacities, anticipated inflation, projected increases in raw materials and labour costs, and a buffer for fluctuations. Based on our discussions with the Management, we understand that the Remaining Group and its existing clients are in constant discussions on the projected demand for Printing Services. We have therefore obtained and reviewed the relevant calculations prepared by the

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Management, which set out the historical transaction amounts and monthly quantities. In particular, we have further obtained the quantities for the first three months of 2025 and the corresponding period in 2026 for comparison and indicated that the demand will be similar in quantity, with pricing to be adjusted for expected inflation, which we understand has been reflected in the proposed annual caps. Accordingly, we consider that the inclusion of a 10% buffer is sufficient to accommodate normal fluctuations, given the stable demand outlook for 2026.

Having considered (a) the historical transaction amounts between the Remaining Group and the Target Group; (b) the actual transaction amount for the three months ended 31 March 2026; (c) Lion Rock Group's estimated demand for Printing Services for the relevant periods; (d) the Remaining Group's expected printing capacities; and (e) the appropriate buffer for market fluctuation, we consider the basis for determining the Proposed Annual Caps under the Printing Services Framework Agreement to be fair and reasonable.

Summary of our analysis

To summarise: (i) the Printing Services to be provided under the Printing Services Framework Agreement fall within the ordinary and usual course of business of the Group, being a continuation of services historically provided by the Remaining Group to the Target Group; (ii) the pricing policy and internal control measures adopted by the Group ensure that the Proposed Continuing Connected Transactions are conducted on normal commercial terms or better, in line with those applied to Independent Third Parties; and (iii) the Proposed Annual Caps are fair and reasonable having regard to the historical transaction amounts and the estimated future demand for Printing Services by Lion Rock Group.

VII. RECOMMENDATION

In formulating our recommendation to the Independent Board Committee and the Independent Shareholders, we have considered the above principal factors and reasons, in particular, the following:

- (i) the reasons for and benefits of the Transaction, including the relief from future capital expenditure and operational burden, the strategic transition to a more capital-efficient model, and the enhancement of liquidity and shareholder returns via the Special Dividend;
- (ii) the Consideration of HK\$132 million, despite a net loss on disposal of approximately HK\$39 million, actually represents a premium of approximately 11.41% over the Valuation of the Target Group and was arrived at after arm's length negotiations on normal commercial terms, and we consider the Consideration to be fair and reasonable;
- (iii) the Proposed Continuing Connected Transactions are a continuation of the existing business relationship between the Remaining Group and the Target Group and are entered into in the ordinary and usual course of business of the Group;

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- (iv) based on our analysis and work performed on the pricing policy and internal control procedures, the terms of the Printing Services Framework Agreement are fair and reasonable and on normal commercial terms or better so far as the Independent Shareholders are concerned; and
- (v) the value of, and the basis for determining, the Proposed Annual Caps are fair and reasonable as discussed in this letter above.

Having taken into account the above factors and reasons, we are of the opinion that (i) the terms of the Transaction are not in the ordinary and usual course of business of the Group, but on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and the Transaction is in the interests of the Company and the Shareholders as a whole; and (ii) the Printing Services Framework Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group, on normal commercial terms or better, and the terms of the Printing Services Framework Agreement and the Proposed Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the Transaction, the Proposed Continuing Connected Transactions and the Proposed Annual Caps.

Yours faithfully
For and on behalf of
Red Sun Capital Limited
Robert Siu
Managing Director

Mr. Robert Siu is a licensed person registered with the Securities and Futures Commission and a responsible officer of Red Sun Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 26 years of experience in the corporate finance industry.

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group:

- (i) for the year ended 31 December 2025 has been disclosed on pages 42 to 98 of the Company's 2025 annual report published on 23 April 2026 available on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0423/2026042301475.pdf>) and of the Company (https://www.leftfieldprinting.com/pdf/investor/20260423/e1540_260330_AR.pdf);
- (ii) for the year ended 31 December 2024 has been disclosed on pages 42 to 94 of the Company's 2024 annual report published on 23 April 2025 available on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0423/2025042301526.pdf>) and of the Company (https://www.leftfieldprinting.com/pdf/investor/20250423/e1540_250327_AR.pdf); and
- (iii) for the year ended 31 December 2023 has been disclosed on pages 44 to 106 of the Company's 2023 annual report published on 23 April 2024 available on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0423/2024042301350.pdf>) and of the Company (https://www.leftfieldprinting.com/pdf/investor/20240423/e1540_240327_AR.pdf).

2. INDEBTEDNESS STATEMENT

As at the close of business on 30 June 2026, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Circular, the Group's indebtedness and contingent liabilities (unaudited) were as follows:

The Group had outstanding indebtedness of approximately HK\$48,486,000, consisting of unsecured and unguaranteed lease liabilities of approximately HK\$44,830,000, corporate credit cards payable balance of approximately HK\$101,000 and bank guarantees of approximately HK\$3,555,000 issued in relation to an obligation of the Company under commercial agreements with two third parties. As of the close of business on 30 June 2026, there had been no claims under the agreements.

Save as aforesaid, and apart from intra-group liabilities and normal trade and other payables, as at 30 June 2026, the Group did not have any debt securities issued or outstanding or authorised or otherwise created but unissued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, lease liabilities, hire purchases commitments, guarantees or other material contingent liabilities.

For the purpose of the indebtedness statement, foreign currency amounts have been translated into HK\$ at the approximate rates of exchange prevailing at the date of indebtedness statement.

3. WORKING CAPITAL OF THE GROUP

The Directors, after due and careful enquiry, are of the opinion that, taking into account the internal financial resources and credit facilities available to the Group and the effect of the Transaction, the Group will have sufficient working capital for its present requirements for a period of at least 12 months from the date of this Circular. The relevant confirmation required under Rule 14.66(12) of the Listing Rules has been provided to the Stock Exchange.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the Group's latest audited consolidated financial statements were made up, up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in the provision of printing solutions and services in Australia, providing digital and offset printing, and other ancillary business services including digital asset management, content management, back catalogue fulfilment, direct-to-consumer distribution and warehousing, variable data and intelligent mailing.

As stated in the sub-section headed "Reasons for and Benefits of the Transaction" in the letter from the Board, the Transaction aligns with the Group's current plan to deploy its resources in a more optimal way by concentrating resources on driving the growth of the Remaining Group's higher-margin core operations and exploring adjacent, technology-driven, and capital-light opportunities.

Following the Transaction, the Remaining Group intends to focus on its core operations of providing printing solutions and services, including digital and offset printing, and other ancillary business services. The Remaining Group has expanded its warehousing capabilities, enabling it to offer a comprehensive, integrated supply chain model to its customers. The Board is optimistic about the future prospect and growth potential of the Remaining Group's business segments, which operate in areas with higher barriers to entry, including government and specialised printing. The Remaining Group intends to explore adjacent, technology-driven, and capital-light opportunities going forward.

The following is the text of a valuation report, prepared for the purpose of incorporation in this document received from Valtech Valuation Advisory Limited, an independent valuer, in connection with its valuation of the Target Group.



11 August 2026

To the Board

Dear Sir/Madam,

Valuation of a Disposal Group under Left Field Printing Group Limited

In accordance with the instructions from Left Field Printing Group Limited (the “Company”), we have been engaged by the Company to assist in determining the following subject of valuation as at 31 March 2026 (the “Valuation Date”).

- Market Value of a 100% equity interest in a disposal group (the “Disposal Group”) as at the Valuation Date for the Company’s transaction reference.

Our analyses are substantially based on the information provided to us by the existing management of the Company (the “Management”). It is our understanding that our analyses, and the subsequent appraised estimation of Market Value (as defined in the section of Standard and Basis of Value), will be used by the Management solely for its transaction reference purpose only. Our analyses were conducted for the above stated purpose. As such, this report should not be used by the Company for any other purposes other than those that are expressly stated herein without our expressed prior written consent.

Our work was subject to the Statement of Limiting Conditions as described at the end of this report. The basis of value follows the definition of Market Value as stipulated in International Valuation Standards (“IVS”), premised on the Disposal Group being a “Highest and Best Use” basis.

The approaches and methodologies used in our work did not comprise an examination to ascertain whether the Company’s presented financial information was constructed in accordance with generally accepted accounting principles. The objective of the aforesaid examination is of course to determine whether existing current financial statements or other financial information, historical or prospective, which are provided to us by the Management, are being expressed as a fair presentation of the Company’s financial condition. As such, we express no opinion and accept no responsibility on the accuracy and/or completeness of the historical and projected financial information of the Company, and of the marketing materials or other data provided to us by the Management.

Our conclusion on Market Value does not constitute nor shall it be construed to be an investment advice or an offer to invest. Prior to making any decisions on any investments, a prospective investor should independently consult with their own investment, accounting, legal and tax advisers to critically evaluate the risks, consequences, and suitability of such investment.

SCOPE AND PURPOSE OF ENGAGEMENT

We were engaged by the Management to assist in determining the Market Value of a 100% equity interest in the Disposal Group as at the Valuation Date. It is our understanding that our analysis will be used by the management of the Company solely for their transaction reference only.

In conducting this valuation exercise, we have performed procedures including, but not limited to, the following:

- Coordinated with the Management and/or the Company's representatives to obtain information and documents considered relevant to the valuation;
- Reviewed the financial information, management accounts, business information and other relevant documents of the Disposal Group made available to us;
- Discussed with the Management to understand the business nature, operating history, financial performance, business model, operations and other relevant background of the Disposal Group;
- Considered the information provided by the Management and the bases and assumptions adopted in arriving at our valuation conclusion;
- Carried out market research and reviewed relevant market data, industry information and capital market information from public sources and recognised financial databases, including Bloomberg Terminal, where applicable;
- Selected and applied an appropriate valuation approach and methodology to analyse the relevant financial and market data and derive the Market Value of a 100% equity interest in the Disposal Group as at the Valuation Date; and
- Prepared this valuation report, which sets out, among other matters, the scope and purpose of engagement, sources of information, valuation methodology, key assumptions, limiting conditions and conclusion of value.

STANDARD AND BASIS OF VALUE

This valuation was prepared on the basis of Market Value. In accordance with the IVS, Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. When appropriate, we might also make further reference to the Hong Kong Financial Reporting Standard 13 – Fair Value Measurement (“HKFRS 13”). The HKFRS 13 and IVS outline the general guidelines on the basis and valuation approaches used in valuation.

PREMISE OF VALUE

Premise of value relates to the concept of valuing a subject, i.e., a business, in a manner which would generate the greatest return to the owner, taking into account what is physically tangible, financially feasible, and legally permissible. Premise of value includes the following scenarios:

- | | |
|----------------------------------|--|
| Highest and Best Use: | is the use that would produce the highest and best use for an asset, and it must be financially feasible, legally allowed and result in the highest value; |
| Current Use/Existing Use: | is the current way an asset, liability, or group of assets and/or liabilities is used, may not necessarily be the highest and best use; |
| Orderly Liquidation: | describes the value of a group of assets that could be realized in a liquidation sale, given a reasonable period of time to find a purchaser/(s), with the seller being compelled to sell on an as-is, where-is basis; and |
| Forced Sale: | is in circumstances where a seller is under compulsion to sell and that, as a consequence, a proper marketing period is not possible and buyers may not be able to undertake adequate due diligence. |

After having reviewed all background and financial information and taken into consideration all relevant facts, valuation of the Disposal Group should be prepared on a “Highest and Best Use” basis.

LEVEL OF VALUE

Current valuation theories suggest that there are at least three basic “levels” of value applicable to a business or business interest. The three most common levels of value are as follows:

Controlling Interest:	Value of the controlling interest, always evaluate an enterprise as a whole;
Non-controlling Interest:	Value of the non-controlling interest of a business;
As if Freely Tradable Minority Interest:	Value of a minority interest, lacking control, but enjoys the benefit of market liquidity; and
Non-marketable Interest:	Value of a business or business interest that lacks market liquidity.

After having reviewed all background and financial information and taken into consideration all relevant and objective facts, we reasonably believe the Disposal Group should be prudently valued and reported in this valuation as a Controlling Interest and Non-marketable Interest.

SOURCES OF INFORMATION

Our analysis and conclusion of opinion on value were based on continued discussions with, and having obtained pertinent key documents and records provided by the Management, and we conducted certain procedures including but not limited to:

- Obtained the management accounts of the Company and the Disposal Group for the financial year ended 31 December 2025;
- Obtained the management accounts of the Company and the Disposal Group for the three months ended 31 March 2026;
- Obtained the adjusted management accounts of the Company and the Disposal Group for the three months ended 31 March 2026, incorporating adjustments made on the basis that the planned reorganisation had been completed;
- Obtained the breakdown of the right-of-use assets and lease liabilities of the Disposal Group as at 31 March 2026;
- Obtained the breakdown of the related party transactions of the Disposal Group for the period from 1 April 2025 to 31 March 2026;
- Obtained a sample contract dated 31 August 2023, with a service period up to 31 August 2027, containing scope of services and terms of trade of the Disposal Group; and
- Obtained the sale and purchase agreement dated 25 June 2026 in relation to the disposal of the Disposal Group.

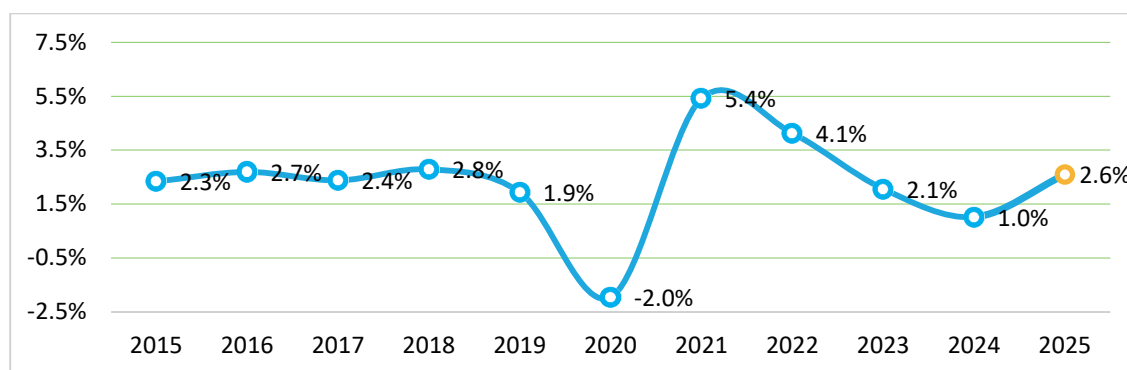
We have also relied upon publicly available capital market information, including data obtained from the Bloomberg Terminal, industry reports, news articles, public filings and other publicly available databases.

ECONOMIC OVERVIEW

To support the economic background of the jurisdiction in which the Disposal Group primarily operates, we have reviewed the economic conditions in Australia, being the principal market from which the Disposal Group is expected to derive its future income.

The Australian economy gained meaningful momentum over the course of 2025, with growth accelerating progressively through the year. In the September quarter 2025, GDP rose 0.4% in seasonally adjusted chain volume terms and 2.1% through the year, with quarterly growth driven by domestic final demand led by private investment and household consumption. The recovery continued to build into year-end: GDP rose 0.8% in the December quarter 2025 and 2.6% compared to a year ago, which was the fastest annual growth rate in nearly three years, beating market forecasts, with public and private demand each contributing 0.3 percentage points to GDP growth. The International Monetary Fund (“IMF”) projected Australia’s GDP to grow by 2.0% in 2026 and 1.7% in 2027.

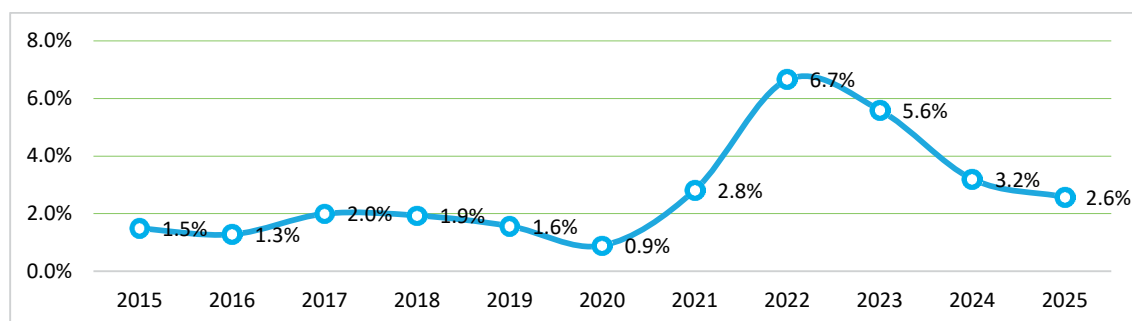
Figure 6-1 GDP growth rate in Australia from 2015 to 2025



Source: IMF, World Economic Outlook database (April 2026), ABS

Consumer price inflation in Australia, having moderated through the first half of 2025, has re-accelerated unexpectedly. After easing gradually from its late 2022 peak, underlying inflation reached 2.7% in the June quarter 2025, which was close to the midpoint of the Reserve Bank of Australia’s (“RBA”) 2–3% target band before picking up materially in the second half of the year. Trimmed mean inflation rose to 3.4% over the year to the December quarter 2025, well above expectations, with the pick-up observed across a broad range of categories including services, retail goods, and new dwelling construction costs. In response to the renewed inflationary pressure, the RBA’s Monetary Policy Board decided to increase the cash rate target by 25 basis points to 3.85% at its February 2026 meeting, noting that inflation had picked up and was likely to stay above the 2–3% target range for some time. According to the RBA’s February 2026 Statement on Monetary Policy, trimmed mean inflation is projected to peak at 3.7% in mid-2026, with headline inflation reaching around 4.2% at the same time reflecting the unwinding of electricity rebates. Both underlying and headline inflation are then projected to fall to a little below 3% by mid-2027, before declining further to a little above the midpoint of the target range by mid-2028.

Figure 6-2 CPI Inflation Rate in Australia from 2015 to 2025



Source: IMF, World Economic Outlook database (April 2026)

The RBA is responsible for Australia's monetary policy. Monetary policy involves setting the interest rate on overnight loans in the money market ('the cash rate'). The cash rate influences other interest rates in the economy, affecting the behaviour of borrowers and lenders, economic activity and ultimately the rate of inflation. In determining monetary policy, the Bank has a duty to contribute to the stability of the currency, full employment, and the economic prosperity and welfare of the Australian people. To achieve these statutory objectives, the Bank has an 'inflation target' and seeks to keep consumer price inflation in the economy to 2%–3%, on average, over the medium term. Controlling inflation preserves the value of money and encourages strong and sustainable growth in the economy over the longer term.

At its February 2026 meeting, the RBA raised the cash rate target by 25 basis points to 3.85%, citing a material pick-up in inflation during the second half of 2025 and greater-than-expected capacity pressures in the economy, with private demand, driven by both household spending and investment, strengthening substantially more than anticipated.

The Australian dollar experienced significant volatility throughout 2025, sliding to around 61.5 US cents in January before dropping below 60 cents in April amid US tariff shocks, then recovering to a 10-month high of approximately 67 US cents in September, supported by weakness in the US dollar and solid commodity prices, with iron ore holding around the US\$100 per tonne mark. Looking into 2026, the general outlook is for the AUD/USD exchange rate to continue strengthening into the first half of 2026, supported by the RBA's renewed hawkish stance and diverging monetary policy expectations relative to the US Federal Reserve. However, risks to the AUD outlook include a potential gradual USD recovery from early 2026 as US growth rebounds, as well as structural headwinds in China, including property sector weakness and demographic pressures, which could dampen demand for iron ore and LNG, key drivers of AUD strength.

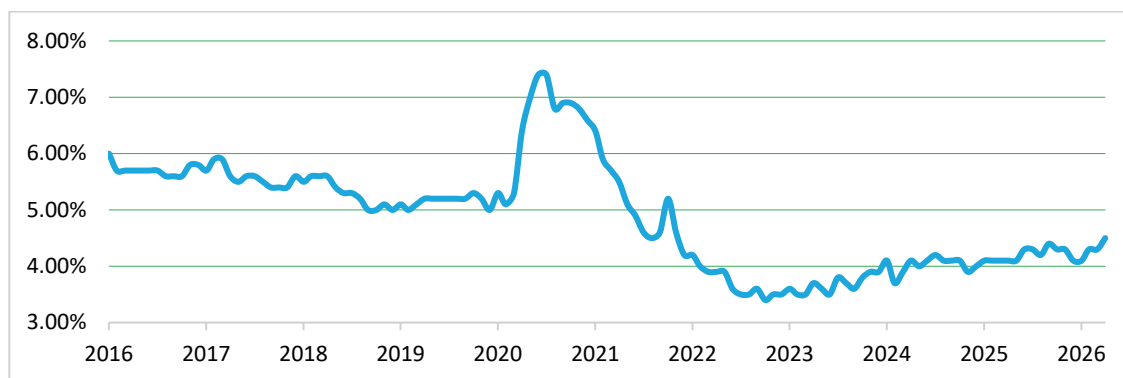
Figure 6-3 Australian Dollar against the US Dollar, Jan 2016 – April 2026



Source: Yahoo Finance

The Australian labour market has been on a gradual easing trajectory since 2025, though it continues to demonstrate underlying resilience. Having recorded a cyclical trough of around 4.0% in mid-to-late 2024, the seasonally adjusted unemployment rate edged progressively higher through 2025 and into 2026. According to ABS, the seasonally adjusted unemployment rate rose to 4.5% in April 2026, which was the highest level since November 2021, as the number of unemployed people rose by 33,000 to 692,500, driven by increases in both full-time and part-time job seekers, against a backdrop of employment falling by 19,000 persons. In trend terms, however, the picture remains more stable, with the trend unemployment rate holding at 4.3% in April 2026, while trend employment continued to expand, rising by 22,100 to 14,753,800 persons – pointing to a labour supply expansion absorbing much of the headline softness.

Figure 6-4 Monthly Unemployment rate (seasonally adjusted) in Australia, April 2016 – April 2026



Source: Australian Bureau of Statistics

GOVERNMENT POLICIES

The 2025–26 Federal Budget, handed down by Treasurer Jim Chalmers on 25 March 2025, continued to prioritise cost-of-living relief while laying the foundations for a stronger and more resilient economy. The budget projected a deficit of AU\$27.6 billion for 2025–26, following two consecutive years of surplus, reflecting the government’s commitment to targeted spending while maintaining fiscal responsibility. Key measures included:

- Extending energy bill rebates of AU\$150 per quarter for eligible households and approximately one million small businesses through to the end of 2025, providing continued cost-of-living support;
- Committing AU\$657.9 million over three years to expand and sustain the Medicare Urgent Care Clinics Programme, alongside AU\$8.5 billion to boost Medicare bulk-billing services and reduce out-of-pocket healthcare costs;
- Delivering AU\$17.1 billion in infrastructure investments across Australia, including AU\$7.2 billion to upgrade the Bruce Highway in Queensland and AU\$3 billion to complete the National Broadband Network rollout;
- Advancing the Future Made in Australia agenda with AU\$3.2 billion over 19 years to support green metals manufacturing – including aluminium smelters and green iron projects – and a further AU\$2 billion to expand the Clean Energy Finance Corporation, supporting Australia’s transition to low-emissions industries; and
- Allocating AU\$9.2 billion for social and affordable housing, including an expansion of the Help to Buy shared equity scheme and measures to address housing supply constraints.

INDUSTRY OVERVIEW

The Australian printing industry has undergone a sustained structural contraction over the past several years. According to IBISWorld, industry revenue was approximately AUD 7.1 billion in 2024, representing a negative CAGR of 2.5% over the 2019–2024 period. This decline appears structural rather than cyclical, driven by the continued migration of advertising, directories, catalogues, magazines and transactional print to digital channels, a trend that shows no meaningful signs of reversal.

Conversely, the broader publishing market, encompassing both physical and digital formats, presents a more constructive long-term outlook. IMARC Group projects the Australian publishing market to expand from USD5.4 billion in 2025 to USD8.0 billion by 2034, representing a CAGR of approximately 4.3%. This growth is expected to be driven principally by digital content consumption, subscription-based reading platforms and the expansion of educational publishing. Although this growth is expected to accrue disproportionately to digital content providers rather than commercial printers, it nevertheless supports a durable baseline of demand for physical book production, particularly within the educational and professional publishing segments, where print formats retain meaningful relevance.

Inventory Management and the Rise of Digital Print

A structural shift in publisher inventory management is underway, moving away from large-batch offset runs held in warehouses toward shorter, more frequent digital print runs and print-on-demand (“POD”) fulfilment. This transition is driven by publishers’ desire to mitigate inventory risk, lower warehousing costs, and maintain backlist titles in continuous supply without committing to minimum order quantities (“MOQs”). The Walsworth 2025 Book Printing Trends Report highlights that digitally printed books are becoming increasingly prevalent as publishers demand short print runs and quick turnarounds, making data-driven inventory management a standard industry practice. Concurrently, the Australian digital printing market reached USD644 million in 2025 and is forecast to grow to USD1.02 billion by 2034, representing a CAGR of approximately 5.1% (IMARC Group, 2025) – positioning it as one of the few growth segments within the broader printing industry. Specialist printers with established digital press capacity and integrated fulfilment infrastructure are well positioned to capture this shift.

Government Procurement & Barriers to Entry

Government printing represents a distinct and highly resilient sub-segment. The Australian Federal Government procures printing services through a centralised panel arrangement administered via AusTender (Print Production Panel, PNL1858), with typical contract terms of four years plus extension options. Security-sensitive publications – including statutory documents, defence materials, and official forms – can only be produced by printers holding accreditations from the Australian Government Security Vetting Service (AGSVS) and the Department of Defence, creating a formidable and durable barrier to entry. In 2024, a policy shift was introduced when the Australian Government announced a target to reduce external outsourcing by AUD 527 million in 2024–25 (The Canberra Times, November 2024), has introduced some uncertainty for government-facing service providers. However, given the highly specialised nature of print production and the impracticality of government agencies internalising capital-intensive printing infrastructure, the impact on specialist government printers is expected to be limited in scope.

Margin Pressures, Compliance, and Outlook

Rising input costs, particularly for paper, ink and energy, have compressed industry margins in recent years. Simultaneously, escalating regulatory and client-driven demands for sustainable printing practices are driving up compliance costs. ISO 14001 environmental management certification has become an expected baseline among government and large institutional clients, with printers increasingly required to demonstrate the use of recycled materials, low-VOC inks, and energy-efficient production processes.

Looking ahead, the contraction of the Australian printing industry is anticipated to moderate as structural adjustments conclude, with digital printing and POD services partially offsetting volume losses in traditional offset categories. Specialist printers that have invested in digital press capability, ancillary fulfilment services, and defensible market niches, such as secure government printing, are best positioned to navigate this challenging operating environment and maintain more stable earnings across the economic cycle.

COMPANY OVERVIEW

Left Field Printing Group Limited

The Company is an investment holding company with its subsidiaries being principally engaged in the provision of printing solutions and services in Australia.

THE DISPOSAL GROUP

The Disposal Group consists of four companies namely: McPherson's Printing Pty. Ltd., Marvel Printing Pty Ltd, OPUS Book Printing Group Holdings Pty Ltd and Griffin Press Printing Pty Ltd (after the reorganisation). The Disposal Group principally engaged in the provision of book printing and book manufacturing services to publishers. Its services include the production, reprinting, finishing and delivery of books in accordance with customer specifications, agreed production schedules and volume commitments.

VALUATION METHODOLOGY OVERVIEW

The valuation of any asset can be broadly classified into one of the three approaches, namely the cost approach, the market approach and the income approach. In any valuation analysis, all three approaches must be considered, and the approach or approaches deemed most relevant will then be selected for use in the analysis of that asset.

Cost Approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain a business, business ownership interest, security, or intangible asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

Market Approach

The market approach provides an indication of value by comparing a business, business ownership interest, security, or intangible asset with identical or comparable (that is similar) subjects for which price information is available.

Value is established based on the principle of comparison. This simply means that if one thing is similar to another and could be used for the other, then they must be similar. Furthermore, the prices of two alike and similar items should approximate to one another.

Income Approach

This is a general way of determining the economic value of a business, business ownership interest, security, or intangible asset by using one or more methods that convert anticipated benefits into a present value amount.

In the income approach, an economic benefit stream of the asset under analysis is selected, usually based on historical and/or forecasted cash flow. The focus is to determine a benefit stream that is reasonably reflective of the asset's most likely future benefit stream. This selected benefit stream is then discounted to present value with an appropriate risk-adjusted discount rate. Discount rate factors often include general market rates of return at the Valuation Date, business risks associated with the industry in which the company operates, and other risks specific to the asset being valued.

Selected Valuation Approach

Methodology Analysis	Reason for Applying or not Applying
Cost Approach (also known as Asset Approach) is Rejected (<i>Note</i>)	The Cost Approach was considered but not adopted in this valuation. The subject company is an operating business, and its value is primarily derived from its established customer relationships, production capabilities, technical know-how, operating scale, pricing arrangements and ability to fulfil printing contracts, rather than merely from the replacement cost of its tangible assets. The Cost Approach would not adequately capture the economic benefits associated with the subject company as a going concern, including its contractual relationships, assembled workforce and market position. Accordingly, we considered that the Cost Approach would be less relevant in determining the Market Value of the subject company, and therefore it was not adopted in this valuation.
Market Approach is Accepted	The market approach refers to the market indication of valuation based on public information available to all market participants. Compared to the income approach, the market approach makes less reliance on management assumptions but more on market expectations. For the Disposal Group as a profitable business, it is more appropriate to use the market approach which reflects the market participant's current assessment without material management assumptions on financial projections. There are sufficient Guideline Publicly-traded comparable companies available in the market which facilitate a meaningful comparison and provide inputs for determining the valuation multiple. As such, the Guideline Publicly-traded Comparable Method under the Market Approach is applied and considered as appropriate and reliable. Further explanations are made under the section "APPLICATION OF MARKET APPROACH".

Income Approach is Rejected	The Income Approach was considered but not adopted in this valuation. The application of the Income Approach would require the preparation of reliable long-term financial projections, including assumptions on future printing volumes, customer retention, contract renewal, pricing adjustments, paper and other input costs, production utilisation and operating margins. Based on the nature of the Disposal Group's business, its future financial performance is expected to be affected by publisher demand, order volumes, cost escalation mechanisms and market conditions in the book printing industry. In the absence of sufficiently reliable and supportable long-term forecasts that could reasonably reflect these factors, we considered that the Income Approach would involve a relatively high degree of estimation uncertainty. Accordingly, the Income Approach was not adopted as the primary valuation approach in determining the Market Value of the subject company.
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Note: Pursuant to International Valuation Standards published by International Valuation Standards Council, there are three cost approach methods, being replacement cost, reproduction cost and summation method. Replacement cost and reproduction cost methods are typically adopted to value physical assets (e.g. plant and machineries), whereas summation method, also referred to as "underlying asset method" or "asset approach" in practice, is typically adopted to value investment companies or entities by valuing their component assets and liabilities. In other words, asset approach remeasures the fair value of the component asset and liabilities (equivalent to net asset value) of the companies or entities. In the context of business valuation, the summation method (i.e. asset approach) directly ignores the revenue and profit generating metrics of the underlying assets, companies and entities, and thus the method is only applicable to investment holding companies (i.e. typically investment fund entities) where their underlying assets and liabilities are already re-measured to fair value standard in line with applicable accounting standards. The summation method (i.e. asset approach) is rarely used in valuing operating companies with track record of meaningful revenue and profits.

GENERAL ASSUMPTIONS

A number of general assumptions were established to sufficiently support our conclusion of valuation. The general assumptions adopted in this valuation are:

- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the existing political, legal, commercial and banking regulations, fiscal policies, foreign trade and economic conditions in countries/regions where the Disposal Group currently operates in and in new markets that the Disposal Group may potentially expand into as proposed by Management;
- There are no deviations, the aggregate of which when viewed together, may be construed to be a material adverse change in industry demand and/or market conditions;
- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the fluctuation of interest rates or currency exchange rates in any country which would be deemed to have a negative impact or the ability to hinder the existing and/or potentially future operations of the Disposal Group;

- There are no changes, the aggregate of which when viewed together, may be construed to be a material adverse change in the current laws of taxation in those countries in which the Disposal Group operates in or the Disposal Group may potentially operate in;
- All relevant legal approvals, business certificates, trade and import permits, bank credit approval have been procured, in place and in good standing prior to commencement of operations by the Disposal Group under the normal course of business;
- The Disposal Group will be able to retain existing and competent management, key personnel, and technical staff to support all facets of the ongoing business and future operations; and
- Trademarks, patents, technology, copyrights and other valuable technical and management know-how will not be infringed in countries/regions where the Disposal Group is or will be carrying on business.

MAJOR ASSUMPTIONS

Consideration of the Adjusted Management Accounts

In arriving at the Market Value of a 100% equity interest in the Disposal Group as of the Valuation Date to facilitate management's decision on determining the disposal consideration after the Valuation Date (after the completion of a planned reorganisation, including a capital injection and the settlement of current accounts between the Disposal Group and the Company), we have taken into account the adjusted management accounts of the Disposal Group as at the Valuation Date, incorporating adjustments made on the basis that the planned reorganisation had been completed, including such capital injection and settlements. These adjustments were considered relevant and necessary as they reflect the expected financial position of the Disposal Group on a standalone and post-adjustment basis for the purpose of determining the disposal consideration.

Based on the information provided by Management, the capital injection is intended to enable the Disposal Group to maintain a sufficient level of working capital for its normal business operations after the proposed disposal. Accordingly, the additional cash balance reflected in the adjusted management accounts is considered necessary to support the Disposal Group's operations on a standalone basis, rather than representing surplus cash unrelated to the operating business.

APPENDIX II BUSINESS VALUATION REPORT OF THE TARGET GROUP

For illustration purpose, the following table sets out the simplified adjusted balance sheet of the Disposal Group as at the Valuation Date:

	Before Capital Injection and Settlement HKD'000 (unaudited)	Adjustments HKD'000 (unaudited)	After Capital Injection and Settlement HKD'000 (unaudited)
Cash and cash equivalents	3,262	27,525	30,787
Trade receivables	74,264	–	74,264
Property, plant and equipment	40,547	–	40,547
Other assets	96,802	–	96,802
Total assets	214,875	27,525	242,400
Liabilities (<i>Note</i>)	(104,710)	13,725	(90,985)
Net assets/equity	110,165	41,250	151,415

Note: The adjustment to liabilities represents the settlement of intercompany balances. The sum of individual amounts may not equal the total due to rounding.

APPLICATION OF MARKET APPROACH

Principle of Market Approach

Under the Market Approach, the value of the Subjects of Valuation can be determined based on its (i) Most Recently Traded or Transacted Prices, (ii) Guideline Publicly-traded Comparable Method and, (iii) Comparable Transactions Method. The three valuation methods under the Market Approach are further discussed and selected below.

Recent Traded or Transacted Prices

Recent Traded or Transacted Prices of the exact same subject asset can provide the most objective indication of value or valuation multiple of the subject asset. Reliance on recent prices is the most intuitive way of price discovery in the marketplace under ordinary situations. The method is usually applied to value publicly traded companies and private companies with recent funding rounds on an arm's length basis. Apart observing the traded and transacted prices, further analyses on market activity have to be carried out to determine whether the subject asset can be purchased or sold in the same manner as the observed recent trades and transactions in the current marketplace.

Guideline Publicly-traded Comparable Method

Under the Guideline Publicly-traded Comparable (“GPTC”) Method, the value is derived from last trading multiples of a selected set of Guideline Publicly-traded comparable companies (the “Comparable Companies”). Trading multiples, which are measures of relative value, are computed by dividing the market capitalisations (or sometimes enterprise value) of the Comparable Companies by some identified value-driving economic variable(s) observed or calculated from their latest published fundamental data, being typically their financial metrics (such as revenue, earnings before interests and taxes, net profit, book equity) or other industry-specific value drivers as at the Valuation Date. A typical challenge in applying the GPTC Method is to identify a sufficient pool of relevant and sufficient Comparable Companies that are comparable to the Disposal Group in terms of their business models, underlying business risks and prospects.

Comparable Transactions Method

The Comparable Transactions Method (“CTM”) drives value from observing the acquisition multiples at which sizable stakes of the similar companies were transacted between independent and informed willing buyers and sellers. Similar to the GPTC Method, the CTM determines the acquisition multiples from dividing the considerations transferred in comparable acquisitions by the relevant value-driving financial or industry-specific indicators. Application of CTM is typically subject to further limitations:

- Limited occurrence of recent comparable transactions;
- Availability and quality of public disclosure on transactions between private investors; and
- Limited information on the arm’s length nature of the transactions.

Concluded Method under the Market Approach

Given the above considerations, we have only accepted the Guideline Publicly-traded Comparable Method. The following exhibit elaborates our selection and rejection reasons of the 3 methods under the Market Approach.

Summary of Selected Methods and Reasons

Methods under Market Approach	Application	Reasons
Recent Traded or Transacted Prices	Rejected	No reliable recent trades and transactions identified.
Guideline Publicly-traded Comparable Method	Accepted	A reliable pool of Comparable Companies identified with sufficient and reliable financial data disclosed.
Comparable Transactions Method	Rejected	No reliable pool of comparable transactions identified with sufficient and reliable financial data disclosed.

Under the Guideline Publicly-traded Comparable Method, value of the Disposal Group is determined based on its comparable peers' trading multiples. This principle is addressed by the valuation method to be discussed below.

Selection of the Valuation Metrics

The Disposal Group has a solid track record of profitability. As such, its net earnings are considered to be the most relevant and reliable financial metric for valuation purposes. Accordingly, the price-to-earnings ("P/E") ratio was selected as the primary valuation multiple. Detail discussions are as follows.

The P/E ratio is a widely used valuation multiple for valuing companies with reliable earnings records, as it reflects the market's assessment of companies with similar earnings profiles, risks and growth prospects. It provides a simple and intuitive indication of how the market values the profitability and future earnings potential of businesses of a similar nature. The Disposal Group is well-established (from the Company's printing solutions and services segment) and has remained profit-making over the past three financial years. Its recent positive earnings therefore provide a relevant and supportable basis for applying the P/E ratio in the valuation.

An addition, we have also selected the enterprise value-to-sales ("EV/S") ratio as a reasonableness check to support the valuation conclusion derived from the P/E ratio, as many of the Comparable Companies do not show positive P/E ratios (to be discussed under "Computation of the Valuation Multiple").

By contrast, the use asset-based valuation multiples, such as price-to-book ("P/B") ratio, for a profitable operating business may not appropriately capture its earnings-generating capability and may result in a valuation outcome that is less directly linked to its profitability. Accordingly, we have considered but rejected the P/B ratio as it fails to capture the profitability of the business.

Selection of Comparable Companies

The application of the GPTC Method depends on the selection of the comparable companies that share sufficient similarities to underlying business of the Disposal Group so as to provide meaningful comparisons. We exercised due care in the selection of the comparable companies by using multiple screening criteria in deciding whether or not the business model of a particular comparable company is relevant.

The Disposal Group is principally engaged in the provision of book printing and book manufacturing services to publishers in Australia. In selecting the Comparable Companies, we considered various screening criteria, including the business description of the potential Comparable Companies, their principal business activities, revenue composition, primary operating locations, listing status and availability of relevant financial information. The purpose of the screening process was to identify a representative set of listed companies with business characteristics that are broadly comparable to those of the Disposal Group.

The Comparable Companies were primarily identified through searches on the Bloomberg Terminal and publicly available information. Selection criteria were applied to ensure a reasonable degree of comparability between the Comparable Companies and the Disposal Group, as follows:

- **Principal Business:** the Comparable Companies are principally engaged in book printing and manufacturing of related printed products;
- **Location of Operations:** the Comparable Companies have their principal operations located in China, Hong Kong or Australia, as further discussed in the paragraphs below;
- **Revenue Contribution:** more than 50% of the reported revenue of the Comparable Companies is attributable to the comparable principal business;
- **Listing Status:** the Comparable Companies are listed on either the Hong Kong Stock Exchange or the Australian Securities Exchange.

We initially searched for Australian-listed companies with principal operations in Australia that satisfied the above selection criteria, reflecting the location of the Disposal Group's principal operations and production facilities. Based on our screening, IVE Group Limited was the only independent Australian-listed company identified as satisfying all the criteria. As reliance on a single independent comparable company would not provide a sufficiently broad and robust basis for deriving a representative market multiple, we considered it appropriate to expand the geographic scope of the search.

In determining an appropriate secondary geographic scope, we considered the location at which the Disposal Group's key strategic and business decisions are made. Although the Disposal Group is incorporated in Australia and its principal operations and production facilities are located in Australia, it is wholly owned by the Company, whose Shares are listed on the Hong Kong Stock Exchange. All key business decisions and strategies of the Disposal Group are driven and determined by the Company and its board of directors, the majority of whom are based in Hong Kong, with the relevant board meetings to which these decisions are made also all convened and held in Hong Kong. Against this background, the search was subsequently expanded to include Hong Kong-listed companies with principal printing operations in Hong Kong and/or Mainland China and key management functions conducted from Hong Kong, provided that they satisfied the same principal-business and revenue-contribution criteria. Accordingly, we considered the inclusion of such companies appropriate in establishing a sufficiently broad and representative set of comparable companies.

In applying the above criteria, we considered both the business nature and revenue composition of the potential Comparable Companies. The 50% revenue threshold was adopted as a practical majority rule to ensure that the selected companies derive the majority of their revenue from activities comparable to those of the Disposal Group. This approach is considered appropriate as it is very common to identify listed companies which have less than 100% of their revenue generated from the same business activity. The adoption of the threshold therefore allows for the formation of a meaningful and sufficiently representative comparable company set, while maintaining reasonable comparability with the Disposal Group.

APPENDIX II BUSINESS VALUATION REPORT OF THE TARGET GROUP

Based on the above selection criteria, we identified a pool of 9 Comparable Companies that are principally engaged in printing-related businesses, operating in relevant geographic markets, and listed on the Hong Kong Stock Exchange or the Australian Securities Exchange. We consider the selected Comparable Companies to be an appropriate and representative comparable set for the purpose of deriving the valuation result under the Market Approach, exhaustively identified on a best-effort basis. The following list shows the Comparable Companies that we have identified in connection with this valuation.

#	Company Description	Principal Business Nature	Location
1	Neway Group Holdings Limited (55 HK Equity) Neway Group Holdings Limited is an investment holding company principally engaged in the manufacture and sale of printing products.	Manufacture, sale and trading of printing products	Hong Kong
2	Hung Hing Printing Group Limited (450 HK Equity) Hung Hing Printing Group Limited, through its subsidiaries, manufactures and prints paper and carton boxes. The company also trades paper and manufactures corrugated cartons.	Book and package printing	Hong Kong
3	Lion Rock Group Limited (1127 HK Equity) Lion Rock Group Limited offers printing services. The company provides books printing, periodicals printing, newspapers printing, and other services.	Global book-trade focused printing and publishing group	Hong Kong
4	Magnus Concordia Group Limited (1172 HK Equity) Magnus Concordia Group Limited operates printing business. The company prints and sells art books, packaging boxes, children's books, and other related products.	Manufacturing and trading of printed products	Hong Kong

APPENDIX II BUSINESS VALUATION REPORT OF THE TARGET GROUP

#	Company Description	Principal Business Nature	Location
5	Left Field Printing Group Limited (1540 HK Equity) Left Field Printing Group Limited offers printing services. The company provides offset, digital, and cover printing solutions and other related services.	One-stop printing solutions and services provider in Australia	Australia
6	eprint Group Limited (1884 HK Equity) eprint Group Limited provides printing services in Hong Kong. The company provides speedy printing and finishing services, advertisement printing, bound book printing and stationery printing.	Provision of paper printing and banner printing services	Hong Kong
7	Sun Hing Printing Holdings Limited (1975 HK Equity) Sun Hing Printing Holdings Limited offers printing services. The company provides booklet printing, book printing, stickers printing, color card printing, brochures printing, and other services.	Packaging and related printing services	Hong Kong
8	Prosperous Printing Company Limited (8385 HK Equity) Prosperous Printing Company Limited offers printing services. The company provides silkscreen printing, water base varnishing, book binding, folding, embossing, debossing, edges silk screening, and other services.	Production and trading of books and paper products, and provision of related sub-contracting services to print brokers and international publishers	Hong Kong
9	IVE Group Limited (IGL AU Equity) IVE Group Limited provides advertising and marketing services. The company offers promotional merchandising, third party sourcing, printing, retail display, and business communication services.	Diversified marketing, printing and communications services	Australia

Computation of the Valuation Multiple

Once we have identified the set of Comparable Companies and made necessary adjustments to their financial information, if any, the next step is to compute their P/E (primary reference) and EV/S (reasonableness check) multiples on a reliable and consistent approach across all Comparable Companies. The P/E multiple is calculated by dividing the closing share price as of the Valuation Date by the latest available trailing 12-month earnings per share of the Comparable Companies. The EV/S multiple is calculated by dividing the enterprise value by the latest available trailing 12-month revenue of the Comparable Companies. The following table summarizes the calculation of the P/E and EV/S multiples of the Comparable Companies as at the Valuation Date:

#	Company	Stock Code	P/E	EV/S
1	Neway Group Holdings Ltd	55 HK Equity	(net loss)	0.14x
2	Hung Hing Printing Group Ltd	450 HK Equity	(net loss)	0.22x
3	Lion Rock Group Ltd	1127 HK Equity	5.32x	0.38x
4	Magnus Concordia Group Ltd	1172 HK Equity	(net loss)	1.33x
5	Left Field Printing Group Ltd	1540 HK Equity	7.42x	0.29x
6	eprint Group Ltd	1884 HK Equity	(net loss)	0.27x
7	Sun Hing Printing Holdings Ltd	1975 HK Equity	(net loss)	0.04x
8	Prosperous Printing Co Ltd	8385 HK Equity	(net loss)	6.45x
9	IVE Group Ltd	IGL AU Equity	9.85x	0.81x

Source: Bloomberg Terminal

The summary statistics of the derived P/E and EV/S multiples from Comparable Companies is listed as follows.

We have calculated the medians of P/E and EV/S of the data set as follows. The median rule has the benefit over the average rule as the median is less susceptible to sample dispersion and outlier distortion (if any). The lower coefficient of variance further confirms the superior use of P/E over EV/S. Meanwhile, as the EV/S multiples are positive for all nine Comparable Companies (compared to 3 positive for P/E), the EV/S analysis provides a broader reference set and was used as a supplementary reasonableness check to support any conclusion derived from the P/E ratio.

APPENDIX II BUSINESS VALUATION REPORT OF THE TARGET GROUP

As at the Valuation Date	P/E (Selected)	EV/S (Reasonableness Check)
Number of valid valuation multiple	3	9
High	9.85x	6.45x
Upper quartile	8.63x	2.11x
Median	7.42x (selected)	0.29x
Lower quartile	6.37x	0.22x
Low	5.32x	0.04x
Standard deviation	2.27	2.04
Coefficient of variance	0.30	1.85

Determination of Valuation Result

The trailing 12-month net profit¹ for the year ended 31 March 2026 is the latest available financial information of the Disposal Group as of the Valuation Date, as such it is considered to be fair and reasonable to adopt in the valuation. The Market Value of a 100% equity interest in the Disposal Group as at the Valuation Date is summarized as follows:

Selected Multiple		P/E
Adopted multiple (rounded)		7.42x
Net Profit of the Disposal Group		15,268,697
Estimated equity valuation		113,293,731
Add: Control premium ("CP")	24.1%	27,258,642
Implied valuation before DLOM		140,552,374
Less: Discount for lack of marketability ("DLOM")	-15.7%	(22,066,723)
Implied Market Value of a 100% equity interest in the Disposal Group		118,485,651
Implied Market Value of a 100% equity interest in the Disposal Group (rounded)		118,486,000

Note: The sum of individual amounts may not equal to total due to rounding.

EV/S Reasonableness Check

The EV/S ratio was adopted as a supplementary reasonableness check to support the valuation conclusion derived from the P/E ratio. While the P/E ratio remains the primary valuation multiple as it directly reflects the earnings-generating capability of the Disposal Group, the EV/S ratio provides an additional reference point because it is not affected by whether the Comparable Companies recorded net profit or net loss during the relevant period.

¹ The trailing 12-month net profit was derived based on the latest available management accounts of the Disposal Group, comprising the unaudited financial results for the three months ended 31 March 2026 and the pro rata 9-month share of the Disposal Group's net profit for the financial year ended 31 December 2025.

Based on the valuation result derived from the P/E ratio, the implied EV/S multiple of the Disposal Group is approximately 0.29x, which is close to the median EV/S multiple of the Comparable Companies of 0.29x. Accordingly, the EV/S reasonableness check supports that the valuation conclusion derived from the P/E ratio is reasonable and consistent with the market pricing of Comparable Companies on a revenue basis.

CONTROL PREMIUM

Control Premium (sometimes referred to as Market Participant Acquisition Premiums or MPAPs) are applied to reflect differences between the comparables and the Disposal Group with regard to the ability to make decisions and the changes that can be made as a result of exercising control. All else being equal, participants would generally prefer to have control over a subject asset than not. However, participants' willingness to pay a CP will generally be a factor of whether the ability to exercise control enhances the economic benefits available to the owner of the Disposal Group. CP may be quantified using any reasonable method, but are typically calculated based on either an analysis of the specific cash flow enhancements or reductions in risk associated with control or by comparing observed prices paid for controlling interests in publicly-traded securities to the publicly-traded price before such a transaction is announced.

The 2026 FactSet Review is an authoritative annual publication published in 2026 widely regarded as the cornerstone resource for mergers and acquisitions research and reference. It provides comprehensive, expertly curated rosters and statistical summaries of mergers and acquisitions transactions involving US companies – including private, public, and cross-border deals. There is limited publicly available research of similar depth for transactions in Hong Kong or Australia. The US market is often used as a reference point for valuation benchmarks due to its scale, transparency and availability of detailed transaction data. The comparative data is considered to provide a relevant reference for mature economies, including Australia, where the Disposal Group principally operates. The 2026 FactSet Review is especially valued for its reliable data on transaction premiums paid which is considered useful in determining the control premium in valuation. In this valuation, we have made reference to the average percentage premium paid for acquisitions of controlling equity interests over minority equity interests in 2025, as reported in the 2026 FactSet Review. Based on this reference, the latest control premium of 24.1% was adopted.

DISCOUNT FOR LACK OF MARKETABILITY

A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. Many bases of value allow the consideration of restrictions on marketability that are inherent in the subject asset but prohibit consideration of marketability restrictions that are specific to a particular owner. DLOMs may be quantified using any reasonable method, but are typically calculated using option pricing models, studies that compare the value of publicly-traded shares and restricted shares in the same company, or studies that compare the value of shares in a company before and after an initial public offering.

The 2025 Edition Stout Restricted Stock Study is a widely used and authoritative empirical database that supports valuation professionals in determining marketability discount. It includes over 750 carefully screened restricted stock transactions, providing detailed data to compare with subject companies. This resource is recognized for its rigor, reliability, and industry acceptance, enabling professionals to make defensible and tailored discount determinations. In this case, we have made reference to the 2025 Edition Stout Restricted Stock Study of 783 private placement transactions of unregistered common stock issued by publicly traded companies. The discount was calculated by dividing the difference between the private placement price and the market reference price by the market reference price, and the DLOM is arrived at overall median discount of 15.7%.

STATEMENT OF LIMITING CONDITIONS

This valuation report relies upon the following contingent and limiting conditions:

1. We assume no responsibility for the legal matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable.
2. The business interest and subject business assets have been valued free and clear of any liens or encumbrances unless stated otherwise. No hidden or apparent conditions regarding the subject business assets or their ownership are assumed to exist.
3. All information provided by the client and others is thought to be accurate. However, we offer no assurance as to its accuracy.
4. Unless stated otherwise in this report, we have assumed compliance with the applicable local laws and regulations.
5. Absent a statement to the contrary, we have assumed that no hazardous conditions or materials exist which could affect the Disposal Group or its assets. However, we are not qualified to establish the absence of such conditions or materials, nor do we assume the responsibility for discovering the same.
6. The report may not fully disclose all the information sources, discussions and business valuation methodologies used to reach the conclusion of value. Supporting information concerning this report is on file with our company.
7. The valuation analysis and conclusion of value presented in the report are for the purpose of this engagement only and are not to be used for any other reason, any other context or by any other person except the client to whom the report is addressed.
8. The opinion of value expressed in this report does not obligate us attend court proceedings with regard to the subject business assets, properties or business interests, unless such arrangements have been made previously.

9. Possession of this report does not imply a permission to publish the same or any part thereof. No part of this report is to be communicated to the public by means of advertising, news releases, sales and promotions or any other media without a prior written consent and approval by us.
10. This report is valid only for the date specified herein.

CONCLUSION OF VALUE

In conclusion, based on the analyses as fully described in this valuation report and the valuation methodologies which we have employed, we are of the opinion that the Market Value of 100% equity interest in the Disposal Group as at 31 March 2026 is as follows.

Subject of Valuation	Valuation Result
Market Value of a 100% equity interest in the Disposal Group as at 31 March 2026	HKD118,486,000

The opinion of value was based on generally accepted valuation procedures and practices that rely extensively on the use of numerous assumptions and consideration of many uncertainties, not all of which can be easily quantified or ascertained.

This valuation report is issued subject to our general service conditions.

Yours faithfully,
For and on behalf of
VALTECH VALUATION ADVISORY LIMITED

VALUERS' PROFESSIONAL DECLARATION

We hereby certify that we have neither present nor any prospective interests in the subject under valuation. Moreover, we have neither personal interests nor any bias with respect to any of the parties involved.

To the best of our knowledge and belief, our analyses, opinions and conclusion of value as set out in this report have been prepared independently and objectively, subject to the assumptions, information relied upon and limiting conditions stated in this report.

In conducting this valuation exercise, we have considered the information made available to us by the Management and other relevant information considered appropriate for the purpose of this engagement. We are not aware of any material facts relevant to the valuation conclusion that have been intentionally omitted or disregarded.

Save for the professional fee payable to us in connection with this engagement, we confirm that we have no arrangement to receive any other fees or benefits from the Company, the Disposal Group, the Management or any other parties involved in the proposed disposal. Our remuneration is not contingent upon the valuation conclusion, the amount of value assessed, the completion of the proposed disposal, the occurrence of any subsequent event, or the reporting of a predetermined value or direction in value that favours the interests of any party.

We further confirm that our analyses and this valuation report have been prepared in accordance with the International Valuation Standards published by the International Valuation Standards Council, based on the scope of work performed, information available to us and assumptions adopted as set out in this report.

INVOLVED STAFF BIOGRAPHY**Jimmy Wong, CPA, CFA, FRM, MFin, ABV (AICPA)**

Mr. Wong has solid experience in providing corporate valuation advisory and related consulting services in the past 15 years. Before joining Valtech Valuation, he gained rich exposure in valuation and related party transfer pricing consulting at a Big 4 accounting firm and a renowned valuation advisory group. Mr. Wong has led and signed off hundreds of valuations for a broad clientele, including private equity and venture capital funds, publicly listed and private groups, and state-owned enterprises, meeting the purpose of financial reporting, portfolio valuations, public listing and transactions, strategic restructuring, fundraising, litigation and dispute resolution, global tax compliance.

Throughout his career, Mr. Wong has gained client trust through navigating numerous challenging valuation agenda for high-profile projects led by renowned conglomerates, enterprises and organisations, and many listed groups in Hong Kong. His covers industries such as technology, media, and telecommunications, power utilities and renewable energy, automotive, banking and brokerage, venture capitalist and startups, biological and mining assets. Mr. Wong is awarded a lifetime member of the Beta Gamma Sigma Honour Society for his commitment on academic excellence in finance.

Matthew Leung, CPA, CFA, FRM

Mr. Leung has over ten years of experience in the valuation of businesses and intangible assets. He has extensive experience in providing valuation and business consulting services to both public and private companies for financial reporting, tax, litigation support, and mergers and acquisitions.

He is also experienced in the valuation of intangible assets, including customer relationships, trademarks, franchise agreements, mining rights, and patents. His industry experience spans consumer and industrial products, real estate, technology and media, alternative energy, financial services, utilities and infrastructure, forestry, gaming, and mining. His clients include both private and listed companies based in China and Hong Kong.

Bobby Zhu

Bobby Zhu has valuation experiences in various industries including but not limited to clean energy, manufacturing, utility and infrastructure, mining, etc. Prior to joining Valtech Valuation, he worked in another sizeable valuation firm where he participated in many business valuation projects to support clients for the purpose of financial reporting, mergers and acquisitions. He has also gained experience in performing valuation of projects for State-owned Assets Supervision and Administration Commission of the State Council (SASAC) filing in the PRC. Earlier to that, he worked as Corporate Financial analyst in Sony and Dell and Corporate Auditor in Natuzzi China. Bobby earned his Financial Management Degree from Shanghai University of Finance & Economics.

1. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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 document misleading.

2. DISCLOSURE OF DIRECTORS' INTERESTS

(a) Directors' and chief executives' interests and short positions in the Shares, underlying shares or debentures of the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provision of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be and were entered in the register required to be kept by the Company referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

Name of Shareholders	Capacity	Number of Shares (Long Position)	Percentage of issued Shares
Mr. Lau Chuk Kin (<i>Note 1</i>)	Interest in a controlled corporation	323,738,411	64.92%
	Beneficial owner	20,634,836	4.14%
Mr. Richard Francis Celarc (<i>Note 2</i>)	Trust	7,533,039	1.51%
	Interest in a controlled corporation	11,523,168	2.31%
	Beneficial owner	6,203,034	1.24%

Notes:

1. Mr. Lau Chuk Kin is deemed to be interested in 344,373,247 Shares through his personal interests and corporate interests. Of 323,738,411 corporate interests, 307,604,954 Shares and 16,133,457 Shares are beneficially owned through Bookbuilders BVI Limited (“Bookbuilders BVI”) and City Apex Ltd. (“City Apex”) respectively. Bookbuilders BVI is a wholly-owned subsidiary of 1010 Group Limited (“1010 Group”) and 1010 Group is a wholly-owned subsidiary of Lion Rock. Lion Rock is held directly by City Apex and Mr. Lau as to 33.52% and 13.18%, respectively. City Apex is owned as to 77.00% by ER2 Holdings Limited (“ER2 Holdings”). ER2 Holdings is owned as to 69.76% by Mr. Lau Chuk Kin. By virtue of Part XV of the SFO, Mr. Lau Chuk Kin is deemed to be interested in the said Shares.
2. Mr. Richard Francis 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. Richard Francis Celarc; (iii) 7,533,039 Shares held by the Richard Celarc Family Trust by virtue of Mr. Richard Francis 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. Richard Francis Celarc and his wife are the only members of the superannuation fund.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executives of the Company and their respective associates had or was deemed to have any interests or short positions in the Shares or the underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provision of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be and were entered in the register required to be kept by the Company referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders who have an interest and/or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors and chief executives of the Company, as at the Latest Practicable Date, the following persons (other than Directors and chief executives of the Company) had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company, which are required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholders	Capacity	Number of Shares (Long Position)	Percentage of issued Shares
Lion Rock (<i>Note</i>)	Interest in a controlled corporation	307,604,954	61.68%
1010 Group (<i>Note</i>)	Interest in a controlled corporation	307,604,954	61.68%
Bookbuilders BVI (<i>Note</i>)	Beneficial owner	307,604,954	61.68%

Name of Shareholders	Capacity	Number of Shares (Long Position)	Percentage of issued Shares
ER2 Holding (<i>Note</i>)	Interest in a controlled corporation	323,738,411	64.92%
City Apex (<i>Note</i>)	Beneficial owner	16,133,457	3.24%
	Interest in a controlled corporation	307,604,954	61.68%

Note: As at the Latest Practicable Date, Bookbuilders BVI is a wholly-owned subsidiary of 1010 Group and an indirect wholly-owned subsidiary of Lion Rock. Lion Rock was owned as to 33.52% and 13.18% by City Apex and Mr. Lau respectively. ER2 Holdings was the holding company of City Apex. City Apex and ER2 Holdings deemed to be interested in the said Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and chief executives of the Company) who had, or was deemed or taken to have, an interest or short position in the Shares and underlying Shares of the Company which are required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

3. DIRECTORS' INTERESTS

(a) Interests in contracts or arrangements

On 2 December 2025, Ligare Pty Ltd (as tenant), an indirect wholly-owned subsidiary of the Company, entered into a lease agreement (the "2026 Lease Agreement") with D.M.R.A. Property Pty Limited (as landlord) to renew the terms of the connected transaction contemplated under the lease agreement dated 3 June 2024 for an 18 months' term commencing from 1 January 2026 and ending on 30 June 2027, where the Group will continue to lease the premises at 138–152 Bonds Road, Riverwood, New South Wales, Australia from D.M.R.A. Property Pty Limited, with the aggregate rental being AUD972,015 (equivalent to approximately HK\$4.9 million). As D.M.R.A. Property Pty Limited is wholly-owned by Mr. Richard Francis Celarc, D.M.R.A. Property is an associate of Mr. Richard Francis Celarc and hence a connected person of the Company. Accordingly, the transaction contemplated under the 2026 Lease Agreement constituted a one-off connected transaction for the Company under the Listing Rules. Details of the lease agreement dated 2 December 2025 were disclosed in the announcement of the Company dated 2 December 2025.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other Directors was materially interested in any subsisting contract or arrangement which was significant in relation to the business of the Group.

(b) Interests in assets

As at the Latest Practicable Date, none of the Directors had any direct or indirect interests in any assets which had been, since 31 December 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

(c) Interests in competing business

As at the Latest Practicable Date, none of the Directors or their respective associates had any personal interests in companies engaged in businesses, which compete or may compete with the Group (as would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a controlling shareholder).

(d) Interests in Substantial Shareholder

As at the Latest Practicable Date, Mr. Lau Chuk Kin is an executive director of Lion Rock and Mr. Ho Tai Wai, David is an independent non-executive director of Lion Rock, which is a substantial shareholder of the Company owning indirectly 307,604,954 Shares, representing approximately 61.68% of the total number of issued shares of the Company, as disclosed in the paragraph headed “Disclosure of Directors’ Interests” above this Circular.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other Director who was a director or employee of a company which had an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO.

4. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which is not expiring or determinable by the Company or any of its subsidiaries within one year without payment (other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, none of the member of the Group was engaged in any litigation or claim of material importance and no litigation or claim of material importance was pending or threatened against any member of the Group.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into the ordinary course of business of the Group) had been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date and are and may be material:

- (i) the agreement dated 7 January 2025 entered into between Griffin Press Printing Pty Ltd (as tenant), an indirect wholly-owned subsidiary of the Company, and Parafield Property Holdings Pty Ltd (as landlord), in respect of the extension of the lease term of the premises at 168 Cross Keys Road, Salisbury South, SA, 5106, for three years commenced from 1 January 2025 and ending 31 December 2027, at an annual rental of approximately AUD1.4 million (GST exclusive) (equivalent to approximately HK\$6.7 million) (with a fixed rent review of 2.5% on each anniversary thereafter), details of which are set out in the announcement of the Company dated 7 January 2025;
- (ii) the deed dated 7 February 2025 entered into between Union Offset Co Pty Limited (as tenant), an indirect wholly-owned subsidiary of the Company, and 16 Nyrang Street Fyshwick Pty Ltd (as landlord), in respect of the extension of the lease term of the premises at 16 Nyrang Street, Fyshwick ACT 2609, Australia, from three years commenced from 1 April 2022 and ending 31 March 2025 to eight years commenced from 1 April 2022 and ending 31 March 2030, at a yearly rent of AUD869,499 (equivalent to approximately HK\$4.3 million) (with review of Consumer Price Index on 1 April 2023 and 1 April 2024) for the period from 1 April 2022 and ending 31 March 2025, and at a yearly rent of AUD870,000 (equivalent to approximately HK\$4.3 million) (with fixed rent review of 3.25% on each anniversary thereafter) from 1 April 2025 onwards, details of which are set out in the announcement of the Company dated 7 February 2025;
- (iii) the conditional acquisition agreement dated 5 May 2025 entered into between Marvel Printing Pty Ltd (as buyer), an indirect wholly-owned subsidiary of the Company, OPUS Group Pty. Ltd (as buyer's guarantor guaranteeing the obligations and liabilities of the buyer under the agreement), a direct wholly-owned subsidiary of the Company, Marvel Bookbinding and Printfinishing Pty Ltd (as seller) and Mr. Wayne Eastaugh (as Warrantor), in relation to the acquisition and sale of bookbinding and printfinishing business and assets, at aggregate consideration (subject to adjustment) with a maximum at AUD7,515,000 (equivalent to approximately HK\$37.6 million), details of which are set out in the announcements of the Company dated 5 May 2025 and 16 May 2025;
- (iv) the 2026 Lease Agreement; and
- (v) the Sale and Purchase Agreement.

7. QUALIFICATION AND CONSENT OF EXPERTS

The following is the qualification of each expert or professional adviser who has given an opinion or advice contained in this Circular:

Name	Qualification
Red Sun Capital Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Valtech Valuation Advisory Limited	Independent Valuer

As at the Latest Practicable Date, each of the experts:

- (i) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;
- (ii) did not have any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group, or was proposed to be acquired or disposed of by or leased to any member of the Group, since 31 December 2025, the date to which the latest published audited financial statements of the Group was made up; and
- (iii) had given and not withdrawn its written consent to the issue of this Circular with the inclusion of its letter or report and reference to its name in the form and context in which it appears.

8. GENERAL

The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business in Hong Kong of the Company is situated at Level 11 East Wing, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. Its headquarters and principal place of business in Australia is situated at 138 Bonds Road, Riverwood NSW 2210 Australia.

The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

The company secretary of the Company is Ms. Tang Tsz Ying, a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in Australia, who is also an executive Director of the Company.

The English text of this Circular shall prevail over the Chinese text in the event of inconsistency.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on both the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<https://www.leftfieldprinting.com>) for a period of 14 days from the date of this Circular:

- (a) the contracts listed under the heading "6. MATERIAL CONTRACTS" in this Appendix;
- (b) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out in pages 30 to 31 of this Circular;
- (c) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in pages 32 to 59 of this Circular;
- (d) the Business Valuation Report from the Independent Valuer, the text of which is set out in Appendix II of this Circular;
- (e) the written consent from each of the Independent Financial Adviser and the Independent Valuer referred to in the paragraph headed "7. QUALIFICATIONS AND CONSENT OF EXPERTS" in this Appendix; and
- (f) this Circular.

NOTICE OF SGM



LEFT FIELD
Printing Group Limited

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 SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Left Field Printing Group Limited (the “Company”) will be held at 25th Floor, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 August 2026 at 9:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the meanings defined in the circular of the Company dated 11 August 2026.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Sale and Purchase Agreement dated 25 June 2026 (a copy of which has been produced to the meeting and signed by the Chairman for the purposes of identification) entered into between Wiseland Ventures Limited (as purchaser) and OPUS Group Pty. Ltd. (as vendor) pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Shares defined therein, representing the entire issued share capital of the Target Company defined therein, at the Consideration of HK\$132,000,000, and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified in all respects; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents or instruments and take all such steps as the Director in his sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Sale and Purchase Agreement and the transaction contemplated thereunder.”

NOTICE OF SGM

2. “**THAT:**

- (a) the distribution of Contributed Surplus by way of payment of the Special Dividend of HK\$0.30 per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date referred to in the Circular of the Company dated 11 August 2026, subject to and conditional upon Completion referred to in the Circular of the Company dated 11 August 2026 having taken place, be and is hereby approved; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents or instruments and take all such steps as the Director in his sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Special Dividend.”

3. “**THAT:**

- (a) the Printing Services Framework Agreement referred to in the Circular of the Company dated 11 August 2026 proposed to be entered into between the Company and Lion Rock Group Limited upon Completion, pursuant to which the Group will provide Printing Services to Lion Rock Group, and the transactions contemplated thereunder and the Proposed Annual Caps in relation thereto for the period from the commencement date of the Printing Services Framework Agreement to 31 December 2026 and the two financial years ending 31 December 2027 and 2028, be and are hereby approved, confirmed and ratified in all respects; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents or instruments and take all such steps as the Director in his sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Printing Services Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 11 August 2026

NOTICE OF SGM

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

Level 11 East Wing, NEO
123 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. The resolutions proposed at the SGM will be taken by poll pursuant to the Listing Rules of the Stock Exchange and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company (a “Member”) entitled to attend and vote at the SGM will be entitled to appoint another person as his proxy to attend and vote instead of him, subject to the bye-laws of the Company. A proxy need not be a Member. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her to represent him and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, a 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 or authority, must be deposited at the branch share registrar and transfer office of the Company 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 less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the form of proxy shall not preclude a Member from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 in respect of the joint holding.
6. The register of members of the Company will be closed during the following periods:
 - (i) from Monday, 24 August 2026 to Thursday, 27 August 2026 (both days inclusive), for the purpose of ascertaining Shareholders’ entitlement to attend and vote at the SGM, during which period no transfer of Shares will be registered. In order for a Member to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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, for registration by 4:30 p.m. on Friday, 21 August 2026.
 - (ii) from Wednesday, 23 September 2026 to Thursday, 24 September 2026 (both days inclusive), for the purpose of ascertaining Shareholders’ entitlement to the Special Dividend, during which period no transfer of Shares will be registered. In order for a Member to establish entitlements to the Special Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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, for registration by 4:30 p.m. on Tuesday, 22 September 2026.

NOTICE OF SGM

7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted, or “extreme conditions” caused by super typhoons exist, or a black rainstorm signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the proposed date of the SGM, the SGM will be postponed and members will be informed of the date, time and venue of the postponed SGM by a supplemental notice posted on the respective websites of the Stock Exchange and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the SGM and where conditions permit, the SGM will be held as scheduled.

The SGM will be held as scheduled when an amber or red rainstorm signal is in force. After considering their own situations, members should decide on their own whether or not they would attend the SGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

8. References to time and dates in this notice are to Hong Kong times and dates.
9. 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. Ho Tai Wai, David, Mr. Tsui King Chung, David and Mr. Lai Wing Hong, Joseph as independent non-executive Directors.

* *For identification purposes only*