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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in OOH Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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OOH Holdings Limited

奧傳思維控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8091)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“**AGM**”) to be held at Room Three, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2019 at 2:00 p.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at www.ooh.com.hk.

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room Three, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2019 at 2:00 p.m., the notice of which is set out on pages 13 to 17 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Close Associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	OOH Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
“Core Connected Person”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“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
“Latest Practicable Date”	21 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended, supplemented and other modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

OOH Holdings Limited
奧傳思維控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8091)

Executive Directors:

Ms. CHAU Wai Chu Irene

(Chairlady and Chief Executive Officer)

Ms. CHEUNG Kit Yi

Mr. LEAN Chun Wai

Registered Office:

Cricket Square

Hutchins Drive, PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Non-Executive Director:

Mr. DA SILVA Antonio Marcus

Principal Place of Business in

Hong Kong:

Suite A5, 9/F

Jumbo Industrial Building

189 Wai Yip Street

Kwun Tong, Kowloon

Hong Kong

Independent Non-Executive Directors:

Ms. AU Shui Ming Anna

Mr. LIANG Man Kit Jerry

Mr. HO Alfred Chak Wai

28 June 2019

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM, amongst others, for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares and repurchase existing Shares; and (ii) re-election of retiring Directors.

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

On 24 August 2018, resolutions were passed by the Shareholders at the general meeting of the Company giving general mandates to the Directors (i) to allot, issue and deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company; (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company; and (iii) to add to the general mandate for issuing Shares set out in paragraph (i) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in paragraph (ii) above. The above general mandates will expire at the conclusion of the AGM.

At the AGM, three separate ordinary resolutions will be proposed for the purposes for granting general mandates to the Directors:

- (a) to allot, issue and deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (the “**Issue Mandate**”) as at the date of passing the resolution approving the Issue Mandate;
- (b) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (the “**Repurchase Mandate**”) as the date of passing the resolution approving the Repurchase Mandate; and
- (c) to add to the general mandate for issuing Shares set out in paragraph (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (the “**Extension of Share Issue Mandate**”).

The full text of the ordinary resolutions to be proposed at the AGM as referred to above are set out in resolution numbers 6, 7 and 8 in the notice of the AGM contained in pages 13 to 16 of this circular.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate is set out Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Ms. CHEUNG Kit Yi, being as the executive Director, and Mr. LIANG Man Kit Jerry, being as the

LETTER FROM THE BOARD

independent non-executive Director, shall retire and being eligible, offer themselves for re-election at the AGM. Mr. HO Alfred Chak Wai, being as the independent non-executive Director, shall retire and, although being eligible, will not offer himself for re-election at the AGM.

The re-election of Directors has been reviewed by the nomination committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The nomination committee of the Company have considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix II to this circular, Ms. CHEUNG Kit Yi and Mr. LIANG Man Kit Jerry will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company's business.

The nomination committee of the Company has also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules of Mr. LIANG Man Kit Jerry, and the Board re-affirmed the independence of Mr. LIANG Man Kit Jerry.

The biographical details of Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The notice convening the AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS FOR THE AGM

The Company's register of members will be closed for transfer of the Shares to determine the rights to attend and vote at the AGM from Tuesday, 20 August 2019 to Friday, 23 August 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant Share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 August 2019.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information 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 circular misleading.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate, the Repurchase Mandate, the Extension of the Share Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors, together with their Close Associates, intend to vote in favour of the relevant resolutions in respective shareholdings in Company and recommend Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

Yours faithfully

By the Order of the Board of

OOH Holdings Limited

CHAU Wai Chu Irene

Chairlady and Chief Executive Officer

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions.

2. SHAREHOLDERS' APPROVAL

All proposed repurchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

3. SHARE CAPITAL

As at the Latest Practicable Date, a total of 720,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares. Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 720,000,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 72,000,000 Shares being repurchased by the Company.

4. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

5. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be

paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

6. EFFECT OF EXERCISING THE REPURCHASE MANDATE

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 March 2019).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 March 2019) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

7. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries. No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF THE TAKEOVERS CODE

If, as a result of the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers

Code), depending on the level of increase of the shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Goldcore Global Investments Limited and Ms. CHAU Wai Chu Irene, the Chairlady of the Board, the Chief Executive Officer and an executive Director, were the controlling shareholders of the Company, holding 278,640,000 Shares, representing 38.7% of the total number of the issued Shares. In the event that the Directors will exercise in full the Repurchase Mandate, the interests in the Company of each of Goldcore Global Investments Limited and Ms. CHAU Wai Chu Irene would be increased to 43% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rules 26 or 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

10. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

11. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the year ended 31 March 2019 and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.190	0.134
May	0.166	0.140
June	0.176	0.136
July	0.159	0.108
August	0.139	0.097
September	0.135	0.090
October	0.097	0.080
November	0.094	0.080
December	0.086	0.080
2019		
January	0.100	0.066
February	0.108	0.062
March	0.090	0.066
April	0.088	0.064
May	0.083	0.053
June (up to the Latest Practicable Date)	0.076	0.055

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Ms. CHEUNG Kit Yi (張潔怡), aged 40, is an executive Director and the financial controller of the Group. She is also a member of nomination committee of the Company. She was appointed as a Director on 28 June 2016. Ms. Cheung joined the Group in June 2011 and was later appointed as a director of certain subsidiaries of the Company, Media Savvy Marketing International Limited, Media Savvy Limited and Media Savvy Marketing Limited. Ms. Cheung is in charge of the finance and accounts department of the Group. She has over 20 years of accounting and finance experience. Ms. Cheung obtained the advanced diploma in accounting from HKU School of Professional and Continuing Education in 2016 and has completed a part-time bachelor degree programme in accounting from the University of Hull in which the course is being held at the University of Hong Kong.

Save as disclosed above, Ms. Cheung did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date, nor does she have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Cheung did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Cheung has entered into a service contract with the Company for a term of three years commencing from 19 December 2016 but will be subject to retirement by rotation and eligible for re-election pursuant to the Articles. Ms. Cheung is entitled to a remuneration of HK\$420,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company and her duties and responsibilities with the Company and the Group as a whole, the remuneration policy of the Company as well as the prevailing market rates; and discretionary bonus if considered appropriate and be determined by the Board from time to time, with reference to her services and contribution to the Company.

Save as disclosed above, there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. LIANG Man Kit Jerry (梁文傑), aged 45, was appointed as an independent non-executive Director on 19 December 2016. He is the chairman of the corporate governance committee of the Company and a member of the audit committee and the remuneration committee of the Company. In September 2014, Mr. Liang was appointed as the director and the chief operation officer at RT Management Limited to oversee the daily operation of the company. Mr. Liang is also a director of Media Venture Company Limited, an advertising and promotion agency. Mr. Liang was formerly the Editor-in-Chief of Precious Magazine.

Save as disclosed above, Mr. Liang did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liang did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Liang entered into a letter of appointment with the Company for an initial term of three years commencing from 19 December 2016 but will be subject to retirement by rotation and eligible for re-election pursuant to the Articles. Mr. Liang is entitled to a remuneration of HK\$96,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company and his duties and responsibilities with the Company and the Group as a whole, the remuneration policy of the Company as well as the prevailing market rates; and discretionary bonus if considered appropriate and be determined by the Board from time to time, with reference to his services and contribution to the Company.

Save as disclosed above, there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

OOH Holdings Limited
奧傳思維控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8091)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of OOH Holdings Limited (the “Company”) will be held at Room Three, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2019;
2. To re-elect Ms. CHEUNG Kit Yi as an executive director of the Company;
3. To re-elect Mr. LIANG Man Kit Jerry as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the directors’ remuneration;
5. To reappoint BDO Limited as the independent auditor of the Company and authorize the board of directors of the Company to fix its remuneration; and

As special business, to consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolutions:

6. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with new shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time) (the “GEM Listing Rules”) be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares; (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment and issue of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem

NOTICE OF ANNUAL GENERAL MEETING

necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law of the Cayman Islands, the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon resolutions numbers 6 and 7 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution number 6 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution number 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

Yours faithfully

By the Order of the Board of

OOH Holdings Limited

CHAU Wai Chu Irene

Chairlady and Chief Executive Officer

Hong Kong, 28 June 2019

Notes:

1. Any shareholders of the Company (“Shareholders”) entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
2. Where there are joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.
3. A form of proxy for the annual general meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
4. To ascertain the members’ entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 20 August 2019 to 23 August 2019, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 19 August 2019.
5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the annual general meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

6. If a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning is in effect any time at or after 12:00 noon on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.ooh.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the directors of the Company are:

Executive Directors

Ms. CHAU Wai Chu Irene (*Chairlady and Chief Executive Officer*)

Ms. CHEUNG Kit Yi

Mr. LEAN Chun Wai

Non-Executive Director

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors

Ms. AU Shui Ming Anna

Mr. LIANG Man Kit Jerry

Mr. HO Alfred Chak Wai