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英皇文化產業集團有限公司
Emperor Culture Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 491)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Emperor Culture Group Limited (the “**Company**”) will be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 5 September 2022 at 11:30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** (i) the Master Framework Agreement (as defined in the circular of the Company dated 18 August 2022 (the “**Circular**”) and a copy of which marked “A” was tabled before the meeting and initialled by the chairperson of the meeting for identification purpose) and the transactions contemplated thereunder together with the Aggregate Annual Caps (as defined in the Circular) be and are hereby ratified, confirmed and approved; and (ii) any one director of the Company be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under Master Framework Agreement (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

By order of the Board
Emperor Culture Group Limited
Liu Suet Ying
Company Secretary

Hong Kong, 18 August 2022

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

*Head Office and Principal Place of
Business in Hong Kong:*
28th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

Notes:

- (i) Considering the outbreak of COVID-19, certain measures will be implemented at the SGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees being required to (a) undergo compulsory body temperature check; (b) scan the “LeaveHomeSafe” venue QR code and present valid vaccination, exemption or recovery record; (c) submit compulsorily health declaration form; and (c) wear surgical face masks prior to admission to the SGM venue and throughout the SGM (no mask will be provided at the SGM venue) and throughout the SGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the SGM venue in order to ensure appropriate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate, with short notice. Shareholders should check the websites of the Company (<https://www.EmpCulture.com>) and the Stock Exchange (<https://www.hkexnews.hk>) for future announcement and updates on the SGM arrangements.

- (ii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, the resolution set out in this notice will be decided by poll at the SGM. Where the Chairperson in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (iii) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a Shareholder. The Company strongly encourages Shareholders to appoint the Chairperson of the SGM as their proxies to exercise their rights to vote at the SGM.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on that behalf, and must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (“**Branch Share Registrar**”) together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (v) 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/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, 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 of such share.

- (vi) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM or adjourned meeting thereof and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (vii) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar before 4:30 p.m. on Tuesday, 30 August 2022.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises:

Executive Directors:

Ms. Fan Man Seung, Vanessa
Mr. Wong Chi Fai
Mr. Yeung Ching Loong, Alexander
Ms. Shirley Percy Hughes

Independent Non-Executive Directors:

Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen
Ms. Tam Sau Ying