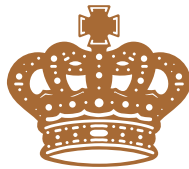

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Emperor Culture Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

MAJOR TRANSACTION
IN RELATION TO THE LETTER OF OFFER

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 4 to 8 of this circular.

The transaction being the subject matter of this circular has been writtenly approved by the controlling Shareholder of the Company in lieu of the holding of a general meeting pursuant to the Listing Rules and this circular is being despatched to the Shareholders for information only.

18 June 2021

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 27 May 2021 in relation to the Letter of Offer which constitutes a major transaction of the Company under the Listing Rules
“Board” or “Directors”	the board of directors of the Company
“Business Day(s)”	a day other than a Saturday, Sunday or public holiday (or a day on which a tropical cyclone No.8 or above or a “black” rainstorm warning is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which banks are open in Hong Kong to the general public for business
“BVI”	the British Virgin Islands
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Commencement Date”	the 14th day from the date of the Landlord’s written notice to the Tenant stating that vacant possession of the Premises is available provided that the term of Lease shall commence no earlier than 19 July 2021
“Company”	Emperor Culture Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Dr. Albert Yeung”	Dr. Yeung Sau Shing, Albert
“Goods and Services”	all goods and services of any and every kind and description sold (whether on credit or otherwise) or provided or delivered within or through the Premises including but not limited to the sale of confectionery food, drinks, promotional items, merchandises and advertising revenue
“Gross Receipts”	include the gross proceeds of all box office and tickets sold including group tickets, bulk purchase of entry tickets and revenue for inhouse events (whether on credit or otherwise) or provided or delivered within or through the Premises
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“Harriman” or “Leasing Agent”	Harriman Leasing Limited, a company incorporated in Hong Kong with limited liability, which acts as the leasing agent for and on behalf of the Landlord, and is an indirect wholly-owned subsidiary of Wharf Real Estate Investment Company Limited (Stock Code: 1997) and an Independent Third Party
“HK\$”	Hong Kong dollars
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Landlord	Times Square Limited, a company incorporated in Hong Kong with limited liability, and is an indirect wholly-owned subsidiary of Wharf Real Estate Investment Company Limited (Stock Code: 1997), being an Independent Third Party
“Latest Practicable Date”	15 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Lease”	the lease to be entered into between the Leasing Agent on behalf of the Landlord and the Tenant in respect of the Premises
“Letter of Offer”	the letter of offer issued by the Tenant and accepted by the Leasing Agent on behalf of the Landlord in relation to the lease transaction of the Premises
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Premises”	all the cinema portion on 12th floor to 14th floor and part of 3rd floor to 11th floor, Times Square, Causeway Bay, Hong Kong

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasure Faith” or “Tenant”	Treasure Faith Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

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

*Head office and Place of Principal Business
in Hong Kong:*

28th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai, Hong Kong

18 June 2021

To the Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION IN RELATION TO THE LETTER OF OFFER

INTRODUCTION

Reference is made to the Announcement whereby the Board announced that Treasure Faith as Tenant received the Letter of Offer as accepted by the Leasing Agent on behalf of the Landlord in relation to the lease transaction for cinema operation of the Group.

The purpose of this circular is to provide you with among other things, further information on the details of the Letter of Offer and the transaction contemplated thereunder and other information as required under the Listing Rules.

LETTER FROM THE BOARD

LETTER OF OFFER RECEIVED BY THE TENANT ON 27 MAY 2021 AS ACCEPTED BY THE LEASING AGENT ON BEHALF OF THE LANDLORD

Landlord: Times Square Limited

Tenant: Treasure Faith

Leasing Agent: Harriman

Premises: All the cinema portion on 12th floor to 14th floor and part of 3rd Floor to 11th floor, Times Square, Causeway Bay, Hong Kong

Usage: for cinema operation and related business

Aggregated value of consideration payable: The aggregated value of consideration payable comprises (i) base rent, and charges including air-conditioning charge, service charge, promotional charge and government rates (collectively, the “**Charges**”) of approximately HK\$166.4 million; and (ii) turnover rent with reference to (a) certain percentage of the Gross Receipts exceeds the base rent (if any) in any calendar month; and (b) certain percentage of all monthly gross takings on gross proceeds of Goods and Services but excluding Gross Receipts pursuant to the terms and conditions of the Letter of Offer.

Term: 8 years from the Commencement Date

Rent-free period: Rent and promotional charge will commence to be payable 122 days after the Commencement Date. The service charge, utility charges and rates shall be payable during such period.

Deposit: A sum equivalent to three months’ rent, rates, air-conditioning charge, service charge and promotional charge as deposit has been paid by the Tenant to the Leasing Agent upon issuing the Letter of Offer. (Subject to any increase in the air-conditioning and/or promotional and/or service charges that will/may be imposed by the Landlord prior to the Commencement Date).

The deposit will (without prejudice to any other remedy or claim as may be available to the Landlord) be forfeited if the Tenant subsequently withdraw after the Letter of Offer has been accepted.

Upon the execution of the Lease, the deposit paid under the Letter of Offer will be applied forwards payment of the deposit payable pursuant to the Lease.

LETTER FROM THE BOARD

Lease: The Letter of Offer shall be irrevocable. Subject to the terms and conditions of the Letter of Offer and mutually agreed by the parties, the parties shall enter into the Lease.

Right-of-use Asset Value: Approximately HK\$92.5 million

The value (unaudited) of the right-of-use asset to be recognised by the Group under the Letter of Offer is approximately HK\$92.5 million which is the present value of lease payments throughout the lease term under the Letter of Offer, discounted by using the incremental borrowing rate with adjustment to fair value at initial recognition of refundable rental deposit and provision for reinstatement costs in accordance with HKFRS 16. Incremental borrowing rate at 3.0% of the lease liability is determined with reference to the prevailing interest rate of the Group's external borrowings.

INFORMATION ON THE LANDLORD AND THE LEASING AGENT

The Landlord is a company incorporated in Hong Kong with limited liability. The Landlord is principally engaged in the operation and management of Times Square as a shopping and commercial complex.

The Leasing Agent is a company incorporated in Hong Kong with limited liability. The Leasing Agent is principally engaged in leasing services.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, the Leasing Agent, the Landlord and their respective ultimate beneficial owners are Independent Third Parties.

FINANCIAL EFFECT OF THE ACQUISITION OF RIGHT-OF-USE ASSETS

It is expected that upon the completion of the transaction contemplated under the Lease, there will be an increase in total assets of approximately HK\$91.8 million, comprising an increase in right-of-use assets of approximately HK\$92.5 million, increase in deposits of approximately HK\$4.8 million and netted-off by a decrease in bank balances and cash of approximately HK\$5.5 million. There will an increase in total liabilities of approximately HK\$91.8 million, comprising an increase in lease liabilities of approximately HK\$85.9 million and provision for reinstatement of approximately HK\$5.9 million.

The Group expects the transaction contemplated under the Lease will increase the annual depreciation charges of right-of-use assets by approximately HK\$11.6 million and finance costs by approximately HK\$2.5 million in the first year of the Lease. In connection with the Lease, the Group will also be liable to certain Charges. The Charges is currently expected to be approximately HK\$0.7 million per month. As such, the earnings of the Group will also be affected by the Charges.

LETTER FROM THE BOARD

REASONS AND BENEFITS FOR THE ACQUISITION OF RIGHT-OF-USE ASSETS

The Company is an investment holding company and its subsidiaries are principally engaged in entertainment, media and cultural development businesses which include (i) cinema operation, and (ii) investment in films and a variety of cultural events. Treasure Faith is an indirect wholly-owned subsidiary of the Company and is principally engaged in cinema related business. Starting from the Commencement Date, the Group will be able to expand its film exhibition network in Hong Kong by extending its presence strategically to another large-scale shopping mall located in prime area.

The terms and conditions of the Letter of Offer are arrived at after arm's length negotiation and the rental was determined with reference to the prevailing market rent of comparable premises that are in similar shopping mall as well as business development opportunity and future prospect of the cinema business in Hong Kong.

Set out below are the details of comparable premises which had been made reference to:

	Date	Location	Term	Unit rate (Approx.) (Per seat)
Comparable A	January 2021	No. 100 Nathan Road, Tsim Sha Tsui	10 Years	HK\$1,211
Comparable B	January 2021	No. 18 Salisbury Road, Tsim Sha Tsui	Approx. 10 Years	HK\$1,210
Comparable C	February 2018	Nos. 22 & 32 Paterson Street, Causeway Bay	6 Years	HK\$2,992
Average			8.6 years	HK\$1,804

Taking into account (i) the unit rate of the Letter of Offer is more favourable than the comparable premises; and (ii) the turnover rent of the Letter of Offer is similar to other cinemas operated by the Group, being less than the maximum of approximately 40% of the gross box-office takings and the range of 0% to 10% of the takings on goods and services, the Directors considered that the terms and conditions, including the rent and the term, of the Letter of Offer are fair and reasonable and the transaction is on normal commercial terms, in the ordinary and usual course of business and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

In accordance with HKFRS 16 "Leases" which is effective for the annual periods beginning on or after 1 January 2019, the Group if entering into lease transaction as a lessee should recognise the right-of-use asset in the consolidated financial statements of the Group according to HKFRS 16. Accordingly, the lease transaction under the Letter of Offer will be regarded as an acquisition of asset by the Tenant under the definition of transaction set out in Rule 14.04(1)(a) of the Listing Rules.

LETTER FROM THE BOARD

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the aggregated value of the right-of-use of the Premises under the Letter of Offer exceed 25% but is less than 100%, the transaction contemplated thereunder constitutes a major transaction for the Company and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) for approving the Letter of Offer and the transaction contemplated thereunder if the Company was to convene a general meeting for the approval of the Letter of Offer and the transaction contemplated thereunder. The Company has obtained a written approval from Emperor Culture Group Holdings Limited, being the controlling Shareholder holding 2,371,313,094 Shares, representing approximately 73.80% of the issued Shares as at the date of the Announcement, on the lease transaction under the Letter of Offer and the transaction contemplated thereunder in lieu of holding that general meeting of the Company under Rule 14.44 of the Listing Rules. Accordingly, no general meeting of the Company shall be convened to approve the Letter of Offer and the transaction contemplated thereunder.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Letter of Offer is fair and reasonable and is in the interests of the Company and its Shareholders as a whole.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
Emperor Culture Group Limited
Fan Man Seung, Vanessa
Chairperson

A. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 and for the six months ended 31 December 2020 are disclosed in the following documents which have been published on the website of the Stock Exchange at <https://www.hkexnews.hk>, and the website of the Company at <https://www.empculture.com/en/>:

Annual report of the Company for the year ended 30 June 2018:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2018/1011/ltn20181011800.pdf>

Annual report of the Company for the year ended 30 June 2019:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/1017/ltn20191017047.pdf>

Annual report of the Company for the year ended 30 June 2020:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1019/2020101900398.pdf>

Interim report of the Company for the six months ended 31 December 2020:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0310/2021031000365.pdf>

B. INDEBTEDNESS

At the close of business on 30 April 2021 (being the latest practicable date for ascertaining information regarding this indebtedness statement), the Group had an aggregate outstanding indebtedness amounting to approximately HK\$1,511.3 million, which consists of:

Bank and other borrowings

The Group had unsecured, unguaranteed and interest-bearing other loan and bank borrowing of approximately HK\$241.4 million and HK\$7.0 million respectively. The lender of the other loan who is a related party of the Group had agreed not demand repayment of the other loan together with all accrued interest and all outstanding amounts until 20 January 2024 while the term of the bank borrowing contain a repayment on demand clause in accordance with the facility letter.

The Group had amount due to non-controlling interests of approximately HK\$43.6 million which is unsecured, unguaranteed, interest-free and not repayable within one year from the date of the close of business on 30 April 2021.

Lease liabilities

The Group measures the lease liabilities at the present value of the remaining lease payments, discounted by using the Group's incremental borrowing rates. At the close of business on 30 April 2021, the Group had total lease liabilities of approximately HK\$1,219.3 million.

Disclaimer

Save for the aforesaid and apart from intra-group liabilities, at the close of business on 30 April 2021, the Group did not have any debt securities issued and outstanding, or any other borrowings or indebtedness including bank overdrafts and liabilities under acceptances (other than normal trade payables) or acceptance credits or hire purchases commitments, or any other borrowings subject to mortgages or charges, or any other material contingent liabilities or guarantees.

C. WORKING CAPITAL

After taking into account the present internal financial resources available to the Group, including cash and bank balances as well as the available loan and banking facilities, the Directors are of the opinion that the working capital available to the Group is sufficient for the Group's requirement for at least 12 months from the Latest Practicable Date.

D. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any circumstances or events that may give rise to a material adverse change in the financial or trading position of the Group since 30 June 2020, being the date to which the latest audited consolidated financial statements of the Group were made up.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

China's film industry has been developing rapidly in recent years. With China's effective containment of the Covid-19 pandemic and the pent-up moviegoer demand, China's box office has shown a remarkable recovery since reopening of cinemas in July 2020, overtaking North America to become the world's largest movie market in 2020, according to the 2020 China Film Market Report (2020 年電影市場資料洞察) jointly released by Maoyan Entertainment (貓眼娛樂) and Weibo (微博). Stepping into 2021, the market continued robust growth with China's box office revenue reaching approximately RMB600 million on New Year's Day, and exceeding RMB2 billion in the first 10 days of 2021, according to the Maoyan ticketing platform. This was a positive sign indicating a rebound of the market.

The Covid-19 pandemic is still raging in many locations around the world, including those in which the Group's cinemas operate. Although various governments have been pushing ahead with vaccination programmes, it takes time to achieve mass inoculation. Thus, it is anticipated that the containment measures may continue in the near term. Closures of cinemas may continue intermittently, seating capacity may be restricted when cinemas are allowed to reopen, and major studios may further postpone film releases. Hence, the film industry's operating environment will remain challenging at least in the first half of 2021. In view of this, the Group will adhere to its prudent approach and continuously review its cost structures, in order to enhance its overall operating efficiency. The Group will also utilise social media to promote its brand image and drive ticket sales and visitations, as well as enhance customer loyalty.

The Group has already built a strategic cinema network across the region. Leveraging its long established "*Emperor*" brand label as well as synergy with Emperor Entertainment Group artistes, plus the positive long-term outlook for China's movie industry, the Group will endeavour to strengthen its position in the industry and maintain stable business growth.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES

As at the Latest Practicable Date, the following Directors and chief executives of the Company were interested, or were deemed or taken to be interested in the following long and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to (a) be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors adopted by the Company (“**Model Code**”) to be notified to the Company and the Stock Exchange:

(a) Long positions interest in the Company

Ordinary Shares

Name of Director	Capacity/Nature of interests	Number of Shares interested	% of issued voting Shares
Mr. Yeung Ching Loong, Alexander (“ Mr. Alex Yeung ”)	Eligible beneficiary of a private discretionary trust	2,371,313,094	73.80%

Note: These Shares were held by Emperor Culture Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Entertainment Holdings Limited (“**AY Entertainment Holdings**”). AY Entertainment Holdings is held by Alto Trust Limited in trust for a private discretionary trust as founded by Dr. Albert Yeung.

(b) Long position interests in associated corporations**(i) Ordinary shares**

Name of Director	Name of associated corporation	Capacity/ Nature of interests	Number of shares interested	% of issued voting shares
Ms. Fan Man Seung, Vanessa	Emperor International Holdings Limited ("Emperor International")	Beneficial owner	10,500,000	0.29%
Mr. Alex Yeung	Emperor International	Eligible beneficiary of a private discretionary trust	2,747,610,489 (Note)	74.71%
	Emperor Entertainment Hotel Limited	Eligible beneficiary of a private discretionary trust	851,352,845 (Note)	71.11%
	Emperor Watch & Jewellery Limited	Eligible beneficiary of a private discretionary trust	4,298,610,000 (Note)	63.41%
	Ulferts International Limited ("Ulferts International")	Eligible beneficiary of a private discretionary trust	600,000,000 (Note)	75.00%

Note: These shares were ultimately owned by the respective private discretionary trusts as founded by Dr. Albert Yeung.

(ii) Debentures

Name of Director	Name of associated corporation	Capacity/ Nature of interests	Amount of debentures held
Mr. Wong Chi Fai	Emperor International	Interest in a controlled corporation	HK\$2,000,000

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

3. DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, so far as is known to any Director or chief executives of the Company, the following persons or corporations (other than a Director or a chief executive of the Company) who had, or were deemed or taken to have an interest and short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group or had any option in respect of such securities:

Name	Capacity/ Nature of interests	Number of Shares interested	% of issued voting Shares
AY Entertainment Holdings	Interest in a controlled corporation	2,371,313,094 (L) (Note)	73.80%
Alto Trust Limited	Trustee of a private discretionary trust	2,371,313,094 (L) (Note)	73.80%
Dr. Albert Yeung	Founder of a private discretionary trust	2,371,313,094 (L) (Note)	73.80%
Ms. Luk Siu Man, Semon ("Ms. Semon Luk")	Interest of spouse	2,371,313,094 (L) (Note)	73.80%

(L) = Long Position

Note: These Shares were the same shares of which Mr. Alex Yeung had deemed interests as set out under Section 2(a) of "DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES" above. Ms. Semon Luk is the spouse of Dr. Albert Yeung.

Save as disclosed above, as at the Latest Practicable Date, so far is known to the Directors or chief executives of the Company, no other person or corporation (other than the Directors and chief executives of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, who was, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group or had any option in respect of such securities.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which is not determinable within one year without payment of compensation other than statutory compensation.

5. COMPETING INTERESTS

As at the Latest Practicable Date, the interests of Directors or their respective close associates in the business which are considered to compete or are likely to compete, either directly or indirectly, with the business of the Group (“**Competing Business**”) as required to be disclosed pursuant to the Listing Rules were as follows:

Nature of Competing Business:

- (1) Cinema operation
- (2) Investment in films and cultural events

Name of Directors	Name of competing company	Nature of interests	Nature of Competing Business
Mr. Alex Yeung	Certain companies controlled/owned by a private discretionary trust of which Dr. Albert Yeung is the founder and settlor	An eligible beneficiary of the private discretionary trust	(1) & (2)
Ms. Fan Man Seung, Vanessa	-ditto-	Director	(1) & (2)
Mr. Wong Chi Fai	-ditto-	Director	(1) & (2)
Ms. Shirley Percy Hughes	-ditto-	Director	(2)

Save as disclosed above, so far as is known to the Directors or chief executive of the Company, as at the Latest Practicable Date, none of the Directors or their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with business of the Group.

6. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, save as the agreements listed below in which Mr. Alex Yeung has deemed interest, there was no other contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

- (a) The master agreement dated 29 June 2020 entered into between the Company and Ulferts International in relation to its continuous purchase of furniture products and obtaining furniture procurement related consultancy services for its cinema operation thereunder.
- (b) The master leasing agreement dated 3 December 2020 entered into between the Company and Emperor International in relation to the tenancy transactions thereunder.

7. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors has, directly or indirectly, any interest in any assets which have been 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 since 30 June 2020 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

8. LITIGATION

As at the Latest Practicable Date, the Directors were not aware of any litigation or claim of material importance pending or threatened against any member of the Group.

9. MATERIAL CONTRACTS

During the two years immediately preceding the date of this circular up to and including the Latest Practicable Date, no contract (not being contracts entered into in the ordinary course of business of the Group) has been entered into by the Group and is or may be material.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during 9:00 a.m. to 5:00 p.m. on any weekday (except for Saturdays and public holidays) at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong for a period of 14 days from the date of this circular:

- (a) the Letter of Offer;
- (b) the Memorandum of Association and Bye-Laws of the Company;
- (c) the annual reports of the Company for the years ended 30 June 2018, 30 June 2019, 30 June 2020 and the interim report of the Company for the six months ended 31 December 2020; and
- (d) this circular.

11. MISCELLANEOUS

- (a) The company secretary of the Company is Ms. Liu Suet Ying, who is an associate member of both The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.
- (b) The registered office of the Company is at Clarendon House, 2 Church Street Hamilton HM 11, Bermuda.
- (c) The English text of this circular and the accompanying form of proxy shall prevail over their respective Chinese text.