
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects 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 together 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 the 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)

(1) PROPOSED RE-ELECTION OF DIRECTORS (2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES (3) PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 2 December 2021 at 11:00 a.m. or any adjournment thereof is set out on pages 27 to 31 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong Branch Share Registrar, Tricor Tengis 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 of the AGM (by Tuesday, 30 November 2021 before 11:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event the form of proxy previously submitted shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of Shareholders and to prevent the spreading of COVID-2019, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks;
- (2) Compulsory health declaration;
- (3) Compulsory wearing of surgical face mask – no mask will be provided at the AGM venue;
- (4) No refreshment or drinks will be served and no corporate gift will be distributed; and
- (5) A designated seat will be assigned at the AGM venue

Attendees who do not follow with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company to the extent permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy and to return their forms of proxy by the time specified herein, instead of attending the AGM in person. Physical attendance at the AGM by a Shareholder is not necessary for the purpose of exercising voting rights.

Subject to the development of COVID-19, the Company may implement further procedures and precautionary measures at short notice and may issue further announcement as appropriate. Shareholders should check the Company's website for updates on the latest arrangement of the AGM.

19 October 2021

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the situation of COVID-19, the Company would like to advise the Shareholders on the following precautionary measures for the AGM:

(A) BEFORE THE AGM

- (1) **Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19. For the health and safety of Shareholders, **the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy instead of attending the AGM in person.** Physical attendance is not necessary for the purpose of exercising Shareholder's rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Tuesday, 30 November 2021 at 11:00 a.m. Completed forms of proxy must be returned to the Hong Kong Branch Share Registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The form of proxy can be downloaded from the websites of the Company (<https://www.empculture.com>) or the Stock Exchange (<https://www.hkexnews.hk>).

- (2) **Appointment of proxy by Non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.
- (3) **Limiting attendance in person at the AGM venue:** The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation at any one time in the AGM venue. The Board reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and the guidance of the HKSAR Government.

Shareholders who wish to attend the AGM in person or by proxy (whether or not the relevant forms of proxy have been completed and submitted) must register their intention and provide the following details by email to cossec@emperorgroup.com or alternatively in person to the Company's principal place of business in Hong Kong at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong from Monday, 29 November 2021 to Tuesday, 30 November 2021 during business hours from 9:00 a.m. to 6:00 p.m.:

1. full name (as shown on Hong Kong Identity Card or passport);
2. contact phone number; and
3. email address.

The application for the admission of the AGM venue in person will be allocated on a first-come-first-served basis. Duplicated registrations will be disregarded. Registered Shareholders will be notified by email and by phone (if reachable) on Wednesday, 1 December 2021 if such right of admission will be allocated. No notification will be sent to those Shareholders who are not successful to obtain the right of admission to the AGM venue in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

- (4) **Questions at or prior to the AGM:** The AGM proceedings will be conducted with a view to focusing on the proposed resolutions as set out in the Notice of AGM. Shareholders are advised to contact the Company by email at ir491@emperorgroup.com if they have any question about the relevant resolutions or about the Company, or any matter for communication with the Board, as early as possible before the AGM date. The Company will endeavour to reply as soon as practicable.

(B) AT THE AGM

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms or subject to any HKSAR Government prescribed quarantine may be denied entry into the AGM venue and be requested to leave the AGM venue, at the absolute discretion of the Company and to the extent permitted by law.
- (2) Every attendee will be required to submit a completed and signed health declaration form (“Form”) prior to being admitted to the AGM venue. Please bring along the completed Form to the AGM venue to ensure smooth registration and certification processing. The Form can be downloaded from the website of the Company (<https://www.empculture.com>).
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM (including queuing for registration). Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) Every attendee will be assigned seats in order to ensure appropriate social distancing and facilitate close contact tracing. Staff at the AGM venue will also assist in crowd control and queue management to ensure appropriate social distancing.
- (5) No refreshments, drinks or corporate gift will be served or distributed to attendees at the AGM venue.

In addition, attendees are requested to observe and practise good personal hygiene at all times at the AGM venue. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check the website of the Company (<https://www.empculture.com>) for future announcements and updates on the AGM arrangements.

DEFINITIONS

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

“Acceptance Date”	means the date upon which an offer for an Option must be accepted by the relevant Eligible Participant, being a date within 28 days inclusive of and from the date of offer
“Adoption Date”	the date on which the Scheme becomes unconditional upon fulfilment of the conditions set out on page 10 of this circular
“AGM”	the annual general meeting of the Company to be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 2 December 2021 at 11:00 a.m., or where the context so admits, any adjournment thereof
“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors of the Company
“Business Day(s)”	the day on which the Stock Exchange is open for business of dealings in securities
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 4(B) of the Notice of AGM
“Bye-laws”	the Bye-laws of the Company as may be amended from time to time
“close associates”	has the meaning ascribed to it in the Listing Rules
“Company”	Emperor Culture Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“core connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being

DEFINITIONS

“Eligible Participant(s)”	<p>(i) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company or any Subsidiary;</p> <p>(ii) any non-executive Director including any independent non-executive Director of the Company or any Subsidiary; or</p> <p>(iii) any provider being a person who, pursuant to a contract for goods or services, provides or renders goods or services to the Company or any Subsidiary which are commonly provided or rendered by an employee of such provider</p>
“Exercise Price”	the price per Share, determined by the Board, at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the terms of the Scheme, subject to adjustment in accordance with the Scheme
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 8 November 2011
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
“Grant” or “Offer”	an offer for the grant of any Option made in accordance with the Scheme
“Grantee(s)”	means any Eligible Participant who accepts the offer of the grant of an Option in accordance with the terms of the Scheme or (where the context so permits) a person or persons who, in accordance with the laws of succession applicable in respect of the death of such Eligible Participant is, or are entitled to exercise the Option accepted by such Eligible Participant (to the extent not already exercised) in consequence of the death of such Eligible Participant
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	12 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange where is in force from time to time
“New Share Option Scheme” or “Scheme”	the new share option scheme proposed to be conditionally adopted by the Company at the AGM, a summary of its principal terms is set out in Appendix III to this circular
“Notice of AGM”	the notice dated 19 October 2021 convening the AGM set out on pages 27 to 31 of this circular
“Option(s)”	an option to subscribe for Shares granted pursuant to the Scheme
“Option Period”	in respect of any particular Option, the period (which shall be determined by the Board and specified in the letter continuing the Offer to the Grantee(s)) within which the Option shall be exercised, provided that such period shall not expire later than ten (10) years from the date of Grant of the Option
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	subsidiaries (within the meaning of Section 2 of the Companies (Winding up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong) of the Company for the time being

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong dollars
“%”	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 (*Chairperson*)
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 Principal Place of
Business in Hong Kong:*

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

19 October 2021

To the Shareholders,

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of Directors who are due to retire by rotation at the AGM; (ii) the proposed grant of each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (iii) the adoption of the New Share Option Scheme.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 27 to 31 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate as well as the adoption of the New Share Option Scheme will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

Please draw particular attention to the precautionary measures set out on pages 1 to 2 of this circular.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of Shareholders on the proposed ordinary resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of AGM.

RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Bye-law 87(2) and 87(3) of the Bye-laws, Mr. Ho Tat Kuen (“Mr. Ho”) and Ms. Tam Sau Ying (“Ms. Tam”) shall retire by rotation at the AGM, being eligible, offer themselves for re-election thereat.

Details of the above Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

The Nomination Committee of the Company (“NC”) has reviewed the biographical details of Mr. Ho and Ms. Tam and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and took the view that Mr. Ho and Ms. Tam have been contributing to the Group effectively and are committed to their role as Directors.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Mr. Ho and Ms. Tam as Directors at the AGM. Each of them abstained from voting on the relevant resolution at the Board meeting regarding their nomination.

The Board considered that the re-election of Mr. Ho and Ms. Tam as Directors was in the best interest of the Company and the Shareholders as a whole and recommended the Shareholders to vote for their re-election at the AGM.

Nomination by Shareholders

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its principal place of business in Hong Kong at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from Tuesday, 26 October 2021 to Tuesday, 2 November 2021, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General Mandates granted at last annual general meeting of the Company held on 3 December 2020 (“2020 AGM”)

At the 2020 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the then aggregate number of Shares in issue (i.e. a maximum of 642,668,178 Shares) (“Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares in issue (i.e. a maximum of 321,334,089 Shares) (“Previous Buy-back Mandate”); and
- (iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back pursuant to the above mandates.

The previous mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

(II) Proposed refreshment of the General Mandates at the AGM

As at the Latest Practicable Date, there were 3,213,340,890 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (A) the Issue Mandate to allot, issue and deal with Shares of up to an aggregate of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. of not exceeding 642,668,178 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

Such proposed resolutions are set out in Resolutions 4(A), 4(B) and 4(C) in the Notice of AGM respectively. As at the Latest Practicable Date, the Directors confirmed that the Company has no immediate plan or intention to issue or buy back any Shares under the Issue Mandate or the Buy-back Mandate.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

LETTER FROM THE BOARD

NEW SHARE OPTION SCHEME

Existing Share Option Scheme

The Existing Share Option Scheme will lapse automatically upon its expiry on 7 November 2021 and no further options can be granted thereafter. There is no outstanding share options under the Existing Share Option Scheme as at the Latest Practicable Date.

Adoption of the New Share Option Scheme

In view of the expiry of the Existing Share Option Scheme, the Board proposes to seek for the Shareholder's approval to adopt the New Share Option Scheme at the AGM. The purpose of the New Share Option Scheme is to enable the Group to attract, retain and motivate talented Eligible Participants to strive for future developments and expansion of the Group and to encourage the Eligible Participants to perform their best in achieving the goals of the Group and allows the Eligible Participants to enjoy the results of the Company attained through their efforts and contributions. The Directors therefore consider that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular.

Conditions

The adoption of the New Share Option Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued by the Company pursuant to the exercise of the Options which may be granted under the New Share Option Scheme; and
- (ii) the passing of an ordinary resolution by the Shareholders at the AGM to approve and adopt the New Share Option Scheme and to authorize the Board to grant the Options to subscribe for Shares under the New Share Option Scheme and allot, issue and deal with the Shares pursuant to the exercise of the Options under the New Share Option Scheme.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued and allotted pursuant to the exercise of the options in accordance with the terms and conditions of the New Share Option Scheme.

If the conditions set out above are not satisfied within 2 calendar months after the passing of an ordinary resolution as mentioned in (ii) above, the New Share Option Scheme shall be cancelled immediately and any Option granted or agreed to be granted pursuant to the New Share Option Scheme and any offer of such a grant shall be of no effect and no person shall be entitled to any rights or benefits or obligations under or in respect of the New Share Option Scheme or any Option.

LETTER FROM THE BOARD

Under the New Share Option Scheme, the Board has the authority to set the terms and conditions in the grant of the Options (e.g. to set conditions in relation to the minimum period of the Options to be held before such Options can be exercised and the requirement for a minimum Exercise Price). With such authority and flexibility, the Directors may impose different conditions in the grant of the Options to the Eligible Participants as they consider appropriate with a view to achieving the purpose of the New Share Option Scheme as stated above.

Interest of Directors

None of the Directors is a trustee of the New Share Option Scheme nor has any direct or indirect interests in such trustees. The Company has no intention to appoint any trustee for the New Share Option Scheme as at the Latest Practicable Date.

Maximum number of Shares to be issued

Shares which may fall to be issued upon the exercise of all options to be granted under the New Share Option Scheme at any time may not exceed 10% of the Shares in issue as at the Adoption Date.

On the basis of 3,213,340,890 Shares in issue as at the Latest Practicable Date and assuming that no further Shares be issued or repurchased by the Company prior to the AGM, the maximum number of Shares that can be issued under the Scheme will be 321,334,089 Shares under Rule 17.03(3) of the Listing Rules, should the New Share Option Scheme be adopted.

The maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme together with any options outstanding and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. No Options may be granted under the New Share Option Scheme or any other share option schemes of the Company if this will result in such limit being exceeded.

As at the Latest Practicable Date, the Company did not have any plan to grant any Option under the New Share Option Scheme.

Value of the Options

The Company considers that it would not be appropriate to state the value of all Options that can be granted under the New Share Option Scheme as if they have been granted on the Latest Practicable Date, as a number of variables which are crucial for the calculation of the Option value are yet to be determined. Such variables include the Exercise Price payable for the Shares, exercise period and any lock-up period. The Company believes that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would be misleading to the Shareholders.

LETTER FROM THE BOARD

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 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.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for (a) the re-election of Directors; (b) the granting of Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (c) the adoption of the New Share Option Scheme are in the best interests of the Company and its Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

A copy of the New Share Option Scheme is available for inspection during normal business hours at the Company's principal place of business in Hong Kong at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong during the 14 calendar days immediately preceding the AGM.

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Director Proposed for Re-election), Appendix II (Explanatory Statement on Buy-back Mandate) and Appendix III (Summary of the Principal Terms of the New Share Option Scheme) to this circular.

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

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

Mr. Ho Tat Kuen

Independent Non-executive Director

Mr. Ho, aged 47, has been an Independent Non-executive Director of the Company since November 2016. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Ho has been practising as a Certified Public Accountant in Hong Kong since 2009. He has over 23 years of experience in accounting profession. Mr. Ho is a member of the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong, and is a Certified Tax Adviser in Hong Kong. Save as disclosed above, Mr. Ho did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Mr. Ho is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. He is entitled to receive a Director's fee of HK\$220,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Ho does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Ho.

Ms. Tam Sau Ying*Independent Non-executive Director*

Ms. Tam, aged 53, has been an Independent Non-executive Director of the Company since November 2018. She is also the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee of the Company. Ms. Tam is a co-founder and partner of Messrs. Leung, Tam & Wong, Solicitors. She has over 20 years of experience in the legal profession and is also an accredited mediator and a China-Appointed Attesting Officer. She graduated from The Chinese University of Hong Kong with a Bachelor of Social Science Degree and gained her Master of Arts Degree from University of Essex, England. Ms. Tam later studied law in The University of Hong Kong and was admitted as a solicitor in 2001. Save as disclosed above, Ms. Tam did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The term of service of Ms. Tam is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Tam is entitled to receive a Director's fee of HK\$220,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Tam does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Tam.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 3,213,340,890 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 321,334,089 Shares (representing 10% of the total number of issued Shares) during the period from the date of AGM up to:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

2. REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2021) in the event that the proposed Buy-Back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICE

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
October	0.083	0.072
November	0.084	0.066
December	0.071	0.064
2021		
January	0.073	0.062
February	0.177	0.062
March	0.105	0.075
April	0.106	0.075
May	0.095	0.081
June	0.090	0.080
July	0.086	0.070
August	0.075	0.064
September	0.071	0.062
October (up to and including the Latest Practicable Date)	0.071	0.062

5. BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

6. UNDERTAKING/INTENTION

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Emperor Culture Group Holdings Limited ("ECUG Holdings") held 2,371,313,094 Shares, representing approximately 73.80% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the shareholding of ECUG Holdings in the Company would be increased to approximately 82% of the total number of issued Shares. The Directors consider that such an increase would not give rise to an obligation on the part of ECUG Holdings to make a mandatory offer under the Takeovers Code but would reduce the percentage of Shares held by public to below the prescribed minimum percentage of 25% as required by the Listing Rules.

The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% of the total number of issued Shares.

The following is a summary of the principal terms of the Scheme proposed to be adopted by the Shareholders which serves to summarize the terms of the New Share Option Scheme, but does not constitute the full terms of the same:

(a) Purpose

The purpose of the Scheme is for the Group to

- (i) attract, retain and motivate talented Eligible Participants to strive for future developments and expansion of the Group,
- (ii) provide incentive to encourage the Eligible Participants to perform their best in achieving the goals of the Group,
- (iii) allow the Eligible Participants to enjoy the results of the Company attained through their efforts and contributions.

(b) Conditions

The Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the Options granted under the Scheme; and
- (ii) the passing of an ordinary resolution by the Shareholders approve and adopt the Scheme and to authorise the Directors to grant Options to subscribe for Shares under the Scheme and to allot, issue and deal in the Shares pursuant to the exercise of any Options.

(c) Scope of Eligible Participants

The Board may, at its discretion, invite:

- (i) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company or any Subsidiary;
- (ii) any non-executive Director including any independent non-executive Director of the Company or any Subsidiary; or
- (iii) any provider being a person who, pursuant to a contract for goods or services, provides or renders goods or services to the Company or any Subsidiary which are commonly provided or rendered by an employee of such provider.

In determining the basis of eligibility of Eligible Participant who are directors/full time or part time employees of the Company or Subsidiary, the Board would take into account such factors as the Board may at its discretion consider appropriate, including but not limited to the seniority, length of service, personal performance and responsibilities, the actual and/or potential contribution of these parties to the businesses of the Group.

The Board would consider that the inclusion of persons other than the employees and directors of the Group as Eligible Participants is to increase the flexibility of the New Share Option Scheme to provide incentives to other key stakeholders of the Group who also contribute to the successful and sustainable development of the Group.

From the Directors' perspective, it is concurred that the success of the Company is positively correlated to the performance of and quality of goods and services offered by such Eligible Participants, in particular, the goods provider to supply more economic and quality visual and audio equipment and furniture products for its cinema operation, and the service provider to offer valuable consultancy and advisory services to the Group in matters such as business development and expansion, marketing strategy, ticketing, film distribution, technical support regarding visual and audio and information technology and market industry resources. The more incentives such Eligible Participants receive, the stronger motivation they will fully utilise their expertise to achieve the goals of the Group, and thus the better the overall performance of the Group.

In determining the basis of eligibility of such Eligible Participant, the Board would take into account various factors including but not limited to (i) length of service to the Group; (ii) the materiality and nature of the goods or services provided to the Group (such as whether they relate to the core business of the Group and whether such goods or services could be replaced by third parties); (iii) track record in the quality of services provided to the Group; (iv) industry knowledge; (v) future business collaboration plans of the Group; (vi) any new business or investment opportunities that the relevant Eligible Participants may bring to the Group; or (vii) the significance to the Group of building long-term business relationships with such Eligible Participants. The Board will also examine whether such Eligible Participants are regarded as beneficial human resources of the Group based on their experience, professional qualification, knowledge and other relevant factors.

(d) Duration of the Scheme

The Scheme will remain valid and effective for a period of 10 years commencing from the date on which the conditions in paragraph (b) above are fully satisfied and the Scheme becomes unconditional, after which period no further Options will be offered but the provisions of the Scheme shall in all other respects remain in full force and effect and Options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue.

(e) Acceptance of offer

Offer of an Option shall be deemed to have been accepted by the Grantee when the duplicate of the relevant offer letter comprising acceptance of the Option duly signed by the Grantee together with a remittance in favor of the Company of HK\$1.00 by way of consideration for the Grant thereof, is received by the Company by the Acceptance Date.

(f) Exercise Price

The Exercise Price payable on exercise of the Options granted under the Scheme shall be a price determined by the Board at its sole discretion and notified to the Eligible Participant and shall be no less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Option is granted; and (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 Business Days immediately preceding the date on which an Option is granted.

(g) Maximum number of Shares available for subscription

- (i) Subject to (iv) below, the total number of Shares which may be issued upon exercise of all Options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 321,334,089 Shares, being 10% of the total number of Shares in issue as at the date of the approval of the Scheme.
- (ii) Subject to (iv) below, the Company may seek approval from its Shareholders in general meeting for refreshing the 10% limit set out in (i) above such that the total number of Shares which may be issued upon exercise of all Options to be granted under the Scheme and any other share option schemes of the Company under the limit as refreshed shall not exceed 10% of the total number of the Shares in issue as at the date of approval to refresh such limit.
- (iii) Subject to (iv) below, the Company may seek separate approval from its Shareholders in general meeting for granting Options to specified Eligible Participants beyond the 10% limit provided that the Options granted in excess of such limit are specially approved by the Shareholders in general meeting and the Eligible Participants are specifically identified by the Company before such approval is sought. In such case, the Company shall send a circular to its Shareholders containing the information required under the Listing Rules for their approval.
- (iv) Notwithstanding any other provisions of the Scheme, the maximum number of Shares in respect of which Options may be granted under the Scheme together with any options outstanding and yet to be exercised under the Scheme and any other share option schemes of our Company must not exceed 30% (or such other percentage as may be allowed under the Listing Rules as amended from time to

time) of the total number of Shares in issue from time to time. No Options may be granted under the Scheme or any other share option schemes of the Company if this will result in such limit being exceeded.

(h) Maximum entitlement of Shares of each Eligible Participant

- (i) Subject to paragraph (ii) below, the total number of Shares issued and to be issued upon exercise of the Options granted to each Eligible Participant (including both exercised, cancelled and outstanding Options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.
- (ii) Notwithstanding (i) above, any further grant of Options to an Eligible Participant in excess of the 1% limit shall be subject to approval by the Shareholders in general meeting with such Eligible Participant and his or her close associates (or his/her associates if such Eligible Participant is a connected person) abstaining from voting. The number and the terms (including the Exercise Price) of the Options to be granted to such Eligible Participant shall be fixed before the Shareholders' approval and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Exercise Price.

(i) Grant of Options to connected persons

- (i) Any grant of Options to an Eligible Participant who is a Director, chief executive or substantial Shareholder (as defined under the Listing Rules) of the Company or their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Options).
- (ii) Where the Board proposes to grant any Option to an Eligible Participant who is a substantial Shareholder or an independent non-executive Director, or any of their respective associates, and such Option which if exercised in full, would result in such Eligible Participant becomes entitled to subscribe for such number of Shares, when aggregated with the total number of Shares already issued and issuable to him or her pursuant to all Options granted and to be granted (including Options exercised, cancelled and outstanding) to him or her in the 12-month period up to and including the date of such grant:
 - (1) representing in aggregate more than 0.1% of the relevant class of securities of the Company in issue on the date of such grant; and
 - (2) having an aggregate value, based on the closing price of the Shares as at the date of such grant, in excess of HK\$5,000,000,

such proposed grant of Options must be approved by the Shareholders in general meeting. In such case, the Company shall send a circular to the Shareholders containing all relevant details as required under the Listing Rules. The Eligible

Participant concerned and his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting (except where any connected person intends to vote against the relevant resolution provided that such intention to do so has been stated in the circular). Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

(j) Conditions, restrictions or limitations on offers of Options

Unless otherwise determined by the Board and specified in the offer letter at the time of the offer of the Option, there are neither any performance targets that need to be achieved by the Grantee before an Option could be exercised nor any minimum period for which an Option must be held before the Option can be exercised. Subject to the provisions of the Scheme and the Listing Rules, the Board may when making the offer of Options impose any conditions, restrictions or limitations in relation to the Option as it may at its absolute discretion think fit.

(k) Exercise of Options

An Option may be exercised in accordance with the terms of the Scheme and such other terms and conditions upon which an Option was granted, at any time during the Option Period after the Option has been granted by the Board but in any event, not longer than ten (10) years from the date of grant. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the Option Period.

(l) Transferability of Options

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests (legal or beneficial) in favor of any third party over or in relation to any Option or attempt so to do (save that the Grantee may nominate a nominee in whose name the Shares issued pursuant to this Scheme may be registered).

(m) If a Grantee ceased to be an Eligible Participant by reason other than death or misconduct

If the Grantee ceases to be an Eligible Participant for any reason other than on the Grantee's death or the termination of the Grantee's employment or directorship of the Group on one or more of the grounds specified in paragraph (o) below, the Grantee may exercise the Option up to his entitlement at the date of cessation (to the extent exercisable as at the date of cessation and not already exercised) within the period of 9 months (or such longer period as the Board may determine) following the date of such cessation, which date shall be the last actual working day with the relevant company in our Group whether salary is paid in lieu of notice or not, or the last date of appointment as director of the relevant company in our Group, as the case may be, failing which it will lapse.

(n) On the death of a Grantee

If the Grantee dies before exercising the Option in full and none of the events which would be a ground for termination of the Grantee's employment or directorship under paragraph (o) below arises, the personal representative(s) of the Grantee shall be entitled to exercise the Option up to the entitlement of such Grantee at the date of death (to the extent exercisable as at the date of his death and not already exercised) within a period of 12 months or such longer period as the Board may determine from the date of death, failing which it will lapse.

(o) Termination of employment of a Grantee by reason of misconduct

An Option shall lapse automatically (to the extent not already exercised) on the date on which the Grantee ceased to be an Eligible Participant by reason of the termination of his or her employment or directorship on the grounds that he or she has been guilty of misconduct, or appears either to be unable to pay or have no reasonable prospect to pay debts, or has become insolvent, or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty.

(p) Rights on a general offer or partial offer

If a general or partial offer whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all its reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms with appropriate changes and assuming that they will become, by the exercise in full of the options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, the Grantee shall be entitled to exercise the option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his/her option at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under the scheme of arrangement, as the case may be. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

(q) Voluntary winding-up of the Company

In the event a notice is given by the Company to its Shareholders to convene a general meeting for the purpose of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to all Grantees (together with a notice of the existence of the provisions of this paragraph). Each Grantee (or his or her legal representative(s)) may by notice in writing to the Company (such notice to be received by the Company not later than 4 Business Days prior to the proposed general meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice, and the Company shall as soon as

possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

(r) Rights on a compromise or arrangement

If a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee on the same date as it despatches the notice which is sent to each Shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the Grantee (or his or her legal representative(s)) may until the expiry of the period commencing with such date and ending with the earlier of the date 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the court provided that the relevant Options are not subject to a term or condition precedent to them being exercisable which has not been fulfilled, exercise any of his or her Options (to the extent exercisable as at the date of the notice and not already exercised) whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the Scheme.

(s) Rank pari passu

The Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank pari passu with the fully paid Shares in issue as from the date of allotment and in particular will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof is before the date of allotment.

(t) Alteration in capital structure

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, open offer, consolidation, sub-division, or reduction of share capital of the Company or otherwise howsoever in accordance with legal requirements and requirements of the Stock Exchange, excluding any alteration in the capital structure of the Company as a result of an issue of Shares pursuant to, or in connection with, any share option scheme, share appreciation rights scheme or any arrangement for remunerating or incentivising any employee, consultant or adviser to our Company or any employee, consultant or adviser to the Group or in the event of any distribution of the Company's legal assets to its

Shareholders on a pro rata basis (whether in cash or in specie) other than dividends paid out of the net profits attributable to its Shareholders for each financial year of the Company, such corresponding alterations (if any) shall be made to:

- (i) the number of Shares subject to the Option so far as unexercised; or
- (ii) the Exercise Price,

or any combination thereof, as an independent financial adviser or the auditors of the Company shall certify in writing, either generally or as regards any particular Grantee, to have, in their opinion, fairly and reasonably satisfied the requirement that any such adjustment shall be in compliance with the relevant provisions of the Listing Rules or such other guidelines or the supplemental guidance as may be issued by the Stock Exchange from time to time, but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value.

(u) Cancellation of Options granted

The Board may at any time at its absolute discretion cancel any Option previously granted to, but not exercised by the Grantee. Where the Company cancels Options and offers Options to the same Grantee, the offer of the grant of such new Options may only be made with available Options to the extent not yet granted (excluding the cancelled Options) within the limit approved by the Shareholders as mentioned in paragraph (g) above. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the date on which the Option is cancelled by the Board as provided above.

(v) Termination of the Scheme

The Company may by resolution in general meeting of the Company or the Board may at any time resolve to terminate the operation of the Scheme and in such event no further Options will be offered but the provisions of the Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the Scheme. Option granted but not yet exercised prior to such termination shall continue to be valid and exercisable in accordance with the Scheme.

(w) Alteration of provisions of the Scheme

The provisions of the Scheme may be altered in any respect by resolution of the Board except that provisions relating to matters set out in Rule 17.03 of the Listing Rules cannot amend or to the advantage of the Eligible Participants or Grantee without the prior approval of the Shareholders in general meeting. Any alterations to the terms and conditions of the Scheme which are of a material nature or any change to the terms of the Options granted must be the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Scheme. The amended terms and conditions of the Scheme must still comply with the relevant requirements of Chapter 17 of

the Listing Rules. Any change to the authority of the Board or scheme administrators in relation to any alteration to the terms of the Scheme must be approved by the Shareholders in general meeting.

(x) Restrictions on the time of grant of Options

No Offer shall be made after inside information has come to the Company's knowledge until (and including) the trading day after the Company has announced the information and, in particular, during the period of 1 month immediately preceding the earlier of (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules) and ending on the date of the results announcement.

The terms of the Scheme are in compliance with Chapter 17 of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Culture Group Limited (the “Company”) will be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 2 December 2021 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 30 June 2021 together with the reports of the directors and independent auditors (“Auditor”) thereon.
2. (A) To re-elect Mr. Ho Tat Kuen as director of the Company (“Director”).
(B) To re-elect Ms. Tam Sau Ying as Director.
(C) To authorise the board of directors of the Company (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as Auditor and authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. (A) “**THAT:**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot, issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution, and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; or
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

4. (B) **“THAT:**

(i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued Shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
 - (iii) for the purpose of this resolution:
 - “Relevant Period” means the period from passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
 - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.”
4. (C) “**THAT** conditional upon the resolutions nos. 4(A) and 4(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 4(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4(A) above, provided that such extended number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 4(B).”
5. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in shares in the capital of the Company which fall to be issued pursuant to the exercise of subscription rights attaching to any options granted under the new share option scheme (the principal terms of which are set out in the circular despatched to the shareholders of the Company with this notice, a copy of which is produced to the meeting marked “A” and signed by the Chairperson of this meeting for the purpose of identification) (the “New Share Option Scheme”), the New Share Option Scheme be approved to be the share option scheme of the Company and that the Board be authorized to grant options thereunder and to allot, issue and deal with shares in the capital of the Company pursuant to the exercise of subscription rights attaching to any options granted under the New Share Option Scheme, provided that the total number of shares which may be allotted or issued upon exercise of all share options granted under the New Share Option Scheme and any share option schemes of the Company shall not exceed 10% of shares in issue as at the date of passing of this resolution (share options previously granted including those outstanding, cancelled, lapsed

NOTICE OF ANNUAL GENERAL MEETING

or exercised shall not be counted in this 10% limit), and to do all such acts and execute all such documents as may be necessary or desirable to give full effect to the New Share Option Scheme.”

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

Hong Kong, 19 October 2021

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 Hennessy Road
Wanchai
Hong Kong

Notes:

1. Considering the outbreak of COVID-19, certain measures will be implemented at the annual general meeting (“AGM”) 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) submit compulsorily health declaration form; and (c) wear surgical face masks prior to admission to the AGM venue (no mask will be provided at the AGM venue) and throughout the AGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate. Shareholders should check the website of the Company (<https://www.empculture.com>) for future announcements and updates on the AGM arrangements.

2. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the AGM. Where the chairperson/chairman 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.
3. A member of the Company 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 member of the Company.
4. 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 the behalf, and must be deposited at the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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.

NOTICE OF ANNUAL GENERAL MEETING

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/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM.
7. In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar, Tricor Tengis Limited at the above address before 4:30 p.m. on 26 November 2021 (Friday).
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

This Circular (in both English and Chinese versions) is available to any Shareholder either in printed form or on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.empculture.com>). In order to protect the environment, the Company highly recommends Shareholders to elect to receive electronic copy of this Circular. Shareholders may have the right to change their choice of receipt of all future Corporate Communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, by post at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at is-ecom@hk.tricorglobal.com.