
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Huayi Tencent Entertainment Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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華 誼 騰 訊 娛 樂 有 限 公 司

Huayi Tencent Entertainment Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATE TO
ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice of the AGM to be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 15 May 2020 at 10:00 a.m. is set out on pages 12 to 15 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed. If you do not intend to attend the AGM in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

SPECIAL NOTICE

Due to the ongoing COVID-19 pandemic, the Company regrets to inform Shareholders that there will be no distribution of souvenirs/gifts and no beverage and refreshments served during the AGM in order to maintain appropriate social distance and to safeguard the health and safety of Shareholders attending the AGM.

In line with public health advices issued by the Centre for Health Protection, the Company **STRONGLY** recommends Shareholders to appoint the Chairman of the AGM as their proxy to vote for them in respect of the resolutions set out in the AGM notice to minimize the risk of COVID-19 infection.

A leaflet for the Precautionary Measures against COVID-19 during the AGM was dispatched to Shareholders and published on the website of the Company.

8 April 2020

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 15 May 2020 at 10:00 a.m., or any adjournment thereof (or as the case may be)
“AGM Notice”	the notice convening the AGM dated 8 April 2020 which is set out on pages 12 to 15 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Huayi Tencent Entertainment Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares of the Company not exceeding 20% of the number of the issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	2 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid up Shares of the Company of up to 10% of the number of the issued Shares of the Company as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the shares of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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Huayi Tencent Entertainment Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

Directors:

Mr. WANG Zhongjun¹ (*Chairman*)
Mr. CHENG Wu¹ (*Vice Chairman*)
Mr. WANG Zhonglei¹
Mr. HU Junyi¹
Mr. YUEN Hoi Po¹
Dr. WONG Yau Kar, David, *GBS, JP*²
Mr. YUEN Kin²
Mr. CHU Yuguo²

¹ *Executive Director*

² *Independent Non-executive Director*

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:

Suite 908, 9/F
Tower Two, Lippo Centre
89 Queensway
Hong Kong

8 April 2020

To the Shareholders

Dear Sir/Madam,

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATE TO
ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and provide you with information regarding certain ordinary resolutions to be proposed at the AGM and enable you to make decisions on whether to vote for or against those resolutions.

At the AGM, ordinary resolutions, amongst others, will be proposed for the Company to approve the re-election of Directors, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate.

LETTER FROM THE BOARD

(1) RE-ELECTION OF DIRECTORS

The Nomination Committee of the Company has made a recommendation to the Board that Mr. WANG Zhonglei, Dr. WONG Yau Kar, David and Mr. YUEN Kin will retire at the AGM and, being eligible, offer themselves for re-election pursuant to Article 87(1) of the Articles.

Dr. WONG Yau Kar, David and Mr. YUEN Kin have been appointed as Independent Non-executive Directors for more than 9 years as at the Latest Practicable Date. Pursuant to Code Provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, their further appointments should be subject to a separate resolution to be approved by the Shareholders.

The Company has received from each of Dr. WONG Yau Kar, David and Mr. YUEN Kin a confirmation of independence criteria set out in Rule 3.13 of the Listing Rules respectively. As Dr. WONG Yau Kar, David and Mr. YUEN Kin have not taken any management role in the Group nor in any relationships with any Director, senior management, substantial or controlling Shareholders of the Company, the Nomination Committee believes that there are not any circumstances which would interfere Dr. WONG Yau Kar, David and Mr. YUEN Kin to exercise their independent judgement and they can continue to demonstrate their abilities to provide a balanced and independent view beneficial to the Company and Shareholders as a whole notwithstanding the length of their services.

Biographies of the retiring directors offering for re-election at the AGM are as follows:

EXECUTIVE DIRECTOR

Mr. WANG Zhonglei

Director since 2016

Mr. WANG Zhonglei, aged 49, currently serves as Executive Director and director of several subsidiaries of the Company. He received a college degree from Beijing Youth Politics College. Mr. WANG Zhonglei had served for China Mechanical and Electrical Equipment Corporation, and worked as the chief executive officer of Beijing Huayi Exhibition & Advertising Company, the vice-general manager of Beijing Huayi Brothers Advertising Co., Ltd. and the general manager of Beijing Huayi Brothers Film Investment Co., Ltd. He has been serving as the vice-chairman and general manager of Huayi Brothers Media Corporation (SZSE: 300027), a substantial shareholder of the Company and a company listed on the Shenzhen Stock Exchange; a non-executive director of Guru Online (Holdings) Limited (Stock Code: 8121), a company listed on the GEM Board of the Hong Kong Stock Exchange; a director of Huayi Brothers International Limited, a wholly-owned subsidiary of Huayi Brothers Media Corporation, and a director of Huayi Brothers Korea Co., Ltd. (KOSDAQ: 204630), a company listed on the Korea Exchange. Mr. WANG Zhonglei is the brother of Mr. WANG Zhongjun.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. WANG does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. WANG has entered into a service contract with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting pursuant to the Memorandum and Articles of Association of the Company. The remuneration payable to Mr. WANG will be determined and approved by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the prevailing market conditions. No emolument has been proposed for Mr. WANG.

Save as disclosed above, Mr. WANG (i) has not held any other directorships in any public companies which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of SFO; and (v) there is no information relating to Mr. WANG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. WANG.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. WONG Yau Kar, David, GBS, JP

Director since 2000

Dr. WONG Yau Kar, David, GBS, JP, aged 62, currently serves as Independent Non-executive Director of the Company. He is the Chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee. Dr. Wong received a doctorate in Economics from the University of Chicago in 1987. Dr. Wong has extensive experience in manufacturing, direct investment and international trade. Dr. Wong is active in public service. He is a Hong Kong deputy of the 13th National People's Congress of the People's Republic of China (第十三屆全國人民代表大會). He is the Chairman of Mandatory Provident Fund Schemes Authority. Dr. Wong was appointed a Justice of Peace (JP) in 2010 and was awarded a Gold Bauhinia Star (GBS) by the Government of the Hong Kong Special Administrative Region in 2017 for his valuable contribution to the society.

Dr. WONG is currently an independent non-executive director of Redco Properties Group Limited (Stock Code: 1622), Guangnan (Holdings) Limited (Stock Code: 1203), Shenzhen Investment Limited (Stock Code: 604), Sinopec Kantons Holdings Limited (Stock Code: 934) and CSSC (Hong Kong) Shipping Company Limited (Stock Code: 3877), the shares of which are listed on The Stock Exchange of Hong Kong Limited. He resigned as an independent non-executive director of Yunfeng Financial Group Limited (Stock Code: 376) and Concord New Energy Group Limited (Stock Code: 182), the companies listed on The Stock Exchange of Hong Kong Limited, in November 2017 and June 2018 respectively.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Dr. WONG does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Dr. WONG has entered into a service contract with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting pursuant to the Memorandum and Articles of Association of the Company. The remuneration payable to Dr. WONG was recommended by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the prevailing market conditions and then determined and approved by the Board. Dr. Wong currently receives a basic salary of HK\$240,000 per annum.

Save as disclosed above, Dr. WONG (i) has not held any other directorships in any public companies which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of SFO; and (v) there is no information relating to Dr. WONG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Dr. WONG.

Mr. YUEN Kin

Director since 2004

Mr. YUEN Kin, aged 65, currently serves as Independent Non-executive Director of the Company. He is the Chairman of Audit Committee of the Company and a member of Remuneration Committee and Corporate Governance Committee. Mr. YUEN holds a Master of Business Administration degree from the University of Toronto, Canada. He is a Chartered Accountant in Canada, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. YUEN is currently an independent non-executive director of Lafe Corporation Limited (SGX: AYB), a company listed on The Singapore Stock Exchange and an independent non-executive director of Emerson Radio Corporation (NYSEMKT: MSN), a company listed on The New York Stock Exchange. He is also an executive director of Culturecom Holdings Limited (Stock Code: 343), a company listed on The Stock Exchange of Hong Kong Limited. He had served as a non-executive director of Kong Sun Holdings Limited (Stock code: 295), a company listed on The Stock Exchange of Hong Kong Limited, and resigned in November 2017.

As at the Latest Practicable Date, Mr. YUEN does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. YUEN has entered into a service contract with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at the annual general meeting pursuant to the Memorandum and Articles of Association of the Company. The remuneration payable to Mr. YUEN was recommended by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the prevailing market conditions and then determined and approved by the board. Mr. YUEN currently receives a basic salary of HK\$240,000 per annum.

Save as disclosed above, Mr. YUEN (i) has not held any other directorships in any public companies which are listed in Hong Kong or overseas in the last three years; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of SFO; and (v) there is no information relating to Mr. YUEN that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. YUEN.

(2) GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the AGM the ordinary resolutions nos. 4(A) and 4(C) in the AGM Notice for granting to the Directors a general mandate to allot, issue and deal with new Shares of the Company not exceeding 20% of the number of the issued Shares of the Company as at the date of passing of the ordinary resolution no. 4(A) in the AGM Notice and adding to such general mandate so granted to the Directors any Shares of the Company representing the number of Shares of the Company repurchased by the Company after the granting of the general mandate to repurchase Shares of the Company up to 10% of the number of the issued Shares of the Company as at the date of passing of the ordinary resolution no. 4(B) in the AGM Notice. Such general mandate to allot, issue and deal with new Shares of the Company shall be exercisable during the period from the passing of the ordinary resolutions nos. 4(A) and 4(C) in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in such ordinary resolutions is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of Shares of the Company was 13,498,106,577 Shares. Subject to passing of the ordinary resolution no. 4(A) in the AGM Notice and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed to allot, issue and deal with a maximum of 2,699,621,315 Shares representing not more than 20% of the number of the issued Shares of the Company as at the Latest Practicable Date.

(3) GENERAL MANDATE TO REPURCHASE SHARES

It will also be proposed at the AGM the ordinary resolution no. 4(B) in the AGM Notice for granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares of the Company up to 10% of the number of the issued Shares of the Company as at the date of passing of the ordinary resolution no. 4(B) in the AGM Notice.

The following is an explanatory statement as required to be sent to the Shareholders under the Share Repurchase rules to provide requisite information to the Shareholders for consideration of the ordinary resolution no. 4(B) in the AGM Notice in respect of the Repurchase Mandate.

TOTAL NUMBER OF THE SHARES FOR SHARES REPURCHASE

As at the Latest Practicable Date, the number of the issued Shares of the Company was 13,498,106,577 Shares. Subject to the passing of the ordinary resolution no. 4(B) in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,349,810,657 Shares, representing not more than 10% of the number of the issued Shares of the Company, during the period from the passing of the ordinary resolution no. 4(B) in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in such ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Reasons for Shares Repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

LETTER FROM THE BOARD

Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

Funding of Repurchases

Repurchases must be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Directors consider that there might be a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company as contained in its annual report for the year ended 31 December 2019) in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchased period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

Share Prices

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

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
May	0.228	0.157
June	0.173	0.150
July	0.168	0.135
August	0.155	0.086
September	0.120	0.088
October	0.105	0.094
November	0.108	0.080
December	0.125	0.100
2020		
January	0.124	0.099
February	0.107	0.090
March	0.104	0.071
April (up to and including the Latest Practicable Date)	0.078	0.072

LETTER FROM THE BOARD

Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

Share Repurchases made by the Company

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

(4) VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will demand a poll for every resolution put to the vote at the AGM.

(5) 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 circular misleading.

LETTER FROM THE BOARD

(6) RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions at the AGM.

Yours faithfully,
For and on behalf of
Huayi Tencent Entertainment Company Limited
WANG Zhongjun
Chairman

H.BROTHERS | ENTERTAINMENT

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Huayi Tencent Entertainment Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

NOTICE IS HEREBY GIVEN that the annual general meeting of Huayi Tencent Entertainment Company Limited (the “Company”) will be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 15 May 2020 at 10 a.m. for the following businesses:

1. To receive and consider the report of the directors of the Company (“Directors”), audited financial statements and auditor’s report for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. WANG Zhonglei as an Executive Director;
 - (b) To re-elect Dr. WONG Yau Kar, David (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director;
 - (c) To re-elect Mr. YUEN Kin (who has served as an Independent Non-executive Director for more than 9 years) as an Independent Non-executive Director; and
 - (d) To authorise the board of directors to fix the remuneration of the Directors.
3. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (“Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities

NOTICE OF ANNUAL GENERAL MEETING

which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers during or after the Relevant Period (as hereinafter defined).

- (b) the aggregate number of Shares to be allotted, issued and dealt with pursuant to the general mandate granted herein, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares upon the exercise of subscription rights or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or any of its subsidiaries; or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company (“Articles”), shall not exceed 20% of the number of the issued Shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles and the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“**Rights Issue**” means an offer of Shares, options, warrants, bonds, debentures, notes or other securities giving the right to subscribe for or convertible into Shares, open for a period fixed by the Directors to the holders of Shares, or any class of shares or other securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of such other class of shares or other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other class of shares or other securities of the Company) as at that date (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

NOTICE OF ANNUAL GENERAL MEETING

obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and 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;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of the issued Shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company and the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** subject to the passing of Ordinary Resolutions nos.4(A) and 4(B) set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (“Shares”) pursuant to the Ordinary Resolution no.4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of Shares of the Company repurchased by the

NOTICE OF ANNUAL GENERAL MEETING

Company under the authority granted pursuant to the Ordinary Resolution no.4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing of this Resolution.”

By Order of the Board
Huayi Tencent Entertainment Company Limited
WANG Zhongjun
Chairman

Hong Kong, 8 April 2020

Notes:

1. The Register of Members of the Company will be temporarily closed from 12 May 2020 to 15 May 2020, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attendance at the Company's annual general meeting to be held on Friday, 15 May 2020, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 11 May 2020.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting and in such event, the form of proxy will be deemed to be revoked.
5. If the venue for the AGM is being closed on the date of AGM due to the outbreak of the COVID-19, the AGM will stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board may determine. The Company will make further announcement in case of an AGM adjournment.

As at the date hereof, the Board comprises executive directors: Mr. WANG Zhongjun (Chairman), Mr. CHENG Wu (Vice Chairman), Mr. WANG Zhonglei, Mr. HU Junyi, Mr. YUEN Hoi Po and independent non-executive directors: Dr. WONG Yau Kar David, GBS, JP, Mr. YUEN Kin, Mr. CHU Yuguo.

SPECIAL NOTICE

Due to the ongoing COVID-19 pandemic, the Company regrets to inform Shareholders that there will be no distribution of souvenirs/gifts and no beverage and refreshments served during the AGM in order to maintain appropriate social distance and to safeguard the health and safety of Shareholders attending the AGM.

In line with public health advices issued by the Centre for Health Protection, the Company **STRONGLY** recommends Shareholders to appoint the Chairman of the AGM as their proxy to vote for them in respect of the resolutions set out in the AGM notice to minimize the risk of COVID-19 infection.

A leaflet for the Precautionary Measures against COVID-19 during the AGM was dispatched to Shareholders and published on the website of the Company