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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Maoyan Entertainment, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Maoyan Entertainment**

**貓眼娛樂**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1896)**

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO THE SHAREHOLDERS DATED 28 APRIL 2020  
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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A supplemental notice of the Annual General Meeting of Maoyan Entertainment, which is to be held as originally scheduled at No. 3 Building, Yonghe Hangxing Garden, No. 11 Hepingli East Street, Dongcheng District, Beijing, the PRC on Monday, 29 June 2020 at 2:00 p.m., is set out on pages 7 to 8 of this supplemental circular. This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular of the Company dated 28 April 2020 (the “**Circular**”) which has been despatched to the shareholders of the Company. A supplemental form of proxy (the “**Supplemental Proxy Form**”) for use at the Annual General Meeting is also enclosed. The Supplemental Proxy Form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.maoyan.com](http://www.maoyan.com)), respectively. Whether or not you are able to attend the meeting, you are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the Supplemental Proxy Form will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

11 June 2020

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LETTER FROM THE BOARD

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**Maoyan Entertainment**  
**貓眼娛樂**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1896)**

*Executive Director:*

Mr. Zheng Zhihao (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Wang Changtian (*Chairman*)

Ms. Li Xiaoping

Ms. Wang Jian

Mr. Cheng Wu

Mr. Chen Shaohui

Mr. Lin Ning

Mr. Tang Lichun, Troy

*Independent non-executive Directors:*

Mr. Wang Hua

Mr. Chan Charles Sheung Wai

Mr. Ma Dong

Ms. Liu Lin

*Registered office:*

Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

*Principal place of business  
in Hong Kong:*

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

11 June 2020

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO  
THE CIRCULAR TO THE SHAREHOLDERS DATED 28 APRIL 2020  
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

References are made to the notice of Annual General Meeting dated 28 April 2020 (the “AGM Notice”) and the Circular. This Supplemental Circular should be read in conjunction with the Circular. Unless otherwise defined, capitalised terms used in this Supplemental Circular shall have the same meaning as those defined in the Circular.

The purpose of this Supplemental Circular is to provide you with further information regarding the re-election of Directors at the AGM, and to give you a supplemental notice of the Annual General Meeting and the Supplemental Proxy Form.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 8 June 2020, Mr. Zhan Weibiao and Mr. Luo Zhenyu have tendered their resignation as Directors, and Mr. Cheng Wu and Ms. Liu Lin were appointed by the Board as a non-executive Director and an independent non-executive Director, respectively.

As a result of the resignation of Mr. Zhan Weibiao as a non-executive Director, the ordinary resolution no. 2(a)(ii) as set out in the Circular and the AGM Notice in respect of the re-election of Mr. Zhan Weibiao as non-executive Director is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the Annual General Meeting. In addition, in accordance with Article 113 of the Articles of Association, each of Mr. Cheng Wu and Ms. Liu Lin shall retire at the AGM and, being eligible, has offered himself or herself for re-election.

The retiring independent non-executive Director, Ms. Liu Lin, has given a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company assessed and reviewed the independence of the retiring independent non-executive Director. The nomination committee of the Company and the Board are of the view that the retiring independent non-executive Director has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The nomination committee of the Company has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

As a result, there are now six retiring Directors standing for re-election as Directors at the Annual General Meeting. The resolutions relating to the re-election of Mr. Cheng Wu and Ms. Liu Lin as Directors will be set out in the supplemental notice of the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this Supplemental Circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring independent non-executive Director set out in Appendix I to this Supplemental Circular indicates how she contributes to the diversity of the Board and the perspectives, skills and experience she can bring to the Board.

### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held as originally scheduled at No. 3 Building, Yonghe Hangxing Garden, No. 11 Hepingli East Street, Dongcheng District, Beijing, the PRC on Monday, 29 June 2020 at 2:00 p.m. The supplemental notice of the Annual General Meeting, which should be read together with the AGM Notice, is set out on pages 7 to 8 of this Supplemental Circular.

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## LETTER FROM THE BOARD

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### SUPPLEMENTAL PROXY FORM

Given the form of proxy for the AGM (“**Proxy Form**”) sent together with the Circular and the AGM Notice does not contain the additional resolutions proposed as set out in this Supplemental Circular, the Supplemental Proxy Form is enclosed with this Supplemental Circular. Whether or not you intend to attend the AGM, you are requested to complete the Proxy Form and Supplemental Proxy Form in accordance with the instructions printed thereon return them to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

The Supplemental Proxy Form will not affect the validity of any Proxy Form duly completed and delivered by you in respect of the resolutions set out in the AGM Notice. If you have completed and delivered the Proxy Form and validly appointed a proxy to attend and act for you at the AGM but do not complete and deliver the Supplemental Proxy Form, your proxy will be entitled to vote at his discretion on the resolutions set out in the supplemental notice of the AGM dated 11 June 2020. If you do not complete and deliver the Proxy Form but have completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the AGM, unless otherwise instructed, your proxy will be entitled to vote at his discretion on the resolutions set out in the AGM Notice.

Other than (i) the ordinary resolution no. 2(a)(ii) in respect of the re-election of Mr. Zhan Weibiao as an non-executive Director as set out in the Circular, the AGM Notice and the Proxy Form (the “**Proposal**”) is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM and (ii) additional resolutions in respect of the re-election of Mr. Cheng Wu and Ms. Liu Lin as set out in this Supplemental Circular will be proposed at the Annual General Meeting, all other information and content as set out in the Circular, the AGM Notice and the Proxy Form previously despatched to the Shareholders shall remain unchanged. Except that the Proposal shall be not counted in the votes, the Proxy Form will remain effective provided that it is duly completed, executed and delivered by the Shareholders pursuant to the terms thereof.

For particulars of the other resolutions proposed at the AGM, closure of register of members and other matters regarding the AGM, please refer to the Circular.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting 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 Annual General Meeting shall therefore demand voting on resolutions in the Annual General Meeting by way of poll pursuant to Article 72 of the Articles of Association.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

### **RESPONSIBILITY STATEMENT**

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental 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 Supplemental Circular misleading.

### **RECOMMENDATION**

The Directors consider that the additional resolutions for the re-election of the additional retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors (including independent non-executive Directors) therefore recommend the Shareholders to vote in favour of the relevant additional resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Maoyan Entertainment**  
**Zheng Zhihao**  
*Executive Director*

*The following are the particulars of the additional Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein and as at 8 June 2020 (being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular, the “Latest Practicable Date”), none of the following Directors has any interests in Shares within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## **DIRECTOR CANDIDATES**

### **Non-Executive Director**

Mr. Cheng Wu, aged 46, has been a non-executive Director since 9 June 2020. Mr. Cheng has been serving as a vice president of Tencent Holdings Limited (“**Tencent**”) since March 2013 and as the chief executive officer of Tencent Pictures since September 2015. He is responsible for strategic planning and day-to-day operation of Tencent Pictures, Tencent Animation & Comic and Tencent Esports. In addition, he is responsible for the management of Tencent’s Marketing and Public Relations Department. Mr. Cheng currently serves as (i) an executive director and the chief executive officer of China Literature Limited, the shares of which are listed on the Main Board of the Stock Exchange with stock code 772; and (ii) an executive director and vice chairman of Huayi Tencent Entertainment Company Limited, the shares of which are listed on the Main Board of the Stock Exchange with stock code 419.

Mr. Cheng graduated from Tsinghua University with a bachelor of science degree in physics, and gained an EMBA from the Olin Business School at Washington University.

Mr. Cheng will be subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The Company and Mr. Cheng have entered into a letter of appointment for a term of three years commencing from 9 June 2020, pursuant to which Mr. Cheng will not receive any director's fee or any other emoluments.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

#### **Independent Non-Executive Director**

Ms. Liu Lin, aged 44, has been an independent non-executive Director since 9 June 2020. Prior to joining the Company, Ms. Liu served as a senior vice president of Meituan Dianping, the shares of which are listed on the Main Board of the Stock Exchange with stock code 3690, from March 2016 to May 2020, the general manager of the human resources department and the general manager of management and consulting department of president office of Tencent successively from April 2003 to March 2016. Ms. Liu obtained a master degree in economics from Nankai University in December 2006.

Ms. Liu will be subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The Company and Ms. Liu have entered into a letter of appointment for a term of three years commencing from 9 June 2020, pursuant to which Ms. Liu will be entitled to receive emoluments of HKD350,000 per annum as determined by the Board upon the remuneration policy of the Company and with reference to Ms. Liu's qualifications, experience, job responsibility and prevailing market rate.

As at the Latest Practicable Date, Ms. Liu did not have any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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**Maoyan Entertainment**  
**貓眼娛樂**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1896)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**AGM Notice**”) dated 28 April 2020 which sets out details of the 2020 annual general meeting (the “**AGM**”) of Maoyan Entertainment (the “**Company**”) to be held at No. 3 Building, Yonghe Hangxing Garden, No. 11 Hepingli East Street, Dongcheng District, Beijing, PRC on Monday, 29 June 2020 at 2:00 p.m., and the resolutions to be proposed at the AGM for the Shareholders’ approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the circular of the Company dated 28 April 2020.

Reference is also made to the announcement of the Company dated 8 June 2020. As a result of the resignation of Mr. Zhan Weibiao as a non-executive Director, the ordinary resolution no. 2(a)(ii) in respect of the re-election of Mr. Zhan Weibiao as a non-executive Director as set out in the AGM Notice and the Proxy Form (the “**Proposal**”) is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Details of remaining Resolutions 1 to 4(D) to be considered at the AGM are stated in the AGM Notice. Apart from deleting information regarding the Proposal, all information contained in the AGM Notice remains valid and unchanged.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held, as originally scheduled, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, in addition to the resolutions set out in the AGM Notice:

#### **ORDINARY RESOLUTIONS**

2. (a) To re-elect the following persons as Directors:
- (vi) To re-elect Mr. Cheng Wu as a non-executive Director.
  - (vii) To re-elect Ms. Liu Lin as an independent non-executive Director.

By order of the Board  
**Maoyan Entertainment**  
**Zheng Zhihao**  
*Executive Director*

Hong Kong, 11 June 2020

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

*Principal place of business in Hong Kong:*

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

*Notes:*

- (i) In respect of the ordinary resolutions above, Mr. Cheng Wu and Ms. Liu Lin shall retire and, being eligible, offered themselves for re-election at the AGM. Details of the above retiring Directors are set out in Appendix I to the supplemental circular of the Company dated 11 June 2020.
- (ii) In order to be valid, the form of proxy enclosed with the circular of the Company dated 28 April 2020 and/or the supplemental form of proxy enclosed with the supplemental circular of the Company dated 11 June 2020, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the aforementioned form of proxy and/or supplemental form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iii) The aforementioned form of proxy and/or supplemental form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
- (iv) Please refer to the AGM Notice for details of other ordinary resolutions to be passed at the AGM, closure of register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Zheng Zhihao as Executive Director, Mr. Wang Changtian, Ms. Li Xiaoping, Ms. Wang Jian, Mr. Cheng Wu, Mr. Chen Shaohui, Mr. Lin Ning and Mr. Tang Lichun, Troy as Non-executive Directors, and Mr. Wang Hua, Mr. Chan Charles Sheung Wai, Mr. Ma Dong and Ms. Liu Lin as Independent Non-executive Directors.*