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

(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Emperor Culture Group Limited (the “Company”) will be held via electronic facilities on Thursday, 14 April 2022 at 11:30 a.m. (with the minimum number of persons physically present as is legally required to form a quorate meeting by staff members who are Shareholders or proxies at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong), for the purpose of considering and, if think fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreements dated 31 January 2022 between (1) Emperor Cinemas (China) Limited as purchaser and (2) Emperor Motion Picture Enterprise Limited as vendor, for the sale and purchase of (a) the entire equity interest of Tale Success Limited and (b) all loan, interest and all sums owing by Tale Success Limited to Emperor Motion Picture Enterprise Limited (the “**Sale and Purchase Agreements**”) as at the completion of the aforesaid agreements (copies of which were tabled at the meeting marked “A” and signed by the Chairperson of the meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (b) any one or more directors of the Company be and is hereby authorised to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated under the Sale and Purchase Agreements (with any amendments to the terms of such agreements which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).

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

Hong Kong, 25 March 2022

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

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

Notes:

- (i) In view of the outbreak of the novel coronavirus (Covid-19) pandemic and recent requirements for prevention and control of its spread, the SGM will be held via electronic facilities, details of which are set out in the section headed “GUIDANCE FOR THE SGM” of the circular of the Company dated 25 March 2022.

All Shareholders, proxies and corporate representatives will be able to login the SGM or any adjourned meeting thereof via the e-Meeting System provided by Branch Share Registrar (as defined below) which can be accessed from any location with access to the internet via smartphone, tablet device or computer 30 minutes before the commencement of the SGM. All non-registered Shareholders may consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the SGM or any adjourned meeting thereof if they wish.

In the case of joint registered holders of any share(s), only **ONE PAIR** of login username and password will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.

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

- (ii) Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the SGM. 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 show of hands.
- (iii) A member of the Company entitled to attend and vote at the SGM 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 needs not be a member of the Company. The Company strongly encourages Shareholders to appoint the Chairperson of the SGM as their proxies to exercise their rights to vote at the SGM.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that 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, or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the login username and password provided on the notification letter sent by the Branch Share Registrar not less than 48 hours before the time for holding the SGM or adjourned meeting.

- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting at the SGM or adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.
- (vi) In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar, Tricor Tengis Limited at the above address before 4:30 p.m. on Friday, 8 April 2022.
- (vii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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

Executive Directors:

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

Independent Non-executive Directors:

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