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## **IMAX CHINA HOLDING, INC.**

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

**(Stock code: 1970)**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of IMAX China Holding, Inc. (the “**Company**”) will be held at Meeting Room 4, Shanghai Marriott Hotel City Centre, 555 Xi Zang (Middle) Road, Huangpu District, Shanghai, China on 7 June 2023 at 7:00 a.m. (Hong Kong time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2022.
2. To declare a final dividend of US\$0.015 per Share (equivalent to HK\$0.117 per Share) for the year ended 31 December 2022.
3.
  - (a) To re-elect Mr. Jiande Chen as an Executive Director of the Company.
  - (b) To re-elect Mr. Jim Athanasopoulos as an Executive Director of the Company.
  - (c) To re-elect Ms. Yue-Sai Kan as an Independent Non-executive Director of the Company.
  - (d) To re-elect Mr. Robert Lister as a Non-executive Director of the Company.
  - (e) To authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 or any applicable laws to be held; and
- (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.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, in each case during the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the mandate in paragraph (a) above shall authorize the directors to, during the Relevant Period, make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);

- (ii) the exercise or vesting of options or awards under a share scheme of the Company which complies with the Listing Rules; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 or any applicable laws to be held; and
- (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.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or

agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the proposed amendments to the terms of the share option scheme of the Company (the **“Share Option Scheme”**) adopted on 21 September 2015 as set out in the circular of the Company dated 16 May 2023 and reflected in the amended Rules of the Post-IPO Share Option Scheme, a copy of which is available for inspection as detailed in the circular and produced to this meeting marked “A” and for the purpose of identification initialed by the chairman of this meeting, be and are hereby approved; and
- (b) the Directors be and are hereby authorised to grant options thereunder and to allot, issue and otherwise deal with any shares of the Company in connection with the Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the Share Option Scheme.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the proposed amendments to the terms of the restricted share unit scheme of the Company (the **“RSU Scheme”**) adopted on 21 September 2015 as set out in the circular of the Company dated 16 May 2023 and reflected in the amended Rules of the Post-IPO Restricted Share Unit Scheme, a copy of which is available for inspection as detailed in the circular and produced to this meeting marked “B” and for the purpose of identification initialed by the chairman of this meeting, be and are hereby approved; and
- (b) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the RSU Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the RSU Scheme.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the maximum number of new shares of the Company that may be allotted and issued by the Company in respect of the options under the Share Option Scheme, the restricted share units under the RSU Scheme and other share awards and/or options over new shares of the Company under another share scheme of the Company and which is governed by Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall be 33,959,314, subject to adjustment for change of the Company’s issued share capital up to the date of the passing of this resolution, be and is hereby approved.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

“**THAT** the proposed amendments to the existing fourth amended and restated memorandum and articles of association of the Company set out in Appendix III to the circular of the Company dated 16 May 2023 (the “**Proposed Amendments**”) be and are hereby approved, and the fifth amended and restated memorandum and articles of association of the Company reflecting the Proposed Amendments (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “C” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing fourth amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any director or company secretary of the Company be and is hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

By Order of the Board  
**IMAX China Holding, Inc.**  
**Yifan (Yvonne) He**  
*Joint Company Secretary*

Hong Kong, 16 May 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
  2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
  3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong share registrar, 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 appointed for the holding of the meeting (i.e. not later than 7:00 a.m. on 5 June 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
  4. For determining shareholders’ eligibility to attend and vote at the above meeting and entitlement to the final dividend, the register of members of the Company will be closed as set out below:
    - (i) for determining shareholders’ eligibility to attend and vote at the above meeting:

Latest time to lodge transfer documents for registration with the Company’s Hong Kong share registrar	At 4:30 p.m. on 1 June 2023
Closure of register of members	2 June 2023 to 7 June 2023 (both dates inclusive)
Record Date	7 June 2023
    - (ii) for determining shareholders’ entitlement to the final dividend:

Latest time to lodge transfer documents for registration with the Company’s Hong Kong share registrar	At 4:30 p.m. on 12 June 2023
Closure of register of members	13 June 2023 to 15 June 2023 (both dates inclusive)
Record Date	15 June 2023
- During the above closure periods, no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting and to qualify for the final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than the applicable latest time aforementioned.
5. A circular containing further details concerning the resolutions set out in item 3, 5, 6, 7, 8, 9, 10 and 11 set out in the above notice will be sent to all shareholders of the Company.
  6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Directors of the Company are:

*Executive Directors:*

Jiande Chen

Jim Athanasopoulos

Mei-Hui Chou (Jessie)

*Non-executive Directors:*

Richard Gelfond

Robert Lister

*Independent non-executive Directors:*

John Davison

Yue-Sai Kan

Dawn Taubin

Peter Loehr

*In the event of any inconsistency between the English version and the Chinese version of this announcement, the English version shall prevail.*