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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 of Emperor Culture Group Limited (the “**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on 2 August 2018 (Thursday) at 4:00 p.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** (i) the Master Leasing Agreement (as defined in the circular of the Company dated 17 July 2018 (“**Circular**”) and a copy of which marked “**A**” was tabled before the meeting and initialled by the chairperson of the meeting for identification purpose) and the transactions contemplated thereunder together with the Tenancy Annual Cap as defined in the Circular be and are hereby ratified, confirmed and approved; and (ii) any one director of the Company be and is hereby authorised to do all such acts and things which he/she may consider necessary, desirable or expedient to implement the transactions contemplated under the Master Leasing Agreement (with any amendments to the terms of such agreement 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 Chui Ying
Company Secretary

Hong Kong, 17 July 2018

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) 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.
- (ii) 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 authorized on that behalf, and must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong 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.
- (iii) 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 meeting, 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.
- (iv) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (v) In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 27 July 2018 (Friday).

- (vi) The resolution shall be voted by the Independent Shareholders (as defined in the circular dated 17 July 2018). Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the above meeting. Where the Chairman in good faith, decides to allow resolution(s) which relates purely to a procedural or administrative matter to be voted, such resolution(s) will be decided by a show of hands.
- (vii) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 2:00 p.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.empculture.com) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date hereof, the board of directors of the Company 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:

Mr. Ng Hoi Yue
Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen