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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Trillion Grand Corporate Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Trillion Grand Corporate Company Limited
萬泰企業股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8103)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
(2) PROPOSED CHANGE OF COMPANY NAME;
(3) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Tuesday, 11 September 2018 at 10:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company at <http://www.trilliongrand.com>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday or Sunday) on which banks in Hong Kong are generally open for business
“Change of Company Name”	the proposed change of the English name of the Company from “Trillion Grand Corporate Company Limited” to “hmvod Limited” and the proposed change of the dual foreign name in Chinese of the Company from “萬泰企業股份有限公司” to “hmvod 視頻有限公司”
“Company”	Trillion Grand Corporate Company Limited 萬泰企業股份有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, among other things, the proposed amendments to the Existing Articles, the Change of Company Name and the adoption of New Memorandum and Articles of Association
“Existing Articles”	the existing articles of association of the Company
“Existing Memorandum”	the existing memorandum of association of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the meaning ascribed to it under the GEM Listing Rule
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company (as amended from time to time)

DEFINITIONS

“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company proposed to be adopted at the EGM
“Registrar”	Union Registrars Limited, Company’s branch share registrar in Hong Kong, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage



Trillion Grand Corporate Company Limited

萬泰企業股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8103)

Executive Directors:

Mr. Lau Kelly (*Chief Executive Officer*)

Ms. Ho Chi Na

Mr. Yuen Koon Tung

Independent Non-executive Directors:

Dr. Wan Ho Yuen, Terence

Mr. Hau Chi Kit

Mr. Ma Stephen Tsz On

Mr. Ho Siu King, Stanley

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of business
in Hong Kong:*

Unit B, 29/F

CKK Commercial Centre

289–295 Hennessy Road

Wanchai, Hong Kong

17 August 2018

To the Shareholders

Dear Sirs or Madams,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION;
(2) PROPOSED CHANGE OF COMPANY NAME;
(3) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 July 2018 in relation to, among other things, (i) the proposed amendments to the Existing Articles; (ii) the Change of Company Name; and (iii) the adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, further details of (i) the proposed amendments to the Existing Articles; (ii) the Change of Company Name; (iii) the adoption of the New Memorandum and Articles of Association; and (iv) notice of the EGM.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

The Board proposes to amend the Existing Articles so as to bring the articles of association of the Company in line with (i) the relevant requirements of the GEM Listing Rules and the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and (ii) make some other housekeeping amendments. The proposed amendments to the Existing Articles is subject to the approval of the Shareholders by way of a special resolution at the EGM.

The details of proposed amendments to the Existing Articles are attached as Appendix I on pages I-1 to I-17 to this circular. Shareholders are advised that the Memorandum and Articles of Association are available only in English and Chinese translation of the proposed amendments to the Existing Articles is for reference purpose only. In case of any inconsistency, the English version shall prevail.

The legal adviser of the Company as to Hong Kong laws has confirmed to the Company that the proposed amendments to the Existing Articles conform with the requirements of the GEM Listing Rules and the legal adviser of the Company as to Cayman Island laws has confirmed to the Company that the proposed amendments to the Existing Articles do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Articles for a Cayman Islands company listed on GEM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Trillion Grand Corporate Company Limited” to “hmvod Limited” and to change the dual foreign name in Chinese of the Company from “萬泰企業股份有限公司” to “hmvod 視頻有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution to approve the Change of Company Name by the Shareholders at the EGM; and
- (2) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issue a certificate of incorporation on

LETTER FROM THE BOARD

change of name. Upon the Change of Company Name becoming effective, the Company will then comply with the necessary filing procedures with the Companies Registry in Hong Kong. The stock short name of the Company will be changed accordingly.

REASONS FOR THE CHANGE OF COMPANY NAME

In June 2017, the Group has acquired 85% of Full Wealthy International Limited and its subsidiaries, which is principally engaged in the business of providing multi-media related services and content in the People's Republic of China via different platforms. As stated in the annual report of the Company for the year ended 31 March 2018, in view of the growing penetration and expansion of multi-media segment, the Group is optimistic to such business segment. The Board considers that the Change of Company Name will better reflect the business strategy and the further development of the Company. As such, the Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECTS ON THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders. All share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the share certificates of the Company then in issue. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders the results of the EGM, the effective date of the Change of Company Name, the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange, the change of the website and logo of the Company.

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to adopt the New Memorandum and Articles of Association, conditional upon the Change of Company Name becoming effective, consolidating all of the various previous amendments to the Existing Memorandum and the Existing Articles and the proposed amendments to the Existing Articles and the Change of Company Name referred above, in substitution for and to the exclusion of the Existing Memorandum and the Existing Articles. The proposed adoption of New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM.

LETTER FROM THE BOARD

The legal adviser of the Company as to Hong Kong laws has confirmed to the Company that the proposed adoption of New Memorandum and Articles of Association conform with the requirements of the GEM Listing Rules. In addition, the Company confirms that there is nothing unusual about the proposed adoption of New Memorandum and Articles of Association for a Cayman Islands company listed on GEM.

EGM

A notice convening the EGM to be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Tuesday, 11 September 2018 at 10:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Special resolutions will be proposed at the EGM to approve, among other things, (i) the proposed amendments to the Existing Articles; (ii) the Change of Company Name; and (iii) the adoption of the New Memorandum and Articles of Association.

A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the EGM must be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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

RECOMMENDATION

The Directors consider that (i) the proposed amendments to the Existing Articles; (ii) the Change of Company Name; and (iii) the adoption of the New Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions proposed at the EGM.

By order of the Board
Trillion Grand Corporate Company Limited
Lau Kelly
Executive Director

The Board proposed to amend the Existing Articles as follows:

a. Article 2

- i. By deleting the existing definition “associate” in its entirety;
- ii. By adding the following new definition before the definition “capital”:

“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

- iii. By adding the following new definition before the definition “Company”:

“close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designation Stock Exchange (the “Listing Rules”) as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.

- iv. By deleting the existing definition “Law” in its entirety and replacing therewith the following:

“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

- v. By deleting the existing definition “Ordinary resolution” in its entirety and replacing therewith the following:

“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.

- vi. By deleting the existing definition “Special Resolution” in its entirety and replacing therewith the following:

“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.

- vii. By adding the following new definition before the definition “year”:

“substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

- viii. By inserting the following after the existing Article 2(e):

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”

- ix. By deleting the “.” at the end of the existing Article 2(g) and replacing therewith “;”;

- x. By inserting the following after the existing Article 2(g):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

b. Article 3

- i. By deleting the existing Article 3(1) in its entirety and replacing therewith the following:

“The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.001 each.”

- ii. By deleting the existing Article 3(2) in its entirety and replacing therewith the following:

“Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”

- iii. By deleting the existing Article 3(3) in its entirety and replacing therewith the following:

“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

c. Article 8

- i. By deleting the words “as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision,” in the existing Article 8(1);
- ii. By deleting the word “my” immediately before the words “be issued on the terms” in the existing Article 8(2) and replacing therewith the word “may”.

d. Article 9

By deleting the words “Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may be ordinary resolution of the Members determine.” in the existing Article 9.

e. Article 10

- i. By deleting the existing Article 10(a) in its entirety and replacing therewith the following:

“the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and”;

- ii. By deleting the word “; and” at the end of the existing Article 10(b) and replacing therewith “.”;
- iii. By deleting the existing Article 10(c) in its entirety.

f. Article 12

By adding the words “, any direction that may be given by the Company in general meeting” immediately after the words “Subject to the Law, these Articles” in the existing Article 12(1).

g. Article 16

- i. By adding the words “or with the Seal printed thereon” immediately after the words “or a facsimile thereof” in the first sentence of the existing Article 16;
- ii. By adding the following sentence immediately after the first sentence of the existing Article 16:

“The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.”

h. Article 44

By deleting the existing Article 44 in its entirety and replacing therewith the following:

“The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may,

after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

i. Article 45

By deleting the word “Notwithstanding” immediately before the words “any other provisions of these Articles” and replacing therewith the words “Subject to the rules of any Designated Stock Exchange, notwithstanding” in the existing Article 45.

j. Article 46

By adding the words “or in a form prescribed by the Designated Stock Exchange” immediately before the words “or in any other form approved by the Board” in the existing Article 46.

k. Article 48

By deleting the words “in the Cayman Islands” immediately before the words “at which the Register is kept” in the existing Article 48(4).

l. Article 51

By deleting the existing Article 51 in its entirety and replacing therewith the following:

“The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

m. Article 59

By deleting the existing Article 59 in its entirety and replacing therewith the following:

- “(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.
- (2) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.”

n. Article 61

- i. By deleting the word “and” at the end of the existing Article 61(e);
- ii. By deleting the “.” at the end of the existing Article 61(f) and replacing therewith the words “; and”;
- iii. By adding the following after the existing Article 61(f):

“(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.”

o. Article 63

By deleting the existing Article 63 in its entirety and replacing therewith the following:

“The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

p. Article 66

By deleting the existing Article 66 in its entirety and replacing therewith the following:

“(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain

the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

q. Article 67

By deleting the existing Article 67 in its entirety and replacing therewith the following:

“Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

r. Article 68

By deleting the existing Article 68 in its entirety and replacing therewith the words “Intentionally Deleted”.

s. Article 69

By deleting the existing Article 69 in its entirety and replacing therewith the words “Intentionally Deleted”.

t. Article 70

By deleting the existing Article 70 in its entirety and replacing therewith the words “Intentionally Deleted”.

u. Article 73

By deleting the words “whether on a show of hands or on a poll,” immediately after the words “equality of votes,” in the existing Article 73.

v. Article 74

- i. By deleting word “holder” immediately after the words “any one of such joint” and replacing therewith the word “holders” in the first sentence of the existing Article 74;
- ii. By inserting the word “holder” immediately after the words “the vote of the senior” in the first sentence of the existing Article 74.

w. Article 75

- i. By deleting the words “whether on a show of hands or on a poll,” immediately after the words “managing their own affairs may vote,” in the existing Article 75(1);
- ii. By deleting the words “on a poll” immediately after the words “curator bonis or other person may vote” in the existing Article 75(1);
- iii. By deleting the words “or poll” immediately after the words “or adjourned meeting” in the existing Article 75(1).

x. Article 80

- i. By deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” in the first sentence of the existing Article 80;
- ii. By deleting the words “an adjourned meeting or on a poll demanded at a meeting or” immediately before the words “an adjourned meeting in cases” in the second sentence of the existing Article 80.

y. Article 81

By deleting the words “to demand or join in demanding a poll and” immediately before the words “to vote on any amendment” in the second sentence of the existing Article 81.

z. Article 82

By deleting the words “or the taking of the poll,” immediately after the words “or adjourned meeting,” in the existing Article 82.

aa. Article 84

- i. By inserting the words “, if more than one person is so authorised,” immediately after the words “any class of Members provided that,” in the first sentence of the existing Article 84(2);
- ii. By inserting the words “, where a show of hands is allowed,” immediately before the words “the right to vote individually” in the second sentence of the existing Article 84(2).

bb. Article 86

- i. By deleting the existing Article 86(1) in its entirety and replacing therewith the following:

“Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 87 or until their successors are elected or appointed or their office is otherwise vacated.”

- ii. By deleting the existing Article 86(3) in its entirety and replacing therewith the following:

“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

- iii. By deleting the existing Article 86(5) in its entirety and replacing therewith the following:

“The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

cc. Article 87

By deleting the existing Article 87 in its entirety and replacing therewith the following:

- “(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.
- (2) A retiring Director shall be eligible for re election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re election or appointment and so that as between persons who became or were last re elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

dd. Article 92

By deleting the word “we” immediately before the words “were a Director” and replacing therewith the word “he” in the third sentence of the existing Article 92.

ee. Article 101

By deleting the word “whatever” immediately after the words “in any other manner” and replacing therewith the word “whatsoever” in the third sentence of the existing Article 101.

ff. Article 103

By deleting the existing Article 103 in its entirety and replacing therewith the following:

- “(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;
 - (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
 - (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

gg. Article 104

By deleting the existing Article 104(4) in its entirety and replacing therewith the following:

“The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

Article 104(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

hh. Article 115

By deleting the existing Article 115 in its entirety and replacing therewith the following:

“A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”

ii. Article 118

By deleting the existing Article 118 in its entirety and replacing therewith the following:

“The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

jj. Article 122

By inserting at the end of the existing Article 122 the following new sentence:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

kk. Article 127

- i. By deleting the word “a” immediately after the words “the Company shall consist of” and replacing therewith the words “at least one” in the existing Article 127(1);
- ii. By deleting the words “election to such office shall take place” immediately before the words “in such manner” and replacing therewith the words “Directors may elect more than one chairman” in the existing Article 127(2).

ll. Article 135

- i. By renumbering the existing Article 135 as Article 135(1);
- ii. By adding the following as Article 135(2) immediately after the existing Article 135(1):

“(2) Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Article and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”

mm. Article 145

- i. By adding the words “(as defined below)” immediately after the words “Subscription Rights Reserve” in the existing Article 145(1)(a)(iv);
- ii. By adding the words “(as defined below)” immediately after the words “Subscription Rights Reserve” in the existing Article 145(1)(b)(iv);
- iii. By deleting the words “paragraph (2)” immediately after the words “sub-paragraph (a) or (b) of” and replacing therewith the words “paragraph (1)” in the existing Article 145(2).

nn. Article 152

By deleting the word “A” immediately before the words “printed copy of the Directors’ report” and replacing therewith the words “Subject to Article 152A, a” in the existing Article 152.

oo. Article 152A

By inserting the following as the new Article 152A immediately after the existing Article 152:

“Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

pp. Article 152B

By inserting the following as the new Article 152B immediately after the new Article 152A:

“The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article

152A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

qq. Article 153

By deleting the existing Article 153 in its entirety and replacing therewith the following:

“(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”

rr. Article 156

- i. By deleting the words “as soon as practicable convene an extraordinary general meeting to” immediately after the words “the Directors shall” in the existing Article 156;
- ii. By adding the words “and fix the remuneration of the Auditor so appointed” at the end of the existing Article 156.

ss. Article 158

By deleting the word “act” immediately after the words “the Auditor should disclose this” and replacing therewith the word “fact” in the last sentence of the existing Article 158.

tt. Article 159

By adding the words “or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles” immediately after the words “Any Notice” in the first sentence of the existing Article 159.

uu. Article 162

By deleting the words “cable or telex or facsimile” immediately before the words “transmission message” and replacing therewith the words “facsimile or electronic” in the existing Article 162.

vv. Article 164

By deleting the word “a” immediately before the words “nearly as may be” and replacing therewith the word “as” in the existing Article 164.



Trillion Grand Corporate Company Limited

萬泰企業股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8103)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Trillion Grand Corporate Company Limited (the “**Company**”) will be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Tuesday, 11 September 2018 at 10:30 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT:**

the existing articles of association of the Company be amended in the manner as set out in the Appendix I to the circular of the Company dated 17 August 2018.”

2. **“THAT:**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Trillion Grand Corporate Company Limited” to “hmvod Limited” and the dual foreign name in Chinese of the Company be changed from “萬泰企業股份有限公司” to “hmvod 視頻有限公司” (the “**Change of Company Name**”); and that any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the aforesaid Change of Company Name.”

3. **“THAT:**

subject to the passing of the resolutions no. 1 and 2 above, and the Change of Company Name becoming effective, the new memorandum and articles of association of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in resolution no. 1 above and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings and the Change of Company Name be approved and adopted as the new

NOTICE OF EGM

memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect from the Change of Company Name becoming effective.”

By order of the Board
Trillion Grand Corporate Company Limited
Lau Kelly
Executive Director

Hong Kong, 17 August 2018

Registered Office:

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

*Head office and principal place
of business in Hong Kong:*

Unit B, 29/F
CKK Commercial Centre
289–295 Hennessy Road
Wanchai, Hong Kong

Notes:

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 7 September 2018 to Tuesday, 11 September 2018, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 September 2018.
2. A shareholder of the Company entitled to attend and vote at the EGM or any adjourned meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a 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.

NOTICE OF EGM

*As at the date of this notice, the board of directors of the Company (the “**Directors**”) comprises the following Directors:*

Executive Directors:

Mr. Lau Kelly (*Chief Executive Officer*)

Ms. Ho Chi Na

Mr. Yuen Koon Tung

Independent Non-executive Directors:

Dr. Wan Ho Yuen, Terence

Mr. Hau Chi Kit

Mr. Ma Stephen Tsz On

Mr. Ho Siu King, Stanley

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM**”) 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 notice 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 notice misleading.*

This notice will remain on the page of “Latest Company Announcement” on the GEM website for at least 7 days from the date of its postings and on the website of the Company at <http://www.trilliongrand.com>.