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H.BROTHERS | **ENTERTAINMENT**

華 誼 騰 訊 娛 樂

華 誼 騰 訊 娛 樂 有 限 公 司

Huayi Tencent Entertainment Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Huayi Tencent Entertainment Company Limited (the “Company”) will be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 31 May 2019 at 10 a.m. for the following businesses:

1. To receive and consider the report of the directors of the Company (“Directors”), audited financial statements and auditor’s report for the year ended 31 December 2018.
2.
 - (a) To re-elect Mr. WANG Zhongjun as an Executive Director;
 - (b) To re-elect Mr. CHENG Wu as an Executive Director;
 - (c) To re-elect Mr. LIN Haifeng as an Executive Director;
 - (d) To re-elect Mr. HU Junyi as an Executive Director;
 - (e) To re-elect Mr. YUEN Hoi Po as an Executive Director; and
 - (f) To authorise the board of directors to fix the remuneration of the Directors.

3. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (“Directors”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers during or after the Relevant Period (as hereinafter defined).
- (b) the aggregate number of Shares to be allotted, issued and dealt with pursuant to the general mandate granted herein, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares upon the exercise of subscription rights or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or any of its subsidiaries; or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company (“Articles”), shall not exceed 20% of the number of the issued Shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose 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 and the applicable laws of Cayman Islands to be held; or
- (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; and

“Rights Issue” means an offer of Shares, options, warrants, bonds, debentures, notes or other securities giving the right to subscribe for or convertible into Shares, open for a period fixed by the Directors to the holders of Shares, or any class of shares or other securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of such other class of shares or other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other class of shares or other securities of the Company) as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of the issued Shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; 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 and the applicable laws of Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** subject to the passing of Ordinary Resolutions nos.4(A) and 4(B) set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (“Shares”) pursuant to the Ordinary Resolution no.4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no.4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing of this Resolution.”

By Order of the Board
Huayi Tencent Entertainment Company Limited
WANG Zhongjun
Chairman

Hong Kong, 3 April 2019

Notes:

1. The Register of Members of the Company will be temporarily closed from 28 May 2019 to 31 May 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attendance at the Company’s annual general meeting to be held on Friday, 31 May 2019, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 22 Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 27 May 2019.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting and in such event, the form of proxy will be deemed to be revoked.

As at the date of this announcement, the Board comprises executive directors: Mr. WANG Zhongjun (Chairman), Mr. CHENG Wu (Vice Chairman), Mr. WANG Zhonglei, Mr. LIN Haifeng, Mr. HU Junyi, Mr. YUEN Hoi Po and independent non-executive directors: Dr. WONG Yau Kar David, GBS, JP, Mr. YUEN Kin, Mr. CHU Yuguo.