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If you have sold or transferred all your shares in Digital Hollywood Interactive Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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DIGITAL HOLLYWOOD INTERACTIVE LIMITED

遊萊互動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2022)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Digital Hollywood Interactive Limited to be held at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, PRC on Tuesday, 26 May 2020 at 10:30 a.m. is set out on pages 12 to 16 of this circular. Shareholders are advised to read the notice. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, PRC on Tuesday, 26 May 2020 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 24 November 2017 by the Shareholders, with effect from 15 December 2017, and as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands as consolidated and revised from time to time
“Company”	Digital Hollywood Interactive Limited, a company incorporated in the Cayman Islands with limited liability on 24 November 2017, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	general mandates proposed to be granted to the Directors to allot and issue new Shares in the share capital of the Company of up to 20 per cent of the total number of Shares of the Company in issue and to repurchase Shares not exceeding 10 per cent of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Securities and Future Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of US\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time



DIGITAL HOLLYWOOD INTERACTIVE LIMITED

遊萊互動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2022)

Executive Directors:

Mr. LU Yuanfeng

Mr. HUANG Guozhan

Mr. HUANG Deqiang

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent non-executive Directors:

Ms. Imma LING Kit-sum

Mr. LI Yi Wen

Mr. LU Qibo

Principal place of business

in Hong Kong:

11/F, Tai Sang Bank Building

784 Nathan Road

Kowloon, Hong Kong

23 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of Annual General Meeting and information regarding the following proposals to be put forward at the Annual General Meeting: (i) the grant of the General Mandates to the Directors to issue new Shares and repurchase Shares; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 June 2019, ordinary resolutions were passed to grant general mandates to the Directors to issue new Shares and to repurchase Shares. The purpose of the general mandates was to ensure greater flexibility for the Company to issue new Shares and to repurchase Shares should the need arise. Such general mandates will lapse at the conclusion of the Annual General Meeting.

In light of the above, ordinary resolution no. 6 will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares in the share capital of the Company of up to 20 per cent of the total number of Shares in issue as at the date of passing such resolution (the “**Issue Mandate**”). As at the Latest Practicable Date, the Company had 2,000,000,000 Shares in issue. Subject to the passing of the ordinary resolution no. 8 and on the basis that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to issue a maximum of 400,000,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 8, the number of Shares bought back by the Company under ordinary resolution no. 7 will also be added to the 20 per cent general mandate as mentioned in ordinary resolution no. 6. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

In addition, ordinary resolution no. 7 will be proposed at the Annual General Meeting to approve a general mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10 per cent of the total number of Shares in issue as at the date of the passing such resolution (the “**Repurchase Mandate**”).

The Issue Mandate and the Repurchase Mandate will be in force from the passing of the said resolutions 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 any applicable law or the Articles of Association to be held; and
- (iii) the revocation or variation of the authority given to the Directors by such resolutions by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules in connection with the General Mandates is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83 of the Articles of Association, Mr. LU Qibo, the independent non-executive Director, is Director appointed by the Board since the last annual general meeting who shall only hold office until the Annual General Meeting. In accordance with Article 84 of the Articles of Association, Mr. LU Yuanfeng, the executive Director, shall retire by rotation in the Annual General Meeting. Both of them, being eligible, have offered themselves for re-election at the Annual General Meeting.

The biographical details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 21 May 2020 to Tuesday, 26 May 2020, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 20 May 2020.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 12 to 16 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant of General Mandates to the Directors to issue new Shares and repurchase Shares; and (ii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Article 66 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandates to the Directors and the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Digital Hollywood Interactive Limited
LU Yuanfeng
Chairman and Chief Executive Officer

The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein, none of these Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

DIRECTOR CANDIDATES

Mr. LU Yuanfeng, aged 40, is our executive Director, chief executive officer and the chairman of the Board. Mr. LU is mainly responsible for the overall development, operation and management of the Company. Mr. LU founded our Group in June 2010 and was appointed as an executive Director on November 24, 2014. He also serves as a director of Proficient City Limited, Angame Inc., Digital Hollywood International Limited, Game Hollywood Hong Kong Limited and Guangzhou You Lai Information Technology Company Limited.

Mr. LU has over 17 years of experience in the game industry.

Prior to founding our Group, Mr. LU founded Guangzhou Blue Power Digital Technology Company Limited (“**Guangzhou Blue Power**”) which is primarily engaged in software development in May 2001 and served as its chief executive officer from 2004 to January 2011, mainly responsible for development, publication and operation of various games. From June 2001 to February 2004, Mr. LU served in various positions up to the chief editor of the game channel at 21.com operated by 21CN Corporation Limited which is primarily engaged in the provision of information technology services.

Mr. LU graduated from Guangdong University of Technology with a bachelor degree in architectural engineering on June 30, 2001.

As of the Latest Practicable Date, Mr. LU Yuanfeng, acting in concert with Mr. HUANG Guozhan, Ms. LUO Simin and Mr. HUANG Deqiang, and through their respective wholly-owned companies, LXT Digital Holdings Limited, LYF Digital Holdings Limited, Angel Age Limited, and HDQ Digital Holdings Limited, are deemed to have an aggregate interest of 947,958,387 Shares, representing approximately 47.40% of the total number of Shares in total.

Mr. LU Qibo, aged 53, is an independent non-executive Director. Mr. LU Qibo was appointed as an independent non-executive Director on October 3, 2019.

Mr. LU Qibo has over 21 years of experience in media and internet industry.

Mr. LU Qibo served as the chief executive officer of Guangdong Senlong Group from May 2018 to December 2018. From 2014 to 2017, Mr. LU Qibo worked as the president of KUFM of Guangzhou Kugou Computer Technology Co., Ltd., a subsidiary of Tencent Music Entertainment Group, which is listed on the New York Stock Exchange (stock code: TME). Tencent Music Entertainment Group is a subsidiary of Tencent Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 700). Mr. LU Qibo founded Shengse Chuanbo Inc. in 1997 and served as its chief executive officer and an executive director from 1997 to 2010. Mr. LU Qibo served as an anchorman in Guangdong People's Radio Station from 1989 to 1995.

Mr. LU Qibo completed his junior college study at South China Normal University in July 1989.

As at the Latest Practicable Date, Mr. LU Qibo did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

The following is an explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the General Mandates and it also constitutes the memorandum of the terms of the proposed repurchase as required under section 239(2) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 2,000,000,000 Shares in issue. Subject to the passing of the resolution granting the General Mandates and on the basis that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 200,000,000 Shares which represent 10 per cent of the total number of shares of the Company in issue as at the date of passing the relevant resolution.

REASONS AND FUNDING OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Company is empowered by the Articles of Association to repurchase its Shares. In buying back Shares, the Company will only apply funds legally available for such purpose in accordance with the Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on the repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Cayman Companies Law, out of capital of the Company. In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Saved as the Company has established a regular mechanism on share repurchase with an objective to offset the dilution effect caused by its stock-based compensation scheme, the Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares is to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2019, being the date to which the latest published audited

consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (defined in the Listing Rules) currently intend to sell any Shares to the Company or its subsidiaries, if the General Mandates is approved.

The Directors have undertaken to the Stock Exchange that, they will exercise the General Mandates in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the General Mandates is approved.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Based on the shareholding as at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. LU Yuanfeng, Mr. HUANG Guozhan, Ms. LUO Simin and Mr. HUANG Deqiang, as parties acting in concert, together exercise and/or control the exercise of approximately 47.40% voting rights in the general meeting of the Company. In the event they exercise in full the general mandate to repurchase the Shares, the aggregate interest held by them would be increased to approximately 52.66% of the issued share capital of the Company. Such increase in shareholding will give rise to an obligation for Mr. LU and the parties acting in concert of him, to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the general mandate to repurchase the Shares to such an extent as would give rise to such an obligation.

The Listing Rules prohibit a company from conducting a repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded price <i>HK\$</i>	Lowest traded price <i>HK\$</i>
2019		
April	0.400	0.265
May	0.315	0.223
June	0.248	0.194
July	0.211	0.150
August	0.155	0.130
September	0.156	0.118
October	0.145	0.085
November	0.138	0.105
December	0.125	0.098
2020		
January	0.123	0.102
February	0.204	0.100
March	0.115	0.088
April (up to the Latest Practicable Date)	0.100	0.092

NOTICE OF ANNUAL GENERAL MEETING



DIGITAL HOLLYWOOD INTERACTIVE LIMITED

遊萊互動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2022)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Digital Hollywood Interactive Limited (the “**Company**”) will be held at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, PRC on Tuesday, 26 May 2020 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2019.
2. To re-elect Mr. LU Yuanfeng as an executive Director.
3. To re-elect Mr. LU Qibo as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

 - (b) “**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or

NOTICE OF ANNUAL GENERAL MEETING

expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“That:

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs issued by the Securities and Futures Commission and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 6 and 7 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and/or options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted by the directors pursuant to such general mandate by such number of shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 7 set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of the said resolutions.”

By order of the Board
DIGITAL HOLLYWOOD INTERACTIVE LIMITED
LU Yuanfeng
Chairman and Chief Executive Officer

Hong Kong, 23 April 2020

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
11/F, Tai Sang Bank Building
784 Nathan Road
Kowloon, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Ordinary resolution numbered 8 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 6 and 7 above are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the annual general meeting (or any adjourned meeting thereof) if they so wish.
- (v) For determining the entitlement to attend and vote at the annual general meeting, the transfer books and register of members will be closed from Thursday, 21 May 2020 to Tuesday, 26 May 2020, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 20 May 2020.
- (vi) In respect of ordinary resolutions numbered 2 to 3 above, Mr. LU Yuanfeng, the executive Director, and Mr. LU Qibo, the independent non-executive Director shall retire and being eligible, will offer themselves for re-election at the annual general meeting. The biographical details of the above retiring Directors are set out in Appendix I to the accompanied circular dated 23 April 2020.
- (vii) In respect of the ordinary resolution numbered 6 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 7 above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 23 April 2020.

As at the date of this notice, the executive Directors are Mr. LU Yuanfeng, Mr. HUANG Guozhan and Mr. HUANG Deqiang; and the independent non-executive Directors are Ms. Imma LING Kit-sum, Mr. LI Yi Wen and Mr. LU Qibo.

** For identification purposes only*