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CHANGYOU ALLIANCE GROUP LIMITED

暢由聯盟集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Changyou Alliance Group Limited (the “**Company**”) will be held at Rooms 1908-1916, 19/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Wednesday, 14 October 2020 at 11:00 a.m., or at any adjournment thereof, to consider and, if thought fit, propose and pass the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Subscription Agreement (as defined in the circular of the Company dated 22 September 2020 (the “**Circular**”)), a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purposes, pursuant to which, among other things, PCL (as defined in the Circular) conditionally agreed to allot and issue, and Sendlink (as defined in the Circular) agreed to subscribe for (or shall procure the Investor Nominee (as defined in the Circular) to subscribe for), not less than 61,078,767 but not more than 73,287,671 Subscription Shares (as defined in the Circular) at the Subscription Price (as defined in the Circular) of not less than US\$35,670,000 but not more than US\$42,800,000, be and is hereby considered, approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to, for and on behalf of the Company, do all such further acts and things and to sign and execute all such documents, instruments and agreements, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

By order of the Board
Changyou Alliance Group Limited
Mr. Cheng Jerome
Chairman

Hong Kong, 22 September 2020

Notes:

1. A member of the Company entitled to attend and vote at the EGM by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order 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 thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). The proxy form will be published on the website of the Stock Exchange and the website of the Company.
4. Please refer to the section headed "Precautionary Measures for the EGM" of the Circular for precautionary measures implemented by the Company in order to safeguard the health and safety of the shareholders of the Company and all the attendees at the EGM and to prevent the spread of COVID-19, including: (i) compulsory body temperature checks; (ii) compulsory wearing[#] of surgical face masks for every attendee; (iii) appropriate social distancing and seating arrangements in line with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong); and (iv) no refreshment or drinks will be served at the EGM.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue. The Company would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM, instead of attending the EGM in person.

[#] *A reference to a person wearing a mask is a reference to the person wearing a mask over and covering the person's nose and mouth, with the mask touching the person's nose, chin and cheeks.*

As at the date of this notice, the executive Directors are Mr. Cheng Jerome and Mr. Yuan Weitao; the non-executive Director is Mrs. Guo Yan; and the independent non-executive Directors are Mr. Wong Chi Keung, Mr. Liu Jialin and Mr. Chan Chi Keung Alan.