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**ACTIVATION GROUP**

**艾德韦宣**

**Activation Group Holdings Limited**

**艾德韋宣集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9919)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Activation Group Holdings Limited (the “**Company**”) will be held at 40th Floor, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong on Tuesday, 27 October 2020 at 10:00 a.m. to consider, and if thought fit, pass the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

1. “**THAT** the Articles of Association of the Company be amended in the following manner:

(a) Article 1(A)

The following definition shall be inserted immediately after the existing definition of “Relevant Territory” in Article 1(A):

““RMB” shall mean Renminbi, the currency of the People’s Republic of China;”

(b) Article 107A

The following Article 107A shall be added immediately after Article 107:

“107A. The Directors may from time to time fix the maximum number of Directors, provided that such number of Directors shall not exceed the maximum number as from time to time determined by the shareholders in general meeting under Article 107.”

(c) Article 109

The original Article 109 shall be revised as follows:

“109. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting **under Article 107 or by the Directors under Article 107A**. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

(d) Article 132

The original Article 132 shall be revised as follows:

“132. **Subject to Article 132A**, questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.”

(e) Article 132A

The following Article 132A shall be added immediately after Article 132:

“132A. The following questions arising at any meeting of the Directors shall be decided by a majority of not less than four-fifth of votes cast by such Directors in office who are entitled to vote thereon for the time being:

- (i) any proposal to be considered by the Board to change the share capital of the Company under Article 13;
- (ii) any exercise by the Directors of the power of the Company to purchase of its own shares, warrants or other securities for the subscription or purchase of its own shares under Article 15;

- (iii) the making of any investment by the Company (other than investment in a subsidiary of the Company) with the total investment amount exceeding RMB10 million;
- (iv) any proposal to be considered by the Board to alter the Memorandum of Association or these Articles under Article 67(B);
- (v) any material change in the then principal business of the Company;
- (vi) any appointment of a Director by the Directors under Article 109;
- (vii) any recommendation by the Directors for the removal of any Director by the Company under Article 111;
- (viii) the fixing and any change in the maximum number of Directors by the Directors under Article 107A, or any recommendation by the Directors for the fixing and/or change of the maximum number of Directors by the Company in general meeting under Article 107; and
- (ix) without limiting the generality of paragraph (iv) above, any proposal to be considered by the Board to alter this Article 132A, Article 132 or Article 139 regarding the decision making proceedings of the Directors.

Subject to the passing of the special resolution in this Notice, the amended and restated Articles of Association of the Company in the form of the document marked “A”, a copy of which has been produced to this meeting, which consolidates all the proposed amendments above be approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the Company with immediate effect.”

Yours faithfully,  
By order of the Board  
**Activation Group Holdings Limited**  
**LAU Kam Yiu      NG Bo Sing**  
*Joint-Chairmen*

Hong Kong, 30 September 2020

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, then one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar (the “**Share Registrar**”) of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the extraordinary general meeting (i.e. at or before 10:00 a.m. on 25 October 2020 (Hong Kong time)) or any adjournment thereof.
4. For the purpose of determining members who are qualified for attending the extraordinary general meeting, the register of members of the Company will be closed from Wednesday, 21 October 2020 to Tuesday, 27 October 2020 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the above meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 20 October 2020.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, the executive directors of the Company are Mr. Lau Kam Yiu, Mr. Ng Bo Sing, Mr. Chan Wai Bun and Ms. Low Wei Mun, and the independent non-executive directors are Ms. Cheung Siu Wan, Mr. Yu Longjun and Dr. Cheung Wah Keung.*