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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 a 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 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 physically at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC and virtually via e-Meeting System on Tuesday, 21 June 2022 at 10:30 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gamehollywood.com). Whether or not you are able to attend the 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*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING	3
LETTER FROM THE BOARD	5
APPENDIX I - BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	9
APPENDIX II - EXPLANATORY STATEMENT ON THE PROPOSED REPURCHASE MANDATE	11
NOTICE OF ANNUAL GENERAL MEETING	14

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, the PRC on Tuesday, 21 June 2022 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 19 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
“Beijing You Lai”	Beijing You Lai Information Technology Company Limited* (北京遊萊信息科技有限公司), accompany established in the PRC with limited liability on November 14, 2014, which is an indirect wholly-owned subsidiary of the Company
“Beijing You Tang”	Beijing You Tang Information Technology Company Limited* (北京遊堂信息科技有限公司), a company established in the PRC with limited liability on July 17, 2015, which is an indirect wholly-owned subsidiary of the Company
“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

DEFINITIONS

“Guangzhou SYND”	Guangzhou Suiyue Niandai Software Technology Company Limited* (廣州市歲月年代軟件科技有限公司), a company established in the PRC with limited liability on June 12, 2010, which is an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2022, 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
“Nomination Committee”	the nomination committee of the Board
“Now To Play Game”	Now To Play Game Limited, a company incorporated in Hong Kong with limited liability on March 29, 2011, which is an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Securities and Futures 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)” or “Member(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

SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

In light of the directions in relation to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) issued by the government of Hong Kong on 9 February 2022 which has become effective on 10 February 2022, physical general meetings of companies in Hong Kong are prohibited. The Board hereby announces that the Annual General Meeting will be held physically at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC and virtually via the e-Meeting System.

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution at the Annual General Meeting instead of attending the Annual General Meeting in person, or attend virtually via e-Meeting System.

All registered Shareholders, proxies, corporate representatives will be able to join the Annual General Meeting either physically in the PRC or via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the e-Meeting System, our registered Shareholders, proxies, corporate representatives will be able to view the live video broadcast, participate in voting and submit questions online. Login details and information will be included in our letters to registered Shareholders regarding the e-Meeting System. For proxies or corporate representatives, login details and information of the Virtual Annual General Meeting will be provided to the email provided by the registered Shareholders one day before the date of the Annual General Meeting held. The live broadcast can broaden the reach of the Annual General Meeting to Shareholders under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend the Annual General Meeting.

HOW TO ATTEND AND VOTE

Shareholders can attend the Annual General Meeting and exercise their voting rights in one of the following ways:

- (1) attend the Annual General Meeting physically in the PRC; or
- (2) attend the Annual General Meeting via the e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (3) appoint the chairman of the Annual General Meeting or other person(s) as your proxy(ies) to attend and vote on your behalf physically at the Annual General Meeting or via the e-Meeting System.

SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

Your proxy's authority and instruction will be revoked if you attend and vote at the Annual General Meeting in person or via the e-Meeting System.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote and submit questions online.

In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the Annual General Meeting arrangements at short notice. Shareholders are advised to check the websites of the Company (www.gamehollywood.com/company/) and the Stock Exchange (www.hkexnews.hk) for the latest announcement and information relating to the 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)

Executive Directors:

Mr. LU Yuanfeng (*Chairman and Chief Executive Officer*)

Mr. HUANG Guozhan

Mr. HUANG Deqiang

Independent non-executive Directors:

Mr. CHAU Chi Wai, Wilton

Mr. LI Yi Wen

Mr. LU Qibo

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

27 April 2022

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 and repurchase Shares; and (ii) the re-election of the retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on Wednesday, 2 June 2021, 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. 6 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 repurchased by the Company under ordinary resolution no. 7, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20 per cent limit of the Issue 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 the Issue 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, an 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 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;
or
- (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 Repurchase Mandate 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 resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. HUANG Guozhan and Mr. HUANG Deqiang, the executive Directors, shall retire by rotation in the Annual General Meeting. Both of them, being eligible, will offer themselves for re-election.

The biographical details of the retiring Directors, Mr. HUANG Guozhan and Mr. HUANG Deqiang, 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, 16 June 2022 to Tuesday, 21 June 2022, 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, 15 June 2022.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 19 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 the General Mandates to the Directors to issue 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 websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gamehollywood.com). Whether or not you intend to be present at 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 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 except where the chairman of the meeting in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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 announcement of the poll results will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 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.

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 the below retiring 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 or 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 the retiring Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

PARTICULARS OF THE RETIRING DIRECTORS

Mr. HUANG Guozhan, aged 42, is an executive Director and our chief operating officer. Mr. HUANG oversees the strategic planning and development for the game projects, and he is also responsible for the operation and marketing of the Group. Mr. HUANG joined our Group in June 2010 and was appointed as an executive Director on 2 November 2015. He also serves as a director of Now To Play Game, Beijing You Tang, Guangzhou SYND and Beijing You Lai.

Mr. HUANG has over 14 years of experience in the game industry.

Prior to joining our Group, Mr. HUANG served as a video game operation and planning officer at Guangzhou Blue Power Digital Technology Company Limited from January 2006 to January 2011. From February 2003 to January 2006, he served as a radio host at Guangzhou Sheng Se Chuan Bo Entertainment and Production Co., Ltd. which is primarily engaged in installation services of stage lighting and audio equipment and cultural communication, mainly responsible for hosting and planning radio programs.

Mr. HUANG graduated from Guangdong University of Technology with a bachelor degree in architectural engineering on 30 June 2002. Mr. HUANG obtained a certificate as a host issued by the State Administration of Radio, Film and Television on 12 February 2005.

Mr. HUANG entered into a service contract with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the Annual General Meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. HUANG is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2021, Mr. HUANG received USD60,307 as salaries.

As of the Latest Practicable Date, HUANG Guozhan, acting in concert with Mr. LU Yuanfeng, 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. HUANG Deqiang, aged 47, is an executive Director and our chief technology officer. Mr. HUANG is responsible for developing information technology and operation and maintenance the Company. Mr. HUANG joined our Group in June 2010 and was appointed as an executive Director and the chief technology officer on 28 June 2017.

Mr. HUANG has over 13 years of experience in the game industry.

Prior to joining our Group, Mr. HUANG served as the manager of the technology department of Guangzhou Blue Power Digital Technology Company Limited from October 2004 to January 2011.

Mr. HUANG graduated from Guangdong Financial and Trade Cadre Academy with a college degree in financial management in July 1997. He was enrolled in Aptech Certified Computer Professional, an IT career program taught by Aptech Beida Jade Bird, from December 2001 to June 2003. Mr. HUANG obtained a national certificate as an intermediate programmer and a national certificate as a software engineer in December 2002 and June 2003, respectively, both issued by the Ministry of Labor and Social Security of the PRC (now known as the Ministry of Human Resources and Social Security of the PRC). In August 2003, he was also certified as a Sun Certified Programmer by Sun Microsystems, Inc.

Mr. HUANG entered into a service contract with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the Annual General Meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. HUANG is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2021, Mr. HUANG received USD60,307 as salaries.

As of the Latest Practicable Date, Mr. HUANG Deqiang, acting in concert with Mr. LU Yuanfeng, Ms. LUO Simin and Mr. HUANG Guozhan, 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.

The following is an explanatory statement required to be sent to all Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate.

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 Repurchase Mandate 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 the passing of the relevant resolutions at the Annual General Meeting.

REASONS AND FUNDING OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole 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 repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that payment for a share repurchase may only be made out of profits, share premium account 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.

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 and the Shareholders. The Directors consider that if the Repurchase Mandate 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/or the gearing position of the Company, as compared with the positions disclosed in the consolidated financial statements of the Company as at 31 December 2021, 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 Repurchase Mandate 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 nor any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company, if the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) of the Company 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 Repurchase Mandate is exercised.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 (within the meaning under the Takeovers Code), 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, were interested in 947,958,387 Shares, representing approximately 47.40% of the issued Share capital of the Company. In the event the Directors should exercise in full the Repurchase Mandate, the 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 to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the Repurchase Mandate to repurchase the Shares to such an extent as would give rise to such an obligation to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from conducting 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 Shares 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>
2021		
April	0.099	0.084
May	0.092	0.084
June	0.098	0.086
July	0.103	0.080
August	0.087	0.079
September	0.092	0.065
October	0.115	0.067
November	0.100	0.069
December	0.096	0.078
2022		
January	0.124	0.075
February	0.132	0.102
March	0.130	0.092
April (up to the Latest Practicable Date)	0.114	0.074



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 physically at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC and virtually via the e-Meeting System on Tuesday, 21 June 2022 at 10:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2021.
2. To re-elect Mr. HUANG Guozhan as an executive Director.
3. To re-elect Mr. HUANG Deqiang as an executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint Zhonghui Anda CPA 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 in the capital 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;

* For identification purposes only

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; or
 - (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 in the capital 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

NOTICE OF ANNUAL GENERAL MEETING

such exclusion 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, 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 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; or

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 repurchased 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 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, 27 April 2022

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) All registered shareholders of the Company will be able to join the Annual General Meeting physically at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC and virtually via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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 above 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 above meeting (or any adjourned meeting thereof) if they so wish.
- (vi) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Thursday, 16 June 2022 to Tuesday, 21 June 2022, 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, 15 June 2022.
- (vii) In respect of ordinary resolutions numbered 2 and 3 above, Mr. HUANG Guozhan and Mr. HUANG Deqiang, the executive Directors, shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the Mr. HUANG Guozhan and Mr. HUANG Deqiang are set out in Appendix I to the accompanied circular dated 27 April 2022.
- (viii) 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 as general mandates for the purposes of the Listing Rules.
- (ix) 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 27 April 2022.
- (x) All voting by the members at the Annual General Meeting via the e-Meeting System shall be conducted by way of poll.
- (xi) Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online. Each registered Shareholder's personalized login and access code will be sent to him or her under separate copy around one week before the Annual General Meeting. In the case of joint registered holders of any share(s), only **ONE PAIR** of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.

NOTICE OF ANNUAL GENERAL MEETING

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For online voting at the Annual General Meeting, Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company's share registrar in Hong Kong, Tricor Investor Services Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

(xii) Shareholders can attend the Annual General Meeting and exercise their voting rights in one of the following ways:

- (1) attend the Annual General Meeting physically in the PRC; or
- (2) attend the Annual General Meeting via e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (3) appoint chairman of the Annual General Meeting or other person(s) as your proxy(ies) to attend and vote on your behalf physically at the Annual General Meeting or via the e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote at the Annual General Meeting via e-Meeting system.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the Annual General Meeting arrangements at short notice. Shareholders are advised to check the websites of the Company (www.gamehollywood.com/company/) and the Stock Exchange (www.hkexnews.hk) for the latest announcement and information relating to the Meeting.

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 Mr. Professor CHAU Chi Wai, Wilton, Mr. LI Yi Wen and Mr. LU Qibo.