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**Strawbear Entertainment Group**  
**稻草熊娱乐集团**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2125)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2022 second extraordinary general meeting (the “**EGM**”) of Strawbear Entertainment Group (the “**Company**”) will be held at Room 2508, Building A, Wanda Plaza, No. 98 Jiangdong Zhong Road, Jianye District, Nanjing, Jiangsu Province, PRC on Friday, December 23, 2022 at 10 a.m. for the purposes of considering and if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company. Unless otherwise specified, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated December 6, 2022 (the “**Circular**”).

**ORDINARY RESOLUTIONS**

1. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**That:**

- (a) the 2022 Made-to-order Drama Series Production Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed;
- (b) the proposed annual caps for the continuing connected transactions contemplated under the 2022 Made-to-order Drama Series Production Framework Agreement for the three years ending December 31, 2025 as set out in the Circular be and are hereby approved, ratified and confirmed; and
- (c) any one or more of the Directors is hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated under the 2022 Made-to-order Drama Series Production Framework Agreement (including the proposed annual caps thereunder for the three years ending December 31, 2025).”

2. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

**“That:**

- (a) the 2022 Drama Series Copyrights Purchasing Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed;
- (b) the proposed annual caps for the continuing connected transactions contemplated under the 2022 Drama Series Copyrights Purchasing Framework Agreement for the three years ending December 31, 2025 as set out in the Circular be and are hereby approved, ratified and confirmed; and
- (c) any one or more of the Directors is hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the transactions contemplated under the 2022 Drama Series Copyrights Purchasing Framework Agreement (including the proposed annual caps thereunder for the three years ending December 31, 2025).”

Yours faithfully,  
By order of the Board  
**Strawbear Entertainment Group**  
**Mr. Liu Xiaofeng**  
*Chairman*

Nanjing, PRC, December 6, 2022

*Notes:*

- (1) For the purpose of determining the identity of the shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, December 20, 2022 to Friday, December 23, 2022, during which no transfer of shares will be effected. The record date for determining the eligibility to attend and vote at the EGM will be Friday, December 23, 2022. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, December 19, 2022.
- (2) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.

- (4) In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours (i.e. 10 a.m. on Wednesday, December 21, 2022) before the time fixed for holding of the EGM. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (5) To safeguard the health and safety of the shareholders of the Company, the Company will implement the following precautionary measures at the EGM of the Company to prevent the spreading of the COVID-19:
- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue and be requested to leave the EGM venue;
  - (ii) Every attendee will be required to wear surgical facial mask throughout the EGM and maintain a safe distance between seats. Please note that no masks will be provided at the EGM venue and attendees should wear their own masks; and
  - (iii) The Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the shareholders of the Company to consider appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

*As at the date of this announcement, the Board comprises Mr. Liu Xiaofeng, Ms. Zhang Qiuchen, Mr. Chen Chen and Ms. Zhai Fang as executive Directors; Mr. Wang Xiaohui and Ms. Liu Fan as non-executive Directors; and Mr. Zhang Senquan, Mr. Ma Zhongjun and Mr. Chung Chong Sun as independent non-executive Directors.*