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# AdTiger

## ADTIGER CORPORATIONS LIMITED

### 虎視傳媒有限公司

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

**(Stock Code: 1163)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders (the “**2023 AGM**”) of ADTIGER CORPORATIONS LIMITED (the “**Company**”) will be held at Room 1004-1005, Tower 5, Laiguangying Chengying Centre, Chaoyang District, Beijing, the PRC on Tuesday, 6 June 2023 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor (the “**Independent Auditor**”).
2. (i) To re-elect Mr. Yao Yaping as an independent non-executive Director; and  
(ii) To re-elect Mr. Zhang Yaoliang as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2023 (the “**FY 2023**”);
4. To re-appoint Ernst & Young as the Independent Auditor in respect of the Company’s financial statements for FY 2023 and authorise the Board to fix its remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below of this Resolution below and pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period

(as defined below) of all the powers of the Company to allot, issue and deal with the additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association, the laws of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to 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 existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company, the laws of the Cayman Islands or any other applicable laws; or

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) repurchased pursuant to the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

#### **SPECIAL RESOLUTION**

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** (i) the proposed amendments (the “**Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing M&A**”), the details of which are set out in Appendix III to the circular of the Company dated 27 April 2023, be and are hereby approved; (ii) the second amended and restated memorandum and articles of association of the Company (the “**Second Amended M&A**”), which contain all the proposed Amendments and a copy of which has been produced to this meeting and marked “A”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing M&A; and (iii) the directors or the company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts, and things and execute all such documents and make all such arrangements that he/she/it shall in his/her/its absolute discretion, deem necessary to or expedient to give effect to the proposed adoption of the Second Amended M&A including but not limited to attending to the necessary registration and/or filings of the Second Amended M&A and all requisite documents for and on behalf of the Company and to make each filing in Hong Kong that is necessary in connection with this resolution, and the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

Yours faithfully,  
By Order of the Board  
**ADTIGER CORPORATIONS LIMITED**  
**Chang Sufang**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 27 April 2023

*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street, George Town  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Head Office and Principal Place of Business in the PRC:*

Room 1004-1005, Tower 5  
Laiguangying Chengying Centre  
Chaoyang District, Beijing, the PRC

*Principal Place of Business in Hong Kong:*

31/F., 148 Electric Road  
North Point, Hong Kong

*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2023 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Member but must be present in person at the 2023 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2023 AGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2023 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the 2023 AGM, the register of Members will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2023 AGM, the non-registered Shareholders must

lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.

4. In relation to the proposed Resolution numbered 2 above, Mr. Yao Yaping and Mr. Zhang Yaoliang will retire as Directors at the 2023 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 27 April 2023.
5. In relation to the proposed Resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Ernst & Young be re-appointed as the Independent Auditor.
6. In relation to the proposed Resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
7. In relation to the proposed Resolution numbered 6 above, the Directors wish to state that currently, they have no intention to repurchase any Shares and will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the Company's circular dated 27 April 2023.
8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the 2023 AGM, 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.
9. Where there are joint holders of any Share, any one of such joint holders may vote at the 2023 AGM, 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 are present at the 2023 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As of the date of this notice, the Board comprises of two executive Directors, namely Ms. Chang Sufang and Ms. Li Hui; one non-executive Director, namely Mr. Hsia Timothy Chunhon; and three independent non-executive Directors, namely Mr. Yao Yaping, Mr. Chan Foon and Mr. Zhang Yaoliang.*