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If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult your 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 **Emperor Culture Group Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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英皇文化產業集團有限公司
Emperor Culture Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 491)

(1) NOTICE OF ANNUAL GENERAL MEETING
AND
(2) PROPOSALS FOR (A) RE-ELECTION OF DIRECTORS
(B) GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES

A notice convening the AGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 4 December 2023 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM (by Saturday, 2 December 2023 before 10:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event the form of proxy previously submitted shall be deemed to be revoked.

20 October 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 4 December 2023 at 10:30 a.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of the AGM
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Emperor Culture Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	13 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice of AGM dated 20 October 2023 as set out on pages AGM-1 to AGM-5 of this circular
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(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
“%”	per cent.

LETTER FROM THE BOARD



英皇文化產業集團有限公司 Emperor Culture Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

Executive Directors:

Ms. Fan Man Seung, Vanessa (*Chairperson*)
Mr. Yeung Ching Loong, Alexander
Mr. Wong Chi Fai
Ms. Shirley Percy Hughes

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen
Ms. Tam Sau Ying

*Head office and principal place of
business in Hong Kong:*

28th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

20 October 2023

To the Shareholders,

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and to provide you with information regarding certain resolutions to be proposed at the AGM.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. Resolutions to be proposed at the AGM include, *inter alia*, the (A) re-election of Directors and (B) general mandates to issue new Shares and buy back Shares. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

In accordance with Rule 13.39(4) of the Listing Rules, all votes of Shareholders on the proposed resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of the AGM.

In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Tuesday, 28 November 2023.

(A) RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with the Bye-laws 84(1) and 84(2) of the Bye-laws, Ms. Fan Man Seung, Vanessa ("Ms. Vanessa Fan"), Mr. Yeung Ching Loong, Alexander ("Mr. Alex Yeung") and Ms. Shirley Percy Hughes ("Ms. Shirley Hughes") shall retire by rotation at the AGM. Ms. Vanessa Fan and Mr. Alex Yeung, being eligible, offer themselves for re-election thereat, whilst Ms. Shirley Hughes, being eligible but does not offer herself for re-election thereat.

Ms. Shirley Hughes confirmed that she has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to her decision of not offering herself for re-election at the AGM.

Details of the above Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

The Nomination Committee of the Company ("NC") had reviewed the biographical details of Ms. Vanessa Fan and Mr. Alex Yeung and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, enough time commitment to effectively discharge duties as Board member) as set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the diversity policy of the Company, and took the view that both of them have been contributing to the Group effectively and committed to their role as Directors.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Ms. Vanessa Fan and Mr. Alex Yeung as Directors at the AGM. Each of them abstained from voting on the relevant resolution at the Board meeting regarding his/her own re-election.

LETTER FROM THE BOARD

(B) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General mandates granted at last annual general meeting of the Company held on 1 December 2022 (“2022 AGM”)

At the 2022 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the aggregate number of Shares then in issue (i.e. a maximum of 642,668,178 Shares) (“Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares then in issue (i.e. a maximum of 321,334,089 Shares) (“Previous Buy-back Mandate”); and
- (iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back by the Company pursuant to the above mandates.

(II) Proposed refreshment of the general mandates at the AGM

The previous mandates will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

As at the Latest Practicable Date, there were 3,213,340,890 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (A) the Issue Mandate to allot, issue and deal with Shares of up to an aggregate of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 642,668,178 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 321,334,089 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of AGM); and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

Such proposed resolutions are set out in resolutions 5(A), 5(B) and 5(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the (A) re-election of Directors; and (B) granting of the Issue Mandate, Buy-back Mandate and Extension Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Director Proposed for Re-election) and Appendix II (Explanatory Statement on the Buy-back Mandate) to this circular.

By order of the Board
Emperor Culture Group Limited
Fan Man Seung, Vanessa
Chairperson

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

Ms. Fan Man Seung, Vanessa

Executive Director

Ms. Fan, aged 60, an Executive Director of the Company and the Chairperson of the Board. She is also the Chairperson of the Executive Committee, Nomination Committee and Corporate Governance Committee as well as a director of certain subsidiaries of the Company. Ms. Fan joined the Company in March 2017 and has been responsible for the Group's strategic planning, business growth and development as well as overseeing different functions within the Group. She has over 34 years of corporate management experience in diversified businesses ranging from cinema development and operation, entertainment production and investment, artiste management, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services to wholesaling and retailing of furniture as well as media and publication. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration. Ms. Fan is currently a director of Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296), Emperor Watch & Jewellery Limited (Stock Code: 887), Emperor Capital Group Limited (Stock Code: 717), Ulferts International Limited (Stock Code: 1711) and New Media Lab Limited (Stock Code: 1284), all being listed members under Emperor Group. Save as disclosed above, Ms. Fan did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

Ms. Fan was a director of 英皇娛樂影院(廣東)有限公司 (Emperor UA Cinemas (Guangdong) Company Limited) ("PRC Company"), a company established under the PRC laws and an indirect non-wholly owned subsidiary of the Company, from 6 November 2020 to 26 August 2022. The immediate sole shareholder and intermediate shareholders of the PRC Company resolved on 21 November 2022 to cease the entire operation of the PRC Company, and upon the PRC Company's voluntary liquidation application filed on 14 March 2023, an order was made by the PRC Court on 25 April 2023 accepting the application on the ground that the PRC Company was insolvent. The PRC Company was primarily engaged in cinema operation in the PRC. Ms. Fan confirmed that she was not a party to the liquidation application and is not aware of any actual or potential claim that has been or will be made against her because of such liquidation.

The term of service of Ms. Fan is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Fan is entitled to receive a Director's fee of HK\$250,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorised by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Fan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Fan.

Mr. Yeung Ching Loong, Alexander

Executive Director

Mr. Yeung, aged 37, an Executive Director and a member of the Executive Committee of the Company. He joined the Company in March 2017, and has been actively formulating the Group's innovative strategies by integrating digital technologies with premium services to position high-end markets for the Group's cultural industry business. Mr. Yeung is also the vice chairman of Emperor Entertainment Group and Emperor Motion Pictures, assisting in leading entertainment production and investment, artiste management, film investment and distribution, and cinema development and operations. Besides, he has a wide range of experience in property investment and development, hotel operations, financial and securities services, retailing of watch & jewellery, media and publication, furniture and furnishing, etc. Mr. Yeung is also an executive director and the vice chairman of the board of Emperor International Holdings Limited (Stock Code: 163), which is a listed member under Emperor Group. Save as disclosed above, Mr. Yeung did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Yeung is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Mr. Yeung is entitled to receive a Director's fee of HK\$250,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorised by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by him.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Yeung had deemed interest in 2,371,313,094 Shares (representing approximately 73.80% of the total issued Shares) which were indirectly held by Alto Trust Limited in trust for a private discretionary trust of which Mr. Yeung is one of the eligible beneficiaries. Mr. Yeung is the son of Dr. Yeung Sau Shing, Albert (being the founder of the said trust and deemed substantial and controlling shareholder of the Company) and Ms. Luk Siu Man, Semon (being the spouse of Dr. Yeung Sau Shing, Albert and deemed substantial and controlling shareholder of the Company).

Save as disclosed herein, Mr. Yeung does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Yeung.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 3,213,340,890 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 321,334,089 Shares (representing 10% of the total number of issued Shares) during the period from the date of AGM up to:

- (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 the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2023) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

SHARE PRICE

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
October	0.033	0.020
November	0.031	0.021
December	0.031	0.024
2023		
January	0.054	0.026
February	0.057	0.038
March	0.250	0.041
April	0.116	0.072
May	0.084	0.058
June	0.089	0.052
July	0.078	0.052
August	0.066	0.052
September	0.057	0.040
October (up to and including the Latest Practicable Date)	0.041	0.038

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

UNDERTAKING/INTENTION

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company nor undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, as far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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.

As at the Latest Practicable Date, Emperor Culture Group Holdings Limited ("ECUG Holdings") held 2,371,313,094 Shares, representing approximately 73.80% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the shareholding of ECUG Holdings in the Company would be increased to approximately 82% of the total number of issued Shares. The Directors consider that such an increase would not give rise to an obligation on the part of ECUG Holdings to make a mandatory offer under Rule 26 of the Takeovers Code. However, there will be insufficient Shares in the hands of the public.

The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% of the total number of issued Shares.

NOTICE OF ANNUAL GENERAL MEETING



英皇文化產業集團有限公司 Emperor Culture Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Culture Group Limited (the “Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 4 December 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 30 June 2023.
2. (A) To re-elect Ms. Fan Man Seung, Vanessa as Director.

(B) To re-elect Mr. Yeung Ching Loong, Alexander as Director.
3. To authorise the board of directors of the Company (the “Board” or “Directors”) to fix the Directors’ remuneration.
4. To re-appoint Ernst & Young as Independent Auditor and authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) **“THAT:**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes 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 the bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; and
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

“Rights Issue” means an offer of 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 such shares (subject to such exclusions 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, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from 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 the Bye-laws or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolutions nos. 5(A) and 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 5(B).”

By order of the Board
Emperor Culture Group Limited
Liu Suet Ying
Company Secretary

Hong Kong, 20 October 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
28th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

Notes:

- (i) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting. Where the chairperson in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (ii) A member of the Company entitled to attend and vote at the meeting convened by this Notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. The Company strongly encourages shareholders to appoint the chairperson of the above meeting as their proxies to exercise their rights to vote at the meeting. Physical attendance at the above meeting by a shareholder is not necessary for the purpose of exercising voting rights.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited ("Branch Share Registrar") at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof. In such event, the returned form of proxy shall be deemed to be revoked.
- (iv) Where there are joint holders of any shares, any one of such joint holders may vote at the above meeting, either in person or by proxy in respect of such shares as if he were solely entitled thereto, but 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 and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.
- (v) In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address before 4:30 p.m. on Tuesday, 28 November 2023.
- (vi) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (vii) If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Government is in force at any time after 8:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmpCulture.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.