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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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A notice convening the annual general meeting of Digital Hollywood Interactive Limited to be held at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC on Thursday, June 20, 2024 at 10:30 a.m. is set out on pages 15 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](http://www.hkexnews.hk)) and the Company ([www.gamehollywood.com](http://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 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 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*

April 29, 2024

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## DEFINITIONS

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*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 Thursday, June 20, 2024 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Cayman Companies Act”	the Companies Act (As Revised) 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 November 24, 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 22, 2024, 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

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## DEFINITIONS

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“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 Region
“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 and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

Mr. HUANG Guozhan

Mr. HUANG Deqiang

Ms. LUO Simin

*Independent non-executive Directors:*

Professor 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

April 29, 2024

*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*

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## LETTER FROM THE BOARD

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### PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on Tuesday, June 20, 2023, 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. 8 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. 8 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. 10, the number of Shares repurchased by the Company under ordinary resolution no. 9, 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. 8. 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. 9 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.

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## LETTER FROM THE BOARD

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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.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. HUANG Guozhan, an executive Director, Professor CHAU Chi Wai, Wilton and Mr. LI Yi Wen, the independent non-executive Directors, shall retire by rotation in the Annual General Meeting and being eligible, will offer themselves for re-election.

In addition, in accordance with Article 83(3) of the Articles of Association, Ms. LUO Simin, who was appointed by the Board on December 15, 2023, will hold office as an executive Director only until the Annual General Meeting, and being eligible, will offer herself for re-election at the Annual General Meeting.

The re-election of retiring Directors has been reviewed by the nomination committee of the Company (the “**Nomination Committee**”) which made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the Annual General Meeting. The Nomination Committee has reviewed and assessed the structure of the Board and consider the Board diversity from a number of aspects, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The Nomination Committee has also assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that all independent non-executive Directors remain independent. The Nomination Committee and the Board considered that in view of the retiring Directors’ diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix I to this circular, they will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company’s business as well as for its growth and development.

The biographical details of the retiring Directors, Mr. HUANG Guozhan, Ms. LUO Simin, Professor CHAU Chi Wai, Wilton and Mr. LI Yi Wen 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.

The re-election of each of the Director is subject to a separate resolution as set out in the notice of the Annual General Meeting in this circular.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, June 17, 2024 to Thursday, June 20, 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, June 14, 2024.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 15 to 19 of this circular is the notice of the Annual General Meeting at which 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](http://www.hkexnews.hk)) and the Company ([www.gamehollywood.com](http://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 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 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.

### **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 enquiries, 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.



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## LETTER FROM THE BOARD

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### 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 (i) the granting of the General Mandates to the Directors; and (ii) 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** (“**Mr. HUANG**”), aged 44, 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 November 2, 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 16 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 June 30, 2002. Mr. HUANG obtained a certificate as a host issued by the State Administration of Radio, Film and Television on February 12, 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 December 31, 2023, Mr. HUANG received USD54,956 as salaries.

As of the Latest Practicable Date, Mr. HUANG, 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.

Save as disclosed above, as of the Latest Practicable Date, Mr. HUANG does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Ms. LUO Simin** (“**Ms. Luo**”), aged 42, is an executive Director. Ms. Luo joined the Group in 2014 and was appointed as an executive Director on 15 December, 2023. She is currently responsible for board matters, information disclosure and investor relations management of the Group.

Ms. Luo has over 20 years of experience in the field of financial management.

Ms. Luo worked in China Merchants Bank Co., Ltd. Guangzhou Branch (招商銀行股份有限公司廣州分行) from October 2001 to July 2014, during which she acquired extensive knowledge about the characteristics and risk assessment of various financial products of the bank. In October 2014, Ms. Luo joined the finance centre of the Group and was appointed as the financial officer, during which, with her many years of experience in fund and risk management, she provided the Group with fund risk management based on global payments and diversified fund management solutions. Ms. Luo served as the director of investor relations of the Group since December 2017. Adhering to her many years of financial services industry spirit and excellent communication skills, she promotes investors’ understanding and recognition of the business philosophy and development prospects of the Company. Ms. Luo graduated from China Central Radio and Television University (中央廣播電視大學) in 2009, majoring in finance. Ms. Luo is the spouse of Mr. Lu Yuanfeng, who is an executive Director, Chief Executive Officer and Chairman of the Company.

Ms. Luo has entered into a letter of appointment with the Company for a term of three years starting on December 15, 2023. Either party has the right to give not less than three months’ prior written notice to terminate the letter of appointment. She 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. Ms. Luo is entitled to receive a salary of RMB132,000 per annum under the letter of appointment, which was determined by the Board after taking into account of Ms. Luo’s background, experience, qualifications, and also the duties and responsibilities to be assumed by her within the Group, with reference to prevailing market rates. Ms. Luo is also be entitled to a discretionary performance bonus as may be determined by the Board in relation to her services rendered to the Group.

As of the Latest Practicable Date, Ms. Luo is deemed to be interested in all shares of the Company (the “**Shares**”) held by Angel Age Limited, a company which is wholly owned by her and she is also deemed to be interested in all Shares held by (i) Mr. Lu Yuanfeng (as the spouse of Ms. Luo); and (ii) Mr. Huang Guozhan and Mr. Huang Deqiang (as parties acting in concert). Accordingly, as of the Latest Practicable Date, Ms. Luo is deemed to have an aggregate interest of 947,958,387 Shares, representing approximately 47.40% of the total number of Shares in total.

Save as disclosed above, as of the Latest Practicable Date, Ms. Luo does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Professor CHAU Chi Wai, Wilton** (“**Professor CHAU**”), aged 62, is an independent non-executive Director. Professor CHAU was appointed as an independent non-executive Director on June 2, 2021.

Professor CHAU has over 36 years of experience in venture development and investment. Professor CHAU has led a number of projects in the Asia-Pacific region and has extensive experience in investment on technology companies. He has served in Temasek, a venture capital fund in Singapore, mainly responsible for investment business in the North Asia Region and concurrently served as vice chairman or director for a number of technology companies; and has also served as independent director and member of audit committee of various state-owned enterprises in China. Currently he is the founding chairman of the Pan-Asia Venture Development Platform (PAVD) and a vice chairman of the Hong Kong Biotechnology Organization (HKBio). In addition, he is on the board of several technology ventures and listed companies, including China Three Gorges International Limited, where he is acting as an independent director and Meilleure Health International Industry Group Limited (2327.HK), a health care medical operator, where he is acting as an independent director and the chairman of the audit committee.

In the academic area, Professor CHAU is a Professor of Practice in Entrepreneurship in the Business School, the Chinese University of Hong Kong (CUHK), and an Adjunct Professor in the Shenzhen Finance Institute, developing and teaching MBM, MBA, and EMBA courses covering topics of new venture creation, entrepreneurship, venture capital and private equity and conducting study trips to Singapore, Malaysia and Taiwan. Under his leadership, PAVD also cooperates with postgraduate programs of several universities, including the Chinese University of Hong Kong (Shenzhen), the Singapore Management University and the National Taiwan University of Science and Technology, to provide entrepreneurship training and help existing technology ventures or SMEs develop their own commercialization program and fundraising strategy in Asia. Professor CHAU was also an Adjunct Professor in the Department of Strategy and Policy at the Business School of the National University of Singapore, teaching MBA courses covering topics of technology innovation and venture capital.

Professor CHAU holds a bachelor’s degree in applied mathematics, a bachelor’s degree in law and a master’s and doctorate degree in business administration. He is also a member of the Chartered Association of Certified Accountants.

Professor CHAU entered into a letter of appointment with the Company for a term of 3 years. Either party has the right to give not less than three months’ prior written notice to terminate the letter of appointment. 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. Professor CHAU is entitled to a remuneration of USD12,700 per annum as determined by the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group’s performance and prevailing market conditions.

As at the Latest Practicable Date, Professor CHAU did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. LI Yi Wen** (“**Mr. LI**”), aged 53, is an independent non-executive Director. Mr. LI was appointed as an independent non-executive Director on November 24, 2017.

Mr. LI has over 16 years of experience in the information technology industry.

Mr. LI has served as a director of Aleo BME, Inc. which is primarily engaged in biotechnology research and development since January 2016. He served as a director of Ningbo Lehui International Engineering Equipment Co., Ltd. which is primarily engaged in development, manufacturing of industrial equipment from March 2016 to November 2018. From January 2011 to October 2013, he also served as a director, chief financial supervisor and secretary of the board at Guiyang Longmaster Information & Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300288) which is primarily engaged in wireless games and internet medical service. He served as the general manager of Sina Net Technology (China) Co., Ltd. which is primarily engaged in wireless games and deputy manager of Guangzhou Xunlong Technology Co., Ltd. which is primarily engaged in wireless games from October 2002 to February 2004 and June 2001 to October 2002, respectively.

Mr. LI entered into a letter of appointment with the Company for a term of 3 years. Either party has the right to give not less than three months’ prior written notice to terminate the letter of appointment. 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. LI is entitled to a remuneration of USD12,408 per annum as determined by the remuneration committee with reference to his commitment, responsibilities and performance as well as the Group’s performance and prevailing market conditions.

As at the Latest Practicable Date, Mr. LI did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

*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 Act, 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 Act, 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 December 31, 2023, 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 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 will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company confirms that the explanatory statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

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:

<b>Month</b>	<b>Highest traded price HK\$</b>	<b>Lowest traded price HK\$</b>
<b>2023</b>		
April	0.064	0.050
May	0.060	0.041
June	0.056	0.044
July	0.050	0.037
August	0.049	0.036
September	0.043	0.032
October	0.052	0.033
November	0.057	0.037
December	0.060	0.040
<b>2024</b>		
January	0.047	0.037
February	0.045	0.043
March	0.048	0.033
April (up to the Latest Practicable Date)	0.040	0.030



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Digital Hollywood Interactive Limited (the “**Company**”) will be held at 1st Floor, No. 368 Jiang Nan Da Dao (South), Haizhu District, Guangzhou, the PRC on Thursday, June 20, 2024 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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 December 31, 2023.
2. To re-elect Mr. HUANG Guozhan as an executive Director.
3. To re-elect Ms. LUO Simin as an executive Director.
4. To re-elect Professor CHAU Chi Wai, Wilton as an independent non-executive Director.
5. To re-elect Mr. LI Yi Wen as an independent non-executive Director.
6. To authorise the board of Directors to fix the remuneration of the Directors.
7. To re-appoint Zhonghui Anda CPA as auditors of the Company and authorise the board of Directors to fix their remuneration.

\* *For identification purposes only*

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8. 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;
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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).”
9. 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;

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(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
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 8 and 9 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 8 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 9 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, April 29, 2024

*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

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*Notes:*

- (i) Ordinary resolution numbered 10 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 8 and 9 above are passed by the shareholders of the Company.
- (ii) 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.
- (iii) 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.
- (iv) 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 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 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.
- (v) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Monday, June 17, 2024 to Thursday, June 20, 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, June 14, 2024.
- (vi) In respect of ordinary resolutions numbered 2 to 5 above, Mr. HUANG Guozhan and Ms. LUO Simin, the executive Directors, and Professor CHAU Chi Wai, Wilton and Mr. LI Yi Wen, the independent non-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, Ms. LUO Simin, Professor CHAU Chi Wai, Wilton and Mr. LI Yi Wen are set out in Appendix I to the accompanied circular dated April 29, 2024.
- (vii) In respect of the ordinary resolution numbered 8 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.
- (viii) In respect of ordinary resolution numbered 9 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 April 29, 2024.

*As at the date of this notice, the executive Directors are Mr. LU Yuanfeng, Mr. HUANG Guozhan, Mr. HUANG Deqiang and Ms. LUO Simin; and the independent non-executive Directors are Professor CHAU Chi Wai, Wilton, Mr. LI Yi Wen and Mr. LU Qibo.*