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柠萌影视

Linmon Media Limited

檸萌影視傳媒有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9857)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Linmon Media Limited (the “**Company**”) will be held at Building No. B2, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang District, Beijing, the PRC, on Tuesday, 3 September 2024 at 2:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

“THAT:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**2024 Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for identification purpose, the 2024 Share Option Scheme and the Scheme Mandate Limit (as defined in the circular dated 13 August 2024 issued by the Company) of 10 per cent. of the total number of Shares (excluding Treasury Stock, if any) as at the date of the passing of this resolution be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute

(whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the 2024 Share Option Scheme, including without limitation:

- (a) administering the 2024 Share Option Scheme in accordance with the rules of the 2024 Share Option Scheme under which options will be granted to participants eligible under the 2024 Share Option Scheme to subscribe for Shares;
 - (b) modifying and/or amending the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
 - (c) granting options to subscribe for Shares under the 2024 Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options that may be granted under the 2024 Share Option Scheme and subject to the Listing Rules;
 - (d) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the 2024 Share Option Scheme; and
 - (e) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme.”
2. “**THAT**, conditional upon the passing of resolution numbered 1, the Service Provider Sublimit (as defined in the circular dated 13 August 2024 issued by the Company) of 5 per cent. of the total number of Shares (excluding Treasury Stock, if any) as at the date of the passing of this resolution be and is hereby approved and adopted.”

Proposed resolution numbered 1 is not conditional upon the passing of proposed resolution numbered 2, but proposed resolution numbered 2 is conditional upon the passing of proposed resolution numbered 1. In the event that proposed resolution numbered 1 is passed but proposed resolution numbered 2 is not passed, the Company will adopt the 2024 Share Option Scheme but the Board shall alter the 2024 Share Option Scheme to remove references to the grant of options to service providers. In the event that proposed resolution numbered 2 is passed but proposed resolution numbered 1 is not passed, the 2024 Share Option Scheme will not be adopted.

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

“THAT:

subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted in respect of any awards which may be granted under the new share award scheme of the Company (the “**2024 Share Award Scheme**”), the rules of which are contained in the document marked “B” produced to this meeting and signed by the chairman of this meeting for identification purpose, the 2024 Share Award Scheme and the Scheme Mandate Limit (as defined in the circular dated 13 August 2024 issued by the Company) of 10 per cent. of the total number of Shares (excluding Treasury Stock, if any) as at the date of the passing of this resolution be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the 2024 Share Award Scheme, including without limitation:

- (a) administering the 2024 Share Award Scheme in accordance with the rules of the 2024 Share Award Scheme under which awards will be granted to participants eligible under the 2024 Share Award Scheme;
- (b) modifying and/or amending the 2024 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
- (c) granting awards under the 2024 Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued in respect of the awards that may be granted under the 2024 Share Award Scheme and subject to the Listing Rules;
- (d) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued in respect of the awards granted under the 2024 Share Award Scheme; and
- (e) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Award Scheme.”

4. “**THAT**, conditional upon the passing of resolution numbered 3, the Service Provider Sublimit (as defined in the circular dated 13 August 2024 issued by the Company) of 5 per cent. of the total number of Shares (excluding Treasury Stock, if any) as at the date of the passing of this resolution be and is hereby approved and adopted.”

Proposed resolution numbered 3 is not conditional upon the passing of proposed resolution numbered 4, but proposed resolution numbered 4 is conditional upon the passing of proposed resolution numbered 3. In the event that proposed resolution numbered 3 is passed but proposed resolution numbered 4 is not passed, the Company will adopt the 2024 Share Award Scheme but the Board shall alter the 2024 Share Award Scheme to remove references to the grant of awards to service providers. In the event that proposed resolution numbered 4 is passed but proposed resolution numbered 3 is not passed, the 2024 Share Award Scheme will not be adopted.

By order of the Board
Linmon Media Limited
Su Xiao
Chairman

Hong Kong, 13 August 2024

Registered office:	Head office and principal place of business in China:	Principal place of business in Hong Kong:
Suite #4-210, Governors Square 23 Lime Tree Bay Avenue PO Box 32311 Grand Cayman KY1-1209 Cayman Islands	31/F, Suhe Centre No. 99 North Shanxi Road Jing’an District Shanghai PRC	31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong

Notes:

1. For determining the shareholders who are entitled to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from Thursday, 29 August 2024 to Tuesday, 3 September 2024, both days inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the extraordinary general meeting, all transfer documents accompanied by the relevant share certificates and the duly completed and signed transfer forms must be lodged for registration with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 28 August 2024.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.

3. Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting (i.e. before 2:00 p.m. on Sunday, 1 September 2024) or any adjourned meeting.
4. The ordinary resolutions set out above will be determined by way of poll.

As at the date of this notice, the executive Directors are Mr. Su Xiao, Ms. Chen Fei, Ms. Xu Xiao'ou and Mr. Zhou Yuan; the non-executive Directors are Mr. Sun Zhonghuai and Mr. Zhang Rong; and the independent non-executive Directors are Ms. Long Yu, Mr. Jiang Changjian and Ms. Tang Songlian.