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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Culture Group Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 22 November 2017 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 30 June 2017 together with the reports of the directors and independent auditors (“Auditors”) thereon.
2.
 - (A) To re-elect Ms. Fan Man Seung, Vanessa as director of the Company.
 - (B) To re-elect Mr. Wong Chi Fai as director of the Company.
 - (C) To re-elect Mr. Yeung Ching Loong, Alexander as director of the Company.
 - (D) To re-elect Ms. Shirley Percy Hughes as director of the Company.
 - (E) To re-elect Mr. Ng Hoi Yue as director of the Company.
 - (F) To re-elect Ms. Chan Sim Ling, Irene as director of the Company.
 - (G) To authorise the board of directors of the Company (the “Board” or Directors”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as Auditors and to authorise the Board to fix their remuneration.

4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (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-paragraphs (i) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined), 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 the said approval shall be limited accordingly; and
- (iii) 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; or
- (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; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the Shareholders 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).”

(B) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued shares of the Company subject to and in accordance with all applicable laws and the Bye-laws, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which may be bought back by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Code on Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution and the authority 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; or
- (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; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

- (C) “**THAT** conditional upon the resolutions nos. 4(A) and 4(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. 4(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. 4(A) above, provided that such extended number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 4(B).”

On behalf of the Board
Emperor Culture Group Limited
Liu Chui Ying
Company Secretary

Hong Kong, 17 October 2017

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 Hennessy Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on the behalf, and must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior 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 in respect of the joint holding of such Share.

4. 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 of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 16 November 2017 (Thursday), which is the record date and last registration date for the AGM.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman 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.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:30 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 (<http://www.hkexnews.hk>) and the Company (<http://www.empculture.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date hereof, the Board comprises:

Executive Directors:

Ms. Fan Man Seung, Vanessa
Mr. Wong Chi Fai
Mr. Yeung Ching Loong, Alexander
Ms. Shirley Percy Hughes
Mr. Albert Lee

Independent Non-executive Directors:

Mr. Ng Hoi Yue
Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen