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If you are in doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your securities in Mei Ah Entertainment Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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美亞娛樂資訊集團有限公司
MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)
(Stock Code: 0391)

PROPOSALS FOR **(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES** **(2) RE-ELECTION OF DIRECTORS** **AND** **NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Mei Ah Entertainment Group Limited to be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on 20th September 2021 at 4:00 p.m. is set out on pages 15 to 18 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- compulsory temperature checks
- wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. All attendees are required to wear surgical face masks at the AGM and the Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders and other attendees from the risk of infection, including the followings:

- (i) Compulsory body temperature checks will be conducted on every Shareholder and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.0 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not compulsory for the purpose of exercising voting rights.

As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the AGM Circular for Shareholders. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 4:00 p.m. on 20th September 2021, the notice of which is set out on pages 15 to 18 of this circular
“Board”	the board of Directors of the Company
“Business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company
“Company”	Mei Ah Entertainment Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandates”	the Repurchase Mandate and the general mandate to issue shares to be sought at the AGM
“Group”	the Company and its subsidiaries
“HK\$” and “cent(s)”	Hong Kong dollars and cent(s) respectively
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Kuo Hsing”	Kuo Hsing Holdings Limited, a substantial shareholder of the Company, Kuo Hsing is incorporated in the British Virgin Islands with limited liability and beneficially controlled by Mr. Li Kuo Hsing, a director and the Chairman of the Company
“Latest Practicable Date”	13th August 2021, 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
“Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, to authorise the Directors to repurchase Shares in the manner as set out in the notice of the AGM

DEFINITIONS

“SFO”	The Securities and Futures Ordinance
“Share(s)”	share(s) of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Merger
“%”	per cent

LETTER FROM THE BOARD



美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 0391)

Executive Directors:

Mr. Li Kuo Hsing (*Chairman*)

Mr. Li Tang Yuk (*Managing Director*)

Dr. Dong Ming

Independent Non-Executive Directors:

Dr. Lam Lee G.

Mr. Guo Yan Jun

Mr. Leung Tak Sing, Dominic

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business:

5/F., Mei Ah Centre

28 Chun Choi Street

Tseung Kwan O Industrial Estate

Kowloon

Hong Kong

20th August 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to give you notice of the AGM, and information on matters to be dealt with at the AGM. They are: (i) grant of the General Mandates to issue and repurchase Shares; (ii) re-election of Directors; and (iii) the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

The Directors have taken the opportunity afforded by the necessity to propose a resolution to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of the resolution (1,184,747,705 Shares based on 20% of number of Shares in issue as at the Latest Practicable Date). An ordinary resolution will also be proposed at the AGM to grant to the Directors a general mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of such resolution. The general mandate granted to the Directors to allot and issue Shares is also proposed to be extended by the total nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and its Shareholders as a whole if the General Mandates were granted at the Annual General Meeting. The need for an issue of Shares under the general mandate to issue Shares could provide flexibility for issuing new Shares.

In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions to approve the granting of a mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such explanatory statement is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with the requirements under the Bye-laws and the Listing Rules, Dr. Dong Ming and Dr. Lam Lee G. will retire at the AGM and, being eligible, will offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The re-election of Directors who are proposed to be re-elected at the AGM under resolution 2(a) will be individually voted by the Shareholders.

LETTER FROM THE BOARD

The Nomination Committee is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies. The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion and referral by management. The Nomination Committee may also receive nomination of candidate(s) for election as Director(s) from Shareholder(s). After the candidate(s) is identified, the Nomination Committee will consider the biographical information of the candidate(s) and evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company to determine whether such candidate is qualified for directorship and make recommendation to the Board accordingly.

For re-election of any existing member of the Board, the Nomination Committee shall also evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company and make recommendations to the Board for its consideration and recommendation for the candidate(s) to stand for re-election at general meeting.

The following criteria are taken into consideration in evaluating and selecting candidate(s) for directorship(s):

- character and integrity.
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- the board diversity policy of the Company.
- such other perspectives appropriate to the Company's business.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

With reference to resolution 2(a) (ii) for the re-election of Dr. Lam Lee G. as an independent non-executive director of the Company, Dr. Lam is serving as director for more than six other listed companies. During the period of his directorship with the Company, he has actively participated in the Board meetings held by the Company and therefore his time committed for his director's duties is not affected. The background, experience and qualifications of Dr. Lam contribute diversity of the Board and also indicate that he can manage his time to meet the needs. Accordingly the Board believes that Dr. Lam will continue to be able to devote sufficient time as an independent non-executive director of the Company.

Dr. Lam has served on the Board as an independent non-executive director for more than nine years. Throughout the period, he has made valuable contribution to the Company by providing his balanced and objective views to the Board. He has not held any executive or management position in the Group and accordingly there is no evidence that the independence of Dr. Lam, especially in terms of exercising independent judgment, has been or will be in any way affected by his length of service to the Company. In addition, Dr. Lam has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Dr. Lam remains independent and should be re-elected.

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 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. Accordingly all resolutions to be proposed at the AGM shall be voted by poll.

NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 15 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person if you so wish.

RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposals for the General Mandates to issue and to repurchase the Shares and the re-election of the Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Mei Ah Entertainment Group Limited
Li Kuo Hsing
Chairman

GENERAL MANDATES

This is an explanatory statement given to the Shareholders relating to a resolution authorising the Company to repurchase its own Shares proposed to be passed by the Shareholders by means of an ordinary resolution at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1) (b) of the Listing Rules which is set out as follows:

- as at the Latest Practicable Date, there were a total of 5,923,738,525 Shares in issue;
- assuming that no further Shares is issued or repurchased between the Latest Practicable Date and the date of AGM, there will be 5,923,738,525 Shares and exercise in full of the Repurchase Mandate would result in up to a maximum of 592,373,852 Shares (representing 10% of the issued share capital of the Company at the date of passing the resolution) being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4 of the notice of the AGM;
- 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 Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders;
- in repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of securities made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account;

- the Directors consider the repurchase of Shares in full at any time during the proposed repurchase period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31st March 2021, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company;
- none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries;
- the Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda;
- the Company had not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date; and
- No connected persons, being the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or the associates of any of them, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

GENERAL

If as a result of a share repurchase by the Company, a proportionate interest in the voting rights of the Company held by a Shareholder increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. If the Company were to repurchase Shares up to the permitted maximum of 10% of the issued share capital of the Company, such parties may together with any other parties acting in concert with them become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin, spouse of Mr. Li Kuo Hsing, which are acting in concert, beneficially held 3,258,528,800 Shares in aggregate, representing approximately 55.01% of the issued share capital of the Company within the meaning of Part XV of the SFO. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full, the shareholding of Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin in aggregate would be increased to approximately 61.12% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
September	0.128	0.091
October	0.112	0.092
November	0.117	0.090
December	0.105	0.085
2021		
January	0.094	0.084
February	0.133	0.083
March	0.107	0.093
April	0.102	0.092
May	0.099	0.092
June	0.098	0.093
July	0.111	0.089
August (up to the Latest Practicable Date)	0.105	0.092

The following are details of Dr. Dong Ming and Dr. Lam Lee G. who will retire at the AGM and being eligible, offer themselves for re-election.

Dr. Dong Ming, aged 63, has been appointed as an executive director and Chief Operating Officer of the Company with effect from 1st September 2014. He held master and doctor degrees from the London School of Economics and Political Science and has over 25 years' experience in investment banking, asset management and corporate management. Prior to joining the Company, Dr. Dong had been a Senior Managing Director of Bear Stearns and Director of Merrill Lynch, and responsible for China marketing and corporate financing. He also worked as an executive director of China Taiping Insurance Holdings Company Limited and Tianjin Development Holdings Limited (both shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) and responsible for investment management, strategic planning and merger and acquisition.

As at the Latest Practicable Date, Dr. Dong beneficially held 5,000,000 Shares of the Company, representing 0.08% of the issued share capital of the Company. The emoluments received by Dr. Dong for the year ended 31st March 2021 was HK\$2,135,000.

Dr. Lam Lee G., aged 62, was appointed as an independent non-executive director of the Company on 1st February 2007. Dr. Lam is Chairman of Hong Kong Cyberport, a member of the Committee on Innovation, Technology and Re-Industrialization, the Governance Committee of the Hong Kong Growth Portfolio, and the Development Bureau Common Spatial Data Advisory Committee of the Hong Kong Special Administrative Region Government, Convenor of the Panel of Advisors on Building Management Disputes of the HKSAR Government Home Affairs Department, a member of the Court of the City University of Hong Kong and the Tencent Finance Academy (Hong Kong) Advisory Board, Chairman of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN), Vice Chairman of Pacific Basin Economic Council (PBEC), and a member of the Hong Kong Trade Development Council Belt and Road and Greater Bay Area Committee and the Sir Murray MacLehose Trust Fund Investment Advisory Committee.

Dr. Lam holds a BSc in sciences and mathematics, an MSc in systems science and an MBA from the University of Ottawa in Canada, an LLB (Hons) in law from Manchester Metropolitan University in the UK, a LLM in law from the University of Wolverhampton in the UK, an MPA and a PhD from the University of Hong Kong. A former member of the Hong Kong Bar, Dr. Lam is a Solicitor of the High Court of Hong Kong, an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Fellow of Certified Management Accountants (CMA) Australia, the Hong Kong Institute of Arbitrators, the Hong Kong Institute of Directors and the Institute of Corporate Directors Malaysia (ICDM) and an Honorary Fellow of Certified Public Accountants (CPA) Australia, the Hong Kong Institute of Facility Management and the University of Hong Kong School of Professional and Continuing Education. In 2019, Dr. Lam was awarded by the Hong Kong Government a Bronze Bauhinia Star for serving the public.

Dr. Lam is currently an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Vongroup Limited (Stock Code: 318), Elife Holdings Limited (Stock Code: 223), Haitong Securities Company Limited (Stock Code: 6837, 600837 on the Shanghai Stock Exchange), Hang Pin Living Technology Company Limited (Stock Code: 1682), Kidsland International Holdings Limited (Stock Code: 2122), and Greenland Hong Kong Holdings Limited (Stock code: 337), and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931), National Arts Entertainment and Culture Group Limited (Stock Code: 8228), Tianda Pharmaceuticals Limited (Stock Code: 455), Mingfa Group (International) Company Limited (Stock Code: 846) and Hong Kong Aerospace Technology Group Limited (fka: Eternity Technology Holdings Limited, Stock Code: 1725), the shares of all of which are listed on the Stock Exchange. Dr. Lam is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock code: 5RA), Top Global Limited (Stock Code: BHO), Alset International Limited (Stock Code: 40V), Beverly JCG Limited (Stock Code: VFP), and Thomson Medical Group Limited (Stock Code: A50), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH), whose shares are listed on the Australian Securities Exchange and TMC Life Sciences Berhad (Stock Code: 0101), whose shares are listed on the Bursa Malaysia, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was a non-executive director of China Shandong Hi-Speed Financial Group Limited (stock code: 412) up to 14th May 2020 and Green Leader Holdings Group Limited (stock code: 0061) up to 22nd July 2019, and was also an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) up to 1st March 2021, Huarong Investment Stock Corporation Limited (stock code: 2277, privatized on 12th November 2020) up to 31st December 2020, Hsin Chong Group Holdings Limited (stock code: 404) up to 27th September 2019 (the shares of which were delisted on the Stock Exchange in December 2019), Glorious Sun Enterprises Limited (stock code: 393) up to 31st August 2019, Xi'an Haitiantian Holdings Co., Ltd. (stock code: 8227) up to 23rd July 2018, the shares of all of which are listed on the Stock Exchange. He was also an independent non-executive director of Singapore Exchange listed company, Rowsley Ltd. (stock code: A50, retired 25th April 2018), and Stuttgart Stock Exchange listed company, Vietnam Equity Holding (stock code: 3MS) up to 28th February 2018 and Sunwah International Limited (Stock Code: SWH), whose shares were listed on the Toronto Stock Exchange, up to 30th June 2021.

During the year ended 31st March 2021, Dr. Lam received director's fees of HK\$80,000.

Other than disclosed above, the Directors proposed for re-election do not have any relationship with other directors, senior management or substantial or controlling shareholders of the Company, have not hold any major positions and directorships in other listed public companies in the past three years and do not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and the Directors proposed for re-election and no other forms of bonus entitlements were received by the Directors proposed for re-election. The fees and emoluments of the Directors proposed for re-election were determined by the Board with reference to their time and effort. The Directors proposed for re-election are subject to retirement by rotation in accordance with the Bye-laws of the Company and the requirements under the Listing Rules.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(a) to (x) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the reelection of the Directors proposed for re-election.

NOTICE OF ANNUAL GENERAL MEETING



美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 0391)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong, on 20th September 2021 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and of the auditors for the year ended 31st March 2021;
2. To:
 - (a) re-elect the following directors:
 - (i) Dr. Dong Ming; and
 - (ii) Dr. Lam Lee G.
 - (b) authorise the Board of Directors to fix the Directors' remuneration and set a maximum number of Directors;
3. To re-appoint PricewaterhouseCoopers as auditors and authorise the Board of Directors to fix their remuneration;
4. To consider as Special Business and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
5. To consider as Special Business and, if though fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal in additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or deal in during or after the end of the Relevant Period, in addition to any shares which may be issued on the exercise of the subscription rights under the warrants issued by the Company, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or any scrip dividend scheme 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 Bye-Laws of the Company, the total nominal amount of additional shares issued, allotted, deal in or agreed conditionally or unconditionally to be issued, allotted or deal in (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issued on the date of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
6. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:

“**THAT** conditional upon Resolutions 4 and 5 being passed, the general mandate granted to the Directors of the Company pursuant to Resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue of the date on this Resolution.”

By Order of the Board
Chan Lun Ho
Company Secretary

Hong Kong, 20th August 2021

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed, or a notorially certified copy of such power or authority, must be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (c) To determine the entitlement to attend and vote at the AGM to be held on 20th September 2021, the register of members of the Company will be closed from 15th September 2021 to 20th September 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 14th September 2021.
- (d) A circular setting out further information regarding Resolutions 2(a)(i) to (ii) and 4 to 6 above will be despatched to shareholders.
- (e) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on 20th September 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.