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歡喜傳媒集團有限公司*
HUANXI MEDIA GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

REVISED NOTICE OF SPECIAL GENERAL MEETING

Reference is made to the notice of special general meeting (the “**Notice of SGM**”) of Huanxi Media Group Limited (the “**Company**”) dated 31 January 2022 and the announcement of the Company dated 14 February 2022 in relation to the change of venue of the SGM.

As the venue of the special general meeting (the “**SGM**”) will be changed to Room LD01-0-24, 24th Floor, Diplomatic Office Building, No. 19 Dongfangdong Road, Chaoyang District, Beijing, the PRC, the Notice of SGM was revised.

REVISED NOTICE IS HEREBY GIVEN that the SGM of the Company will be held at Room LD01-0-24, 24th Floor, Diplomatic Office Building, No. 19 Dongfangdong Road, Chaoyang District, Beijing, the PRC on Monday, 21 February 2022 at 11:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendment, the following ordinary resolution as an ordinary resolution of the Company. Capitalised terms defined in the circular of the Company dated 31 January 2022 shall have the same meanings when used in this revised notice unless otherwise specified.

* For identification purposes only

ORDINARY RESOLUTION

“THAT:

- (a) the film production agreement (the “**Film Production Agreement**”) dated 20 December 2021 entered into between Beijing Huan Jia Xi Media Company Limited* (北京歡十喜文化傳媒有限公司) (“**Huanxi**”), an indirect wholly-owned subsidiary of the Company, Taizhou Huanxi Culture Investment Company Limited* (台州歡喜文化投資有限公司) (“**Taizhou Huanxi**”), an indirect wholly-owned subsidiary of the Company, and Hainan Ruri Fangsheng Film and Television Culture Communication Company Limited* (海南如日方升影視文化傳播有限公司) (“**Hainan Ruri Fangsheng**”) in relation to the film production services in respect of the film, *Red Carpet* (全民明星) (the “**Film**”), to be provided by Hainan Ruri Fangsheng to Huanxi and Taizhou Huanxi, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the director agreement (the “**Director Agreement**”) dated 20 December 2021 entered into between the Company and Mr. Ning Hao, pursuant to which Mr. Ning Hao has conditionally agreed to act as the film director of the Film, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (c) any one of the directors of the Company (the “**Director**”) or a duly authorised committee of the board of Directors (the “**Board**”) be and is hereby authorised to do all such acts and things as he/she/it may in his/her/its discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Film Production Agreement and the Director Agreement (collectively, the “**Agreements**”) and the transactions contemplated thereunder and execute and deliver all such documents, deeds or instruments (or where any documents are required to be executed under seal, any two Directors or one Director and the company secretary of the Company be and are hereby authorised to execute and deliver all such documents) and take all such steps as the Director considers necessary, appropriate or desirable to implement or give effect to the Agreements and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally and materially different from those as provided for in the Agreements as are, in the opinion of the Directors or such duly authorised committee, in the interest of the Company and its shareholders as a whole).”

By Order of the Board
Huanxi Media Group Limited
Xiang Shaokun, Steven
Executive Director and Chief Executive Officer

Hong Kong, 14 February 2022

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10, Bermuda

Principal Place of Business in Hong Kong:
11th Floor, Far East Finance Centre
16 Harcourt Road
Admiralty, Hong Kong

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. To ascertain a member’s entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 16 February 2022 to Monday, 21 February 2022, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of the shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Tuesday, 15 February 2022.
3. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by a duly authorised corporate representative or by proxy.
4. The form of proxy shall be in writing under the hand of the appointor or of his 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.
5. The form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be delivered to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11:00 a.m. on Saturday, 19 February 2022 or not less than 48 hours before the time appointed for holding any adjourned meeting.
6. No form of proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the Meeting was originally held within twelve (12) months from such date.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, 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.

8. Delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned, and in such event, the form of proxy should be deemed to be revoked.
9. Precautionary measures will be taken to prevent and control the spread of the Coronavirus Disease (“COVID-19”) at the Meeting, including the following:
 - (i) compulsory body temperature check will be conducted and hand sanitiser shall be used for every shareholder of the Company or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or is exhibiting flu-like symptoms will be denied entry into or be required to leave the venue;
 - (ii) all shareholders of the Company or proxies are required to wear surgical face masks throughout their attendance of the Meeting;
 - (iii) the Company will maintain a soft distance between seats; and
 - (iv) no refreshment will be served.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into or be required to leave the venue. The Company encourages the shareholders of the Company to consider appointing the chairman of the Meeting as his/her proxy to vote on the relevant resolutions at the Meeting, instead of attending the Meeting in person to reduce the risk of infection due to overcrowding.

Subject to the development of the pandemic, the Company may implement further procedures and precautionary measures at short notice and may issue further announcement as appropriate.

Shareholders of the Company should check the Company’s website for updates on the latest arrangement of the Meeting.

As at the date of this revised notice, the Board comprises Mr. Dong Ping (Chairman) and Mr. Xiang Shaokun, Steven (Chief Executive Officer) as executive Directors, Mr. Ning Hao, Mr. Xu Zheng and Ms. Li Ni as non-executive Directors, and Mr. Wong Tak Chuen, Mr. Li Xiaolong and Mr. Wang Hong as independent non-executive Directors.