

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3636)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Poly Culture Group Corporation Limited (the “Company”) will be held at 2:30 p.m. on Friday, 3 November 2023 at Meeting Room, 29/F, New Poly Plaza, 1 North Street of Chaoyangmen, Dongcheng District, Beijing, the PRC, for the purpose of considering and, if thought fit, passing the following resolution.

Save as defined otherwise, capitalised terms defined in the composite document dated 18 September 2023 jointly issued by the Company and Zhongyi Century Cultural Industry Investment Co., Ltd.* (中藝世紀文化產業投資有限公司) shall have the same meanings when used herein.

AS SPECIAL RESOLUTIONS

- (1) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 27 June 2023 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.
- (2) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.

By order of the Board
Poly Culture Group Corporation Limited
Wang Bo
Chairman

Beijing, the PRC
18 September 2023

As at the date of this notice, the executive directors are Mr. Wang Bo, Mr. Jiang Yingchun, Mr. Guo Wenpeng and Mr. Xu Bei, the non-executive directors are Ms. Zhang Hong and Mr. Fu Chengrui, and the independent non-executive directors are Ms. Li Xiaohui, Mr. Sun Hua and Mr. Fung Edwin.

* *for identification purpose only*

Notes:

1. As set out in the Composite Document, it is one of the conditions to the effectiveness of the Merger Agreement that the special resolution in the EGM approving the Merger under the Merger Agreement is passed by not less than two-thirds of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the EGM.
2. In order to determine the H Shareholders who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 4 October 2023 to Friday, 3 November 2023, both days inclusive, during which period no transfer of the Company's shares will be registered. To be eligible to attend and vote at the EGM, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183, Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or to the Company's correspondence address at District A, B and C, 11/F, 1 North Street of Chaoyangmen, Dongcheng District, Beijing, 100010, PRC (for Domestic Shareholders), in each case not later than 4: 30 p.m. on Tuesday, 3 October 2023. Shareholders whose names are recorded in the register of members of the Company on Friday, 3 November 2023 are entitled to attend the EGM.
3. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether or not he/she is a Shareholder) to attend and vote at the EGM on his or her behalf. The form of proxy shall contain the number of the shares to be represented by the proxy. If several persons are authorised as the proxies of a Shareholder, the form of proxy shall specify the number and class of shares to be represented by each proxy.
4. The form of proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
5. To be valid, the form of proxy must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Service Limited, at 17M Floor, Hopewell Centre, 183, Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or to the Company's correspondence address at District A, B and C, 11/F, 1 North Street of Chaoyangmen, Dongcheng District, Beijing, 100010, PRC (for Domestic Shareholders) not less than 24 hours prior to the holding of the EGM. If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the form of proxy, be deposited at the specified place at the time set out in the form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board of directors or other governing bodies may attend the EGM on behalf of the appointer.
7. The Company has the right to request a proxy who attends the EGM on behalf of a shareholder to provide proof of identity. If a legal person shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such legal person shareholder (except for a recognized clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws or its proxies).

8. The shareholder(s) attending the EGM shall bear the costs of accommodation, meals and transport.

9. Contact details of the Company in the PRC are as follows:

Address : District A, B and C, 11/F, 1 North Street of Chaoyangmen,
Dongcheng District, Beijing, PRC

Telephone number : (86 10) 6408 2711

Fax number : (86 10) 6408 2662