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中藝世紀文化產業投資有限公司
Zhongyi Century Cultural Industry
Investment Co., Ltd.*

(a company incorporated in the People's Republic of China with limited liability)

 **保利文化集團股份有限公司**
POLY CULTURE GROUP CORPORATION LIMITED

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

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
RELATING TO
PROPOSED PRIVATISATION OF THE COMPANY
BY THE OFFEROR BY WAY OF MERGER BY ABSORPTION**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to (i) the joint announcement dated 27 June 2023 jointly issued by the Offeror and the Company in relation to, among other things, proposed pre-conditional privatisation of the Company by the Offeror by way of merger by absorption; (ii) the joint announcement dated 18 July 2023 jointly issued by the Offeror and the Company in relation to delay in despatch of the Composite Document; (iii) the joint announcement dated 15 August 2023 jointly issued by the Offeror and the Company in relation to further delay in despatch of the Composite Document; (iv) the joint announcement dated 11 September 2023 jointly issued by the Offeror and the Company in relation to fulfillment of the Pre-Condition; and (v) the Composite Document dated 18 September jointly issued by the Offeror and the Company in relation to, among other things, proposed privatisation of the Company by the Offeror by way of merger by absorption. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless specified otherwise.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the expected timetable in respect of the Merger; (ii) a letter from the Board containing, among other things, the details of the terms and conditions of the Merger; (iii) a letter from the Independent Board Committee containing its recommendation in respect of the Merger; and (iv) a letter from the Independent Financial Adviser containing the Independent Financial Adviser's advice and recommendation in respect of the Merger, together with proxy forms and reply slips, will be despatched to the H Shareholders on 18 September 2023.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made as and when appropriate. Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

Latest time for lodging transfers of H Shares in order to be entitled to attend and vote at the EGM and the H Shareholders' Class Meeting 4:30 p.m. on Tuesday, 3 October 2023

Latest date for receiving reply slips for the EGM and the H Shareholders' Class Meeting Friday, 13 October 2023

Closure of registers for transfers of Shares for determination of the Shareholders entitled to attend and vote at the EGM and the H Shareholders' Class Meeting Wednesday, 4 October 2023 to Friday, 3 November 2023 (both dates inclusive)

Latest time for lodging proxy forms in respect of the EGM 2:30 p.m. on Thursday, 2 November 2023

Latest time for lodging proxy forms in respect of the H Shareholders' Class Meeting 3:00 p.m. on Thursday, 2 November 2023

Record date for Shareholders for the EGM and H Shareholders for the H Shareholders' Class Meeting Friday, 3 November 2023

EGM 2:30 p.m. on Friday, 3 November 2023

H Shareholders' Class Meeting 3:00 p.m. on Friday, 3 November 2023
or immediately following the conclusion
of the EGM or any adjournment thereof
on Friday, 3 November 2023

Announcement of the results of the EGM and
the H Shareholders' Class Meeting by 7:00 p.m. on Friday, 3 November 2023

Expected date for all Conditions to Effectiveness
to be satisfied⁽¹⁾ Friday , 3 November 2023

Announcement of the satisfaction of all Conditions
to Effectiveness, last day for dealings in H Shares
and expected date of withdrawal of listing of H Shares⁽²⁾ Friday, 3 November 2023

Resumption of registers for transfer of Shares Monday, 6 November 2023

Each of the Offeror and Company notifies its
creditors and makes a public announcement of
the Merger pursuant to the PRC Company Law within 10 days
(for the notice to creditors)
and 30 days (for the announcement) following
the resolution of EGM and the H
Shareholders' Class Meeting

Last day for dealings in H Shares 4:10 p.m. on Monday, 6 November 2023

Latest time for lodging transfers of H Shares
in order to be entitled to receive the
Cancellation Price 4:30 p.m. on Friday, 10 November 2023

Closure of registers of members of the Company
(until the Company's deregistration occurs) from Monday, 13 November 2023 onwards

Announcement that all Conditions to Implementation
are satisfied (or waived, as applicable) ⁽²⁾ by 8:30 a.m. on Tuesday,
14 November 2023

Expected date and time of withdrawal of listing
of H Shares 4:00 p.m. on Tuesday, 14 November 2023

Latest date for payment of the Cancellation
Price to the H Shareholders ⁽³⁾ Thursday, 23 November 2023

End of the period during which creditors may request the Offeror and the Company to pay off their respective indebtedness or provide guarantees Within 30 days after the receipt of notice by creditors or within 45 days after the issue of announcement to creditors if the aforesaid notice has not been received by creditors

Notes:

- (1) The Conditions to Effectiveness shall be satisfied upon passing of the requisite resolutions at the EGM and the H Shareholders' Class meeting as set out in the section headed "3. PRINCIPAL TERMS OF THE MERGER AGREEMENT – Conditions to Effectiveness" in the "LETTER FROM THE BOARD" of the Composite Document.
- (2) The Offeror and the Company will jointly publish announcement(s) when or as soon as reasonably practicable after all Conditions to Effectiveness have been satisfied and the Conditions to Implementation have been satisfied or waived, as appropriate.
- (3) Pursuant to the Merger Agreement, if any Dissenting Shareholder is to exercise its right to request the Company and/or other Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) to acquire its Shares at a "fair price" during the Declaration Period (the "Right"), the Dissenting Shareholder must refund the Cancellation Price (if received) to the Offeror in order to be entitled to exercise the Right, failing which the Dissenting Shareholder will be deemed to have waived, and will no longer be able to exercise the Right. The Offeror (if so elected by the Company and/or the Consenting Shareholders) will make the payment separately upon agreement on matters regarding the Right. For the avoidance of doubt, regardless of when the Dissenting Shareholder exercises the Right, the Dissenting Shareholder will be deemed to have ceased to have any right in respect of the Shares (other than the right to request for consideration pursuant to exercise of the Right) on the Delisting Date.

Shareholders and potential investors in the securities of the Company should be aware that the expected last day for dealings in H Shares will be Monday, 6 November 2023. In order for the transferee to be entitled to receive the Cancellation Price, the transfer documents and the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, 10 November 2023.

If the transfer documents and the relevant share certificates are not lodged with the Company's H Share Registrar by 4:30 p.m. on Friday, 10 November 2023 as set out above, the transferee will not be entitled to receive the Cancellation Price.

WARNING

The Conditions to Effectiveness must be satisfied before the Merger Agreement becoming effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to Implementation set out in the Composite Document being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

By order of the Board of
**Zhongyi Century Cultural Industry
Investment Co., Ltd.***
Li Jing
Director

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

Beijing, the PRC, 18 September 2023

As of the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, Poly Group, Poly International and any parties acting in concert with any of them), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of Poly Group and Poly International) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As of the date of this joint announcement, the sole director of the Offeror is Ms. Li Jing.

The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Company) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Company) having been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As of the date of this joint announcement, the directors of Poly Group are Liu Hualong, Zhang Wanshun, Zhang Hao, Gao Lieyang, Wu Mengfei, Geng Ruguang, Guo Jianxin, Pan Zhengyi and Luo Depi, and the directors of Poly International are Wang Xingye, Huang Geming, Tong Yunxiang, Zhang Jinsong and Zhang Yi.

The directors of Poly Group and Poly International, jointly and severally, accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Company), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

** for identification purposes only*