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CHANGYOU ALLIANCE GROUP LIMITED

暢由聯盟集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Changyou Alliance Group Limited (“**Company**”) will be held at Rooms 1908-1916, 19/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Tuesday, 31 October 2023 at 11:00 a.m. or at any adjournment thereof, to consider and, if thought fit, pass the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the second supplemental facility agreement dated 18 September 2023 (the “**Second Supplemental Facility Agreement**”) and entered into between the Company and PCL (as defined in the circular of the Company dated 11 October 2023 (the “**Circular**”)), a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purposes, pursuant to which the Company has conditionally agreed to further vary the terms of the 2019 Facility Agreement (as amended by the First Supplemental Facility Agreement)(both as defined in the Circular) in relation to an unsecured revolving loan facility of a principal amount not exceeding HK\$100 million to PCL, the proposed Annual Cap (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Second Supplemental Facility Agreement, the proposed Annual Cap and the transactions contemplated thereunder.”

By order of the Board
Changyou Alliance Group Limited
Mr. Cheng Jerome
Chairman

Hong Kong, 11 October 2023

Notes:

1. A member of the Company entitled to attend and vote at the EGM by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, 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 of members of the Company in respect of the joint holding, the first named being the senior.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
4. The register of members of the Company will be closed from Thursday, 26 October 2023 to Tuesday, 31 October 2023 (both days inclusive), for the purpose of determining the Shareholders’ entitlement to attend and vote at the EGM to be held on Tuesday, 31 October 2023 at 11:00 a.m. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer forms and the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 25 October 2023.

As at the date of this notice, the executive Directors are Mr. Cheng Jerome and Mr. Yuan Weitao; the non-executive Director is Mrs. Guo Yan; and the independent non-executive Directors are Mr. Wong Chi Keung, Mr. Ip Wai Lun William and Mr. Chan Chi Keung Alan.