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Alibaba Pictures Group Limited
阿里巴巴影业集团有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1060)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of Alibaba Pictures Group Limited (the “Company”) will be held at Room Salon, Eaton Club Central at 5/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Tuesday, October 31, 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated October 16, 2023 (the “Circular”).

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the Share Purchase Agreement dated September 19, 2023 (a copy of which has been produced at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to, among other things, the Acquisition at the Consideration, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Consideration Shares to be issued by the Company in satisfaction of the Consideration payable by the Purchaser under the Share Purchase Agreement, the Directors be and are hereby granted the specific mandate to allot and issue the Consideration Shares and take all such steps and do all such acts as may be necessary or expedient in order to give effect to the same; and

(iii) any one Director (or one Director and the secretary of the Company or any two Directors or such other person or persons (including a Director) as the Board may appoint, in case of execution of documents under seal) be and is hereby authorized to sign, execute and deliver all such documents and to do all such acts or things which he/she/they consider(s) necessary, desirable or expedient to implement, or to give effect to the transactions contemplated under the Share Purchase Agreement.”

2. “**THAT:**

(i) the Contractual Arrangements and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(ii) any one Director (or one Director and the secretary of the Company or any two Directors or such other person or persons (including a Director) as the Board may appoint, in case of execution of documents under seal) be and is hereby authorized to sign, execute and deliver all such documents and to do all such acts or things which he/she/they consider(s) necessary, desirable or expedient to implement, or to give effect to the transactions contemplated under the Structured Contracts.”

By order of the Board
Alibaba Pictures Group Limited
FAN Luyuan
Chairman & Chief Executive Officer

Hong Kong, October 16, 2023

Registered office:

Clarendon House

2 Church Street

Hamilton, Pembroke

HM 11 Bermuda

Head Office:

Block B, Wangjing

Ali Centre

Building 4, Zone 4, Wangjing East Park

Chaoyang District Beijing, China

Principal Place of Business in

Hong Kong:

26/F, Tower One, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Notes:

- (1) Any member of the Company entitled to attend, speak and vote at the SGM (or any adjourned meeting) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf.
- (2) Where there are joint registered holders of any Share, any one of such holders may vote at the SGM (or any adjourned meeting), either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint registered holders are present at the SGM (or any adjourned meeting) personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect of such Share.
- (3) Whether you are able to attend the SGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. no later than 11:00 a.m. on Sunday, October 29, 2023) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM or any adjourned meeting if they so wish.
- (4) The record date for determining the entitlement of the Shareholders to attend and vote at the SGM will be Thursday, October 26, 2023. To be eligible to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, October 25, 2023.
- (5) All voting by the members at the SGM (or any adjourned meeting) shall be conducted by way of poll.
- (6) References to time and dates in this circular are to Hong Kong time and dates.
- (7) If Typhoon Signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force 2 hours before the time of the SGM, the SGM will be postponed. The Company will post an announcement on the website of Company at www.alibabapictures.com and on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify the Shareholders of the date, time and place of the rescheduled meeting.
- (8) The Chinese translation of this notice is for reference only. In the event of inconsistency, the English version shall prevail.

As of the date of this notice, the Board comprises Mr. Fan Luyuan, Mr. Li Jie and Mr. Meng Jun, being the executive Directors; Mr. Tung Pen Hung, being the non-executive Director; and Ms. Song Lixin, Mr. Tong Xiaomeng and Mr. Johnny Chen, being the independent non-executive Directors.