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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 Wednesday, 10 April 2024 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 an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Subscription Agreement (as defined in the circular of the Company dated 15 March 2024 (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, in relation to the subscription for the 2024 Convertible Bonds in an aggregate principal amount of HK\$126,000,000 and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds (as defined in the Circular) and the allotment and issue of the Conversion Shares (as defined in the Circular) upon conversion of the 2024 Convertible Bonds under the Specific Mandate (as defined in the Circular), be and is hereby considered, approved, confirmed and ratified;
- (b) the instrument constituting the 2024 Convertible Bonds, a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purposes, and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified;
- (c) subject to and conditional upon the listing committee approving the listing of, and granting the permission to deal in, the Conversion Shares, the directors of the Company (“**Directors**”) be and are hereby authorised to: (i) issue the 2024 Convertible Bonds to the Subscriber; and (ii) allot and issue the Conversion Shares on the terms and subject to the conditions of the 2024 Convertible Bonds;

- (d) an unconditional Specific Mandate be and is hereby granted to the Directors to exercise the powers to allot, issue and deal with such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the 2024 Convertible Bonds pursuant to the terms of the 2024 Convertible Bonds; and
- (e) any one Director be and is hereby authorised to, for and on behalf of the Company, do all such further acts and things and to sign and execute all such documents, instruments and agreements, 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 Subscription Agreement and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds and the allotment and issue of the Conversion Shares upon conversion of the 2024 Convertible Bonds under the Specific Mandate.”

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

Hong Kong, 15 March 2024

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 holding the EGM or any adjournment thereof (as the case may be). The proxy form will be published on the website of the Stock Exchange and the website of the Company.
4. The register of members of the Company will be closed from Friday, 5 April 2024 to Wednesday, 10 April 2024 (both days inclusive), for the purpose of determining the Shareholders' entitlement to attend and vote at the EGM to be held on Wednesday, 10 April 2024 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, 3 April 2024.

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.