
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to what action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Kingkey Intelligence Culture Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

KINGKEY INTELLIGENCE CULTURE HOLDINGS LIMITED

京基智慧文化控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 550)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the SGM to be held at Room 1506, 15/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 10 May 2024 at 5:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the SGM (or any adjourned meeting) should you so wish and in such event, the Form of Proxy shall be deemed to be revoked.

19 April 2024

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 2 |
| NOTICE OF SPECIAL GENERAL MEETING | 6 |

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

| | |
|-----------------------------------|--|
| “Board” | the board of Directors |
| “Company” | Kingkey Intelligence Culture Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 550) |
| “Director(s)” | the director(s) of the Company |
| “Form of Proxy” | the form of proxy for use by Shareholders at the SGM |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Proposed Change of Company Name” | the proposed change of the Company’s English name from “Kingkey Intelligence Culture Holdings Limited” to “Allegro Culture Limited” and the Company’s secondary name in Chinese from “京基智慧文化控股有限公司” to “律齊文化有限公司” |
| “SGM” | the special general meeting of Company to be convened and held for the purpose of considering and, if thought fit, approving the Propose Change of Company Name |
| “Share(s)” | ordinary share(s) of HK\$0.20 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

LETTER FROM THE BOARD

KINGKEY INTELLIGENCE CULTURE HOLDINGS LIMITED
京基智慧文化控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock code: 550)

Executive directors:

Mr. Chen Jiajun
Ms. Yiu Sze Wai

Non-executive directors:

Mr. Ma Fei
Mr. Ng Wai Hung

Independent non-executive directors:

Ms. Tang Po Lam Paulia
Mr. Chan Chiu Hung Alex
Mr. Chai Chung Wai
Mr. Wong Kwok Kuen
Mr. Li Chaobo

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 1506, 15/F.
Wing On Centre
111 Connaught Road Central
Hong Kong

19 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The Company refers to the announcement dated 8 April 2024 in relation to, among other matters, the Proposed Change of Company Name.

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the SGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Kingkey Intelligence Culture Holdings Limited” to “Allegro Culture Limited”, and to change the secondary name of the Company in Chinese from “京基智慧文化控股有限公司” to “律齊文化有限公司”.

3. CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (a) the passing of a special resolution by the Shareholders at the SGM to be convened to consider and, if though fit, approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in Bermuda granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will become effective from the date on which the Registrar of Companies in Bermuda registers the new company names, in English and Chinese as evident by the issue of a certificate of incorporation on change of name and a certificate of secondary name, respectively. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

4. REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will simplify the English and Chinese names of the Company and better identify the Company’s corporate image, thereby benefiting the Company’s future business development. The Board therefore considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

5. EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the Company’s present name shall continue to be valid evidence of title to the shares of the Company and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new names of the Company. Once the Proposed Change of Company Name has become effective, share certificates will be issued in the new names of the Company.

LETTER FROM THE BOARD

Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in its securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name, the new stock short names of the Company and other relevant matters as and when appropriate.

6. THE SGM

The SGM will be convened and held at Room 1506, 15/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 10 May 2024, at 5:00 p.m. for the purposes of considering and, if thought fit, approving, the Proposed Change of Company Name. A notice of the SGM is set out on pages 6 to 7 of this circular. To determine the eligibility of voting at the SGM, the Register of Members of the Company will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear in the Register of Members of the Company on Friday, 10 May 2024 are eligible to attend and vote at the SGM. In order to be eligible for voting at the SGM, all properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 May 2024.

In accordance with Rule 13.39(4) of the Listing Rules and the Bye-laws of the Company, all votes of the Shareholders to be taken at the SGM shall be taken by poll unless it relates purely to a procedural or administrative matter and the chairman, in good faith, decides to allow such matter to be voted on by a show of hands. To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve the Proposed Change of Company Name at the SGM.

A Form of Proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the SGM if they so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the SGM.

Yours faithfully,
On behalf of the Board
Kingkey Intelligence Culture Holdings Limited
Chen Jiajun
Chairman

NOTICE OF SPECIAL GENERAL MEETING

KINGKEY INTELLIGENCE CULTURE HOLDINGS LIMITED 京基智慧文化控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock code: 550)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Kingkey Intelligence Culture Holdings Limited (the “Company”) will be held at Room 1506, 15/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 10 May 2024 at 5:00 p.m. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Kingkey Intelligence Culture Holdings Limited” to “Allegro Culture Limited” and the secondary name of the Company in Chinese from “京基智慧文化控股有限公司” to “律齊文化有限公司” (the “**Proposed Change of Company Name**”), with effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the new secondary name of the Company in place of the existing secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

Yours faithfully,

For and on behalf of the Board of

Kingkey Intelligence Culture Holdings Limited

Chen Jiajun

Chairman

Hong Kong, 19 April 2024

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a 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 of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF SPECIAL GENERAL MEETING

2. 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 of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the Form of Proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To determine the eligibility of voting at the SGM, the Register of Members of the Company will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear in the Register of Members of the Company on Friday, 10 May 2024 are eligible to attend and vote at the SGM. In order to be eligible for voting at the SGM, all properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 May 2024.
4. Where there are joint holders of any share, any one of such joint holders 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 any meeting 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 in respect of the joint holding.
5. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the SGM, subject to the consent of the meeting, the meeting will be adjourned. In the event of adjournment, the Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and venue of the adjourned meeting.
6. As at the date of this notice, the Board comprises Mr. Chen Jiajun (Chairman) and Ms. Yiu Sze Wai as executive Directors; Mr. Ma Fei and Mr. Ng Wai Hung as non-executive Directors; and Ms. Tang Po Lam Paulia, Mr. Chan Chiu Hung Alex, Mr. Chai Chung Wai, Mr. Wong Kwok Kuen and Mr. Li Chaobo as independent non-executive Directors.