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**H.BROTHERS** | ENTERTAINMENT

**華 誼 騰 訊 娛 樂**

華 誼 騰 訊 娛 樂 有 限 公 司

**Huayi Tencent Entertainment Company Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 419)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Huayi Tencent Entertainment Company Limited (the “**Company**”) will be held at Boardroom 3, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 21 June 2024 at 10:05 a.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at the same venue and on the same day, or any adjournment thereof) on to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares of the Company to be issued and allotted pursuant to the exercise of options granted under the new share option scheme of the Company (the “**2024 Share Option Scheme**”), the rules of which are set out in the document marked “A” produced to the meeting and for the purposes of identification signed by any one Director or the company secretary of the Company thereof, the 2024 Share Option Scheme be and is hereby approved and adopted, and the directors of the Company (“**Directors**”) and/or their delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme, including but without limitation:
  - (i) to administer the 2024 Share Option Scheme under which share options will be granted to the Eligible Participants eligible under the 2024 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2024 Share Option Scheme;

- (ii) to modify and/or amend the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to grant share options under the 2024 Share Option Scheme and to allot and issue from time to time such number of shares in the capital of the Company (“**Shares**”) as may be required to be allotted and issued (and/or to transfer such number of treasury shares of the Company (“**Treasury Shares**”), as applicable) in respect of the share options to be granted under the 2024 Share Option Scheme;
  - (iv) to make application at appropriate time or times to The Stock Exchange of Hong Kong Limited and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the 2024 Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme;
- (b) the total number of Shares which may be issued (and, together with Treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the 2024 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Hong Kong Stock Exchange from time to time) of the total number of Shares in issue (excluding Treasury Shares) as at the date of adoption of the 2024 Share Option Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit.
2. “**THAT** conditional upon the passing of resolution No.1, the Service Provider Sublimit (being 1% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the adoption of the 2024 Share Option Scheme) on the total number of Shares that may be issued and Treasury Shares that may be transferred in respect of all options and awards to be granted to Service Provider(s) (as such term is defined under the 2024 Share Option Scheme) under the 2024 Share Option Scheme and any other schemes of the Company be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”
3. “**THAT** subject to and conditional upon passing of the ordinary resolution No. 1 set out in the notice convening this meeting, the 2022 Share Option Scheme of the Company adopted by the Company on 21 June 2022 be and is hereby terminated upon the 2024 Share Option Scheme becoming effective (after the fulfilment of all the conditions as set out in the 2024 Share Option Scheme).”

4. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the awards granted under the amended share award scheme of the Company (the **“Amended Share Award Scheme”**), a copy of which is tabled at the meeting and marked **“B”** and initialled by the chairman of the meeting for identification purpose, the proposed amendments of the share award scheme of the Company adopted on 20 August 2021 (the **“2021 Share Award Scheme”**) to the Amended Share Award Scheme be and are hereby approved and adopted, and the directors of the Company or their delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Amended Share Award Scheme, including but without limitation:
- (i) to administer the Amended Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the Amended Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the Amended Share Award Scheme;
  - (ii) to modify and/or amend the Amended Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Amended Share Award Scheme;
  - (iii) to grant awards of Shares under the Amended Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued (and/or to transfer such number of Treasury Shares, as applicable) in respect of the awards to be granted under the Amended Share Award Scheme;
  - (iv) to make application at appropriate time or times to The Stock Exchange of Hong Kong Limited and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awards to be granted under the Amended Share Award Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Amended Share Award Scheme;

- (b) the total number of Shares which may be issued (and, together with Treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the Amended Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Hong Kong Stock Exchange from time to time) of the total number of Shares in issue (excluding Treasury Shares) as at the date of approval of amendments to the 2021 Share Award Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit.
5. “**THAT**, conditional upon the passing of resolution No.4, the Service Provider Sublimit (being 1% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the amendments to the 2021 Share Award Scheme is approved) on the total number of Shares that may be issued and Treasury Shares that may be transferred in respect of all awards and options to be granted to Service Provider(s) under the Amended Share Award Scheme and any other schemes of the Company be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

By Order of the Board  
**Huayi Tencent Entertainment Company Limited**  
**Raymond HAU**  
*Company Secretary*

Hong Kong, 5 June 2024

*Notes:*

1. The Register of Members of the Company will be temporarily closed from 18 June 2024 to 21 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attendance at the Company's extraordinary general meeting to be held on Friday, 21 June 2024, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 17 June 2024.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting and in such event, the form of proxy will be deemed to be revoked.

*As at the date hereof, the Board comprises:*

*Non-Executive Director: Mr. ZHAO John Huan (Chairman)*

*Executive directors: Mr. CHENG Wu (Chief Executive Officer), Mr. YUEN Hoi Po (President)*

*Independent non-executive directors: Mr. YUEN Kin, Mr. CHU Yuguo, Ms. WANG Song Song and Ms. PAN Min*