THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Maoyan Entertainment, you should at once hand this circular and the accompanying election form to the purchaser or the transferee or to the bank, the registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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Maoyan Entertainment
貓眼娛樂
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1896)

Executive Director:
Mr. Zheng Zhihao *(Chief Executive Officer)*

Non-executive Directors:
Mr. Wang Changtian *(Chairman)*
Ms. Li Xiaoping
Ms. Wang Jian
Mr. Sun Zhonghuai
Mr. Chen Shaohui
Mr. Tang Lichun

Independent non-executive Directors:
Mr. Wang Hua
Mr. Chan Charles Sheung Wai
Mr. Yin Hong
Ms. Liu Lin

Registered office:
Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

17 July 2025

To the Shareholders of Maoyan Entertainment

Dear Sir or Madam,

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2024

1. INTRODUCTION

At the annual general meeting held on 25 June 2025, the shareholders (the "**Shareholders**") of Maoyan Entertainment (the "**Company**"), upon recommendation by the directors (the "**Directors**") of the board of the Company, approved the payment of a final dividend of HK$0.32 per share of US$0.00002 each in the share capital of the Company (the "**Share(s)**") for the year ended 31 December 2024 (the "**Final Dividend**") to the Shareholders whose names appear on the register of members of the Company (the "**Eligible Shareholders**") at the close of business on Friday, 4 July 2025 (the "**Record Date**"). The Final Dividend will be fully paid by cash, but the Shareholders may also have the option to receive new fully paid Shares (the "**Scrip Shares**") in lieu of cash (the "**Scrip Dividend Scheme**").

To determine the entitlement of the Eligible Shareholders to receive the Final Dividends, the register of members was closed from Wednesday, 2 July 2025 to Friday, 4 July 2025 (both dates inclusive). To be entitled to receive the Final Dividend, all completed transfer forms, accompanied by the relevant share certificates, had to be lodged with the Company's Hong Kong branch share registrar and transfer office for registration not later than 4:30 p.m. on Monday, 30 June 2025.

The purpose of this circular is to set out the procedures and conditions which apply in relation to the Scrip Dividend Scheme and the action which should be taken by the Eligible Shareholders in relation thereto.

2. PARTICULARS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the Eligible Shareholders have the following options in respect of the Final Dividend (in which case, any Shareholder outside Hong Kong is subject to the conditions as contained below):

(i) cash amount of HK$0.32 for each Share; or

(ii) an allotment of such number of Scrip Shares having a market value (as calculated below) equal to, save for adjustment for fractions, the amount of Final Dividend which Shareholders would otherwise be entitled to receive in cash (the number of which is determined as explained below).

For the purpose of calculating the number of Scrip Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of the Scrip Shares has been fixed at HK$7.294 per Share, which is the average of the closing prices per Share as quoted on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the five consecutive trading days up to and including Friday, 4 July 2025 (the "**Average Closing Price**"). Accordingly, the number of the Scrip Shares which the Eligible Shareholders will receive in respect of the existing Shares registered in their names as at the Record Date will be calculated as follows:

(1) Maximum amount of dividend available for election of Scrip Shares (rounded to the nearest cent) = Number of Scrip Shares (as applicable) held and elected on the Record Date x (Final Dividend per Share) HK$0.32

(2) Number of Scrip Shares to be received* = $\frac{\text{Maximum amount of dividend available for election of Scrip Shares (rounded to the nearest cent)}}{\text{HK\$7.294 (Average Closing Price)}}$

* *Rounded down to the nearest whole number*

The last day and time on which the Eligible Shareholders will be entitled to elect their desired form of the Final Dividend is 4:30 p.m. on Friday, 1 August 2025. The number of the Scrip Shares to be issued to each Eligible Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Scrip Shares in respect of option (ii) above will not be issued, but the benefits thereof will accrue to the Company. The Scrip Shares to be issued pursuant to the Scrip Dividend Scheme will, when issued, rank pari passu with the existing Shares of the Company in all respects, except that they will not be entitled to the Final Dividend. The Scrip Shares will be allotted by way of capitalisation of the Company's distributable reserves and are not renounceable. The right to receive Scrip Shares instead of whole or part of the cash dividend is non-transferable.

As at the date of this circular, the Board has not received any information from the substantial shareholders of the Company of their intention to receive the Final Dividend in cash, or in the form of Scrip Shares.

3. ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give Shareholders the opportunity to increase their investment in the Company at the market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also be to the advantage of the Company because, to the extent that the Shareholders elect to receive Scrip Shares in whole, such cash as would otherwise have been paid to the Shareholders will be retained for use by the Company.

4. CONDITIONS OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is subject to the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Scrip Shares to be issued under the Scrip Dividend Scheme.

If the above condition is not satisfied, the Scrip Dividend Scheme will not become effective and the Election Forms (as defined below) will be void. In such case, the Final Dividend will then be paid wholly in cash.

As at the Record Date, Mr. Wang Changtian, the Chairman and Non-executive Director of the Company, is interested in 471,465,845 Shares, representing approximately 40.95% of the issued Shares. Assuming that Mr. Wang Changtian elects to receive the Final Dividend wholly in Scrip Shares while all other Eligible Shareholders elect to or are deemed to have elected to receive the Final Dividend wholly in cash, its aggregate percentage holding of voting rights as a result of the receipt of such Scrip Shares will not give rise to any obligation under Rule 26 of the Codes on Takeovers and Mergers and Share Buy-backs (the "**Takeovers Code**") and no obligation on the part of Mr. Wang Changtian to make a general offer for the Shares under the Takeovers Code would arise.

In light of the above, no application for whitewash waiver would be made to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

5. EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 1,151,334,949 Shares in issue as at the Record Date, if all Shareholders elect to receive the Final Dividend in cash, the total cash dividend payable by the Company would be HK$368,427,183.7. If all Shareholders elect to receive all of their entitlement to the Final Dividend in the form of Scrip Shares in lieu of cash and based on the Average Closing Price, the maximum number of Scrip Shares to be issued would be 50,510,993 Shares, representing approximately 4.39% of the existing issued share capital of the Company as at the Record Date and approximately 4.20% of the then issued share capital of the Company as enlarged by the issue of the Scrip Shares.

The Eligible Shareholders should note that acceptance of any Scrip Shares may give rise to the disclosure requirements under the provisions of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Eligible Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek advice from their own professional adviser. Eligible Shareholders who are in any doubt as to their tax position are recommended to seek advice from their own professional adviser.**

Save for the pre-IPO share option scheme adopted on 23 July 2018, and post-IPO share option scheme adopted on 23 July 2018 and amended on 28 June 2023 by the Company, as at the date of this circular, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares, as the case may be.

6. ELECTION FORM

An election form in relation to the Scrip Dividend Scheme (the "Election Form") is enclosed for use by Eligible Shareholders who wish to receive the Final Dividend wholly in the form of the Scrip Shares in lieu of cash. Please read carefully the instructions below and the instructions printed on the Election Form.

(a) To receive only cash dividend

If you wish to receive only cash for the Final Dividend, you DO NOT need to take any action. Therefore, please DO NOT return the Election Form.

(b) To receive only Scrip Shares for the Final Dividend

If you wish to receive only Scrip Shares for the Final Dividend, please just SIGN, DATE and RETURN the Election Form.

The Election Form should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 1 August 2025. Failure to complete and return the Election Form in accordance with the instructions printed thereon will result in the relevant Eligible Shareholder's Final Dividend being paid wholly in the form of cash. No acknowledgement of receipt of the Election Form will be issued. No elections in respect of the Final Dividend may, after the relevant Election Forms are signed and returned to the Company's Hong Kong branch share registrar and transfer office, be in any way withdrawn, revoked, superseded or altered.

The latest time for the return of the Election Form will be extended, as the case may be, in accordance with (a) or (b) below if a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal or "extreme conditions" caused by super typhoons is/are in force in Hong Kong:

(a) at any time before 12:00 noon and no longer in force after 12:00 noon on Friday, 1 August 2025. The latest time for the return of the Election Form will be extended to 5:00 p.m. on the same business day; or

(b) at any time between 12:00 noon and 4:30 p.m. on Friday, 1 August 2025. The latest time for the return of the Election Form will be extended to 4:30 p.m. on the next business day where none of the above warnings is in force at any time between 9:00 a.m. and 4:30 p.m..

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive the Election Form. If you wish to receive Scrip Shares in lieu of cash in respect of the Final Dividend, please contact your intermediary or nominee directly.

7. SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

This circular and the Election Form will not be registered or filed under the securities law or equivalent legislation of any jurisdiction. No Shareholder with registered address outside Hong Kong as shown on the Register of Members (the "**Overseas Shareholder(s)**") receiving a copy of this circular and/or the Election Form in any jurisdiction outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Persons who receive the Scrip Shares in lieu of cash must also be responsible for compliance with the laws of the relevant jurisdiction (including procedures or other similar procedures), and comply with any restrictions on the transfer or sale of the Shares which may apply outside Hong Kong. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation shall be deemed to have received this circular and/or the Election Form for information only.

(a) People's Republic of China

As at the Record Date, there were 5 Shareholders (the "**PRC Shareholders**", excluding PRC Southbound Trading Investors as defined below) with registered address in the People's Republic of China ("**PRC**" which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan) who held an aggregate of 4,905,937 Shares, representing approximately 0.43% of the existing issued Shares.

The Board has made legal enquiries with its legal advisers on the laws of the PRC in relation to the extension of the Scrip Dividend Scheme to the PRC Shareholders. Based on the advice of the legal advisers in the PRC, there is no explicit regulatory restrictions or prohibitions with respect to despatching a copy of this circular or an Election Form to the PRC Shareholders. It is the responsibility of the PRC Shareholders to comply with any filing, registration or other legal requirements, governmental or regulatory procedures or any other similar formalities in the PRC.

In addition, according to the "Stock Connect Shareholding Search" available on the Stock Exchange's website (www.hkexnews.hk), as at the Record Date, 200,677,644 Shares were held by China Securities Depository and Clearing Corporation Limited ("**ChinaClear**"), representing approximately 17.42% of the total issued Shares of the Company.

Pursuant to the Frequently Asked Questions Series 29 issued by the Stock Exchange on 17 November 2014 and updated on 4 November 2016 and 13 July 2018 on the interpretation of the Listing Rules, investors from the People's Republic of China (which for the purpose of this circular, excludes Taiwan, Hong Kong and Macau Special Administrative Region of the People's Republic of China) who hold Shares through ChinaClear as nominee under Shanghai − Hong Kong Stock Connect and Shenzhen − Hong Kong Stock Connect (the "**PRC Southbound Trading Investors**") can participate in the Scrip Dividend Scheme through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to elect to receive the Scrip Shares in respect of all or part of his/her holding of Shares in accordance with the relevant laws and regulations.

The PRC Southbound Trading Investors should seek advice from their intermediary (including brokers, custodians, nominees or ChinaClear participants) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear, and provide instructions with such intermediary in relation to the election to receive the Scrip Shares.

No Shareholder receiving in any territory outside Hong Kong a copy of this circular and/or an Election Form may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to such person without the Company being required to comply with any registration or other legal requirements, governmental or regulatory procedures or any similar formalities. It is the responsibility of any Shareholder residing outside Hong Kong who wishes to receive Scrip Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdiction(s), including procedures or any other similar formalities. It is also the responsibility of any person who receives Scrip Shares in lieu of cash dividend to comply with any restrictions on the resale of the Scrip Shares which apply outside Hong Kong.

As at the Record Date, save as disclosed in the circular, no Shareholder had a registered address outside Hong Kong as appeared on the register of members of the Company.

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive Scrip Shares for the Final Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.

8. LISTING AND DEALINGS

Application will be made by the Company to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme.

It is expected that the relevant dividend warrants and share certificates will be posted to the Shareholders at the risk of those entitled thereto on Friday, 22 August 2025, and dealings of the Scrip Shares on the Stock Exchange are expected to commence on Monday, 25 August 2025 (subject to the proper receipt of the certificates for the Scrip Shares by the relevant Eligible Shareholders). Unless a written instruction is given by a Shareholder to the Company's Hong Kong branch share registrar and transfer office, one share certificate will be issued for all the Scrip Shares a Shareholder is entitled to.

Subject to the granting of the approval for the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such Scrip Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System ("**CCASS**"). All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Shares may be settled through CCASS and you should seek the advice of your stockbroker or other professional adviser for details of these settlement arrangements and how such settlement arrangements will affect your rights and interests.

The Shares of the Company are only listed on the Stock Exchange. No part of the share capital or debt securities of the Company is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

9. RECOMMENDATION AND ADVICE

New Shares issued to the Eligible Shareholders pursuant to an election to receive all of the Final Dividends in new Shares may be allocated in odd lots (of less than a board lot of 200 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of new Shares issued in odd lots. Eligible Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Whether or not it is to your advantage to receive cash or the Scrip Shares in whole depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the sole responsibility of each Eligible Shareholder. If you are in any doubt as to what to do, you should consult your professional advisers.

Eligible Shareholders who are trustees are recommended to take professional advice as to whether the choice of the Scrip Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

10. TIMETABLE

Record Date . . . . . .Friday,
4 July 2025

Latest time for the return of the Election Form . . . . . 4:30 p.m. on Friday,
1 August 2025

Expected despatch date of dividend warrants and share certificates . . . . . .Friday,
22 August 2025

Expected first day of dealing in the Scrip Shares . . . . . Monday,
25 August 2025
(subject to the proper receipt of the certificates for
the Scrip Shares by the relevant Eligible Shareholders)

Notes:

(1) If a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal or "extreme conditions" caused by super typhoons is/are in force in Hong Kong at any time prior to 4:30 p.m. on Friday, 1 August 2025, the latest time for returning the Election Form will be extended. Further information is set out in the section headed "6. Election Form" in this circular.

(2) References to time and dates in this circular are to Hong Kong time and dates.

11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange 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.

Yours faithfully,
By order of the Board
Maoyan Entertainment
Zheng Zhihao
Executive Director