THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular or as to the action to be taken, 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 **Emperor Culture Group Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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英皇文化產業集團有限公司
Emperor Culture Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

(1) PROPOSALS FOR
(A) RE-ELECTION AND ELECTION OF DIRECTORS
AND
(B) GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES
AND
(2) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 3 December 2025 at 10:30 a.m. is set out from pages AGM-1 to AGM-5 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM (by Monday, 1 December 2025 before 10:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

No distribution of corporate gifts or refreshments at the AGM.

20 October 2025

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

INTRODUCTION 3

ANNUAL GENERAL MEETING 3

(A) RE-ELECTION AND ELECTION OF DIRECTORS 4

(B) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES 6

RECOMMENDATION 7

GENERAL INFORMATION 7

APPENDIX I – DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION AND NEW CANDIDATE PROPOSED FOR ELECTION I-1

APPENDIX II – EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE II-1

NOTICE OF ANNUAL GENERAL MEETING AGM-1

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

"AGM"	the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 3 December 2025 at 10:30 a.m., or any adjournment thereof
"Board"	the board of Directors
"Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM
"Buy-back Resolution"	a proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of AGM
"Bye-laws"	the bye-laws of the Company
"CCASS"	Central Clearing and Settlement System
"Company"	Emperor Culture Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM
"Latest Practicable Date"	14 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Notice of AGM"	the notice convening the AGM as set out from pages AGM-1 to AGM-5 of this circular
"PRC"	The People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

英皇文化產業集團有限公司
Emperor Culture Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

Executive Directors:
Mr. Yeung Ching Loong, Alexander *(Chairman)*
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:
Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen
Ms. Tam Sau Ying

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
28th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

20 October 2025

To the Shareholders,

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM for the approval of (i) re-election and election of Directors; and (ii) granting of general mandates to issue new Shares and buy back Shares and to give you the Notice of AGM.

ANNUAL GENERAL MEETING

The Notice of AGM is set out from pages AGM-1 to AGM-5 of this circular. Resolutions to be proposed at the AGM include, *inter alia*, (A) re-election and election of Directors; and (B) general mandates to issue new Shares and buy back Shares.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of Shareholders on the proposed resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the poll results of the AGM.

In order to qualify for the right to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong before 4:30 p.m. on Thursday, 27 November 2025 (record date). The register of members of the Company will not be closed for the purpose of ascertaining the right of the Shareholders to attend an vote of the AGM.

No refreshments will be served and no corporate gifts will be distributed at the AGM.

The Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy to represent them by returning their forms of proxy by the time specified herein. Physical attendance at the AGM by Shareholders is not necessary for the purpose of exercising their voting rights.

(A) RE-ELECTION AND ELECTION OF DIRECTORS

(I) Retirement and re-election of Directors

In accordance with Bye-laws 84(1) and 84(2) of the Bye-laws, Ms. Fan Man Seung, Vanessa ("**Ms. Fan**") and Ms. Chan Sim Ling, Irene ("**Ms. Chan**") shall retire by rotation at the AGM. Ms. Fan, being eligible, shall offer herself for re-election at the AGM while Ms. Chan, who served as an independent non-executive director of the Company ("**INED(s)**") for over 9 years, being eligible, does not offer herself for re-election at the AGM.

Ms. Chan confirmed that she has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to her decision of not offering herself for re-election at the AGM.

Details of Ms. Fan who offer herself for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

(II) Election of Director

Ms. Wan Choi Ha ("**Ms. Wan**") is nominated to stand for election as INED at the AGM to fill the casual vacancy to be created by the retirement of Ms. Chan. The Company has received from Ms. Wan (i) a written confirmation of her willingness to be elected as Director and consent to the publication of her personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Biographical details of Ms. Wan are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

(III) Recommendations of the Nomination Committee

The Nomination Committee had reviewed the biographical details of Ms. Fan and Ms. Wan and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, enough time commitment to effectively discharge duties as Board member) as set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the diversity policy of the Company, and took the view that Ms. Fan has committed to her role as Director and Ms. Wan was suitably qualified to become an INED.

Besides, having considered the biographical details and the professionalism of Ms. Wan (as set out in Appendix 1 of this circular), the Nomination Committee is of the view that the election of Ms. Wan will bring valuable perspectives, skills and experience to the Board to ensure the efficient and effective operation of the Board and will contribute to the diversity of the Board.

The Nomination Committee had also assessed the independence of Ms. Wan based on her confirmation of independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules and was satisfied with her independence.

The Board, having considered the recommendation of the Nomination Committee, accepted the nomination by the Nomination Committee for recommending the Shareholders to re-elect Ms. Fan and elect Ms. Wan as Directors at the AGM. Ms. Fan abstained from voting on the relevant resolution at the Board meeting regarding her own re-election.

(B) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General mandates granted at the last annual general meeting of the Company held on 3 December 2024 ("2024 AGM")

At the 2024 AGM, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

(i) issue up to 20% of the aggregate number of Shares then in issue (i.e. a maximum of 642,668,178 Shares) ("**Previous Issue Mandate**");

(ii) buy back up to 10% of the aggregate number of Shares then in issue (i.e. a maximum of 321,334,089 Shares) ("**Previous Buy-back Mandate**"); and

(iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares had been issued nor bought back by the Company pursuant to the above mandates.

(II) Proposed refreshment of the general mandates at the AGM

The previous mandates granted at the 2024 AGM will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

As at the Latest Practicable Date, there were 3,213,340,890 Shares in issue. At the AGM, ordinary resolutions will be proposed to effect the following general mandates:

(i) the Issue Mandate to allot, issue and deal with Shares (including any sale and transfer of treasury shares) of up to an aggregate of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing such resolution at the AGM (i.e. of not exceeding 642,668,178 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);

(ii) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing such resolution at the AGM (i.e. of not exceeding 321,334,089 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of AGM); and

(iii) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for (A) re-election and election of Directors; and (B) general mandates to issue new Shares and buy back Shares are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Director Proposed for Re-election and New Candidate Proposed for Election) and Appendix II (Explanatory Statement on the Buy-back Mandate) to this circular.

By order of the Board
Emperor Culture Group Limited
Yeung Ching Loong, Alexander
Chairman

The following are the particulars of the Director proposed to be re-elected and new candidate proposed to be elected at the AGM.

I. PROPOSED FOR RE-ELECTION

Ms. Fan Man Seung, Vanessa
Executive Director

Ms. Fan, aged 62, an Executive Director of the Company. She is also the Chairperson of the Corporate Governance Committee, a member of the Executive Committee of the Company and a director of certain subsidiaries of the Company. Ms. Fan joined the Company in March 2017 and is responsible for the Group's strategic planning, business growth and development as well as overseeing different functions within the Group. She has over 35 years of corporate management experience in diversified businesses ranging from cinema development and operation, entertainment production and investment, artiste management, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services to wholesaling and retailing of furniture as well as media and publication. Ms. Fan is currently a director of Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296), Emperor Watch & Jewellery Limited (Stock Code: 887), Emperor Capital Group Limited (Stock Code: 717), Ulferts International Limited (Stock Code: 1711) and New Media Lab Limited (Stock Code: 1284), all being listed members of Emperor Group. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration.

The term of service of Ms. Fan is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Fan is entitled to receive a Director's fee of HK$80,000 per annum which was recommended by the Remuneration Committee of the Company and determined by the Board as authorised by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by her.

Save as disclosed above, Ms. Fan did not (i) hold any directorships in other listed public companies in the last 3 years; (ii) have any relationship with any Director, senior management or substantial or controlling shareholder of the Company; or (iii) have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Fan was a director of H Cinematic Limited, ("**H Cinematic**"), a company incorporated in Hong Kong and was primarily engaged in cinema operation in Hong Kong. A resolution has been passed on 13 December 2024 to wind up H Cinematic by way of creditor's voluntary liquidation. The liquidation is still in the process.

Ms. Fan was also a director of 英皇娛藝影院(廣東)有限公司 (Emperor UA Cinemas (Guangdong) Company Limited) ("**Emperor UA Cinemas**"), a company established under the PRC laws and was primarily engaged in cinema operation in the PRC. Emperor UA Cinemas' insolvency liquidation application was filed on 14 March 2023 and was completed on 29 December 2023.

Ms. Fan confirmed that she was not a party to the above liquidations and is not aware of any actual or potential claim that has been or will be made against her because of such liquidations.

Other than as aforesaid, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Fan.

II. PROPOSED FOR ELECTION

Ms. Wan Choi Ha
Independent Non-executive Director

Ms. Wan, aged 57, was nominated by the Board to stand for election as an Independent Non-executive Director of the Company at the AGM. Immediately following her successful appointment as Director, she will act as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Wan has been admitted as a solicitor in Hong Kong since 1993 and is now a Senior Partner of Wan and Leung, Solicitors. She was previously an independent non-executive director of Emperor Capital Group Limited (Stock Code: 717) from July 2015 to February 2024. Ms. Wan graduated from The University of Hong Kong with Bachelor's Degree in Laws.

After her successful election at the AGM, Ms. Wan's term of service is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Bye-laws and the Listing Rules. Ms. Wan is entitled to receive a Director's fee of HK$120,000 per annum which was recommended by the Remuneration Committee of the Company and determined by the Board as authorised by the Shareholders at the annual general meeting, with reference to the market rate and the duties and responsibilities undertaken by her.

Save as disclosed above, Ms. Wan did not (i) hold any directorships in other listed public companies in the last 3 years; (ii) have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, or (iii) have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed election of Ms. Wan.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 3,213,340,890. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 321,334,089 Shares (representing 10% of the total number of issued Shares (excluding treasury shares, if any)) during the period from the date of AGM up to:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or

(iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws and the applicable laws of Bermuda and the Listing Rules. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with the Bye-laws and the applicable laws of Bermuda. The Company will not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2025) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Emperor Culture Group Holdings Limited ("**ECUG Holdings**") held 2,371,313,094 Shares, representing approximately 73.8% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the shareholding of ECUG Holdings in the Company would increase to approximately 82% of the total number of issued Shares. The Directors consider that such an increase would not give rise to an obligation on the part of ECUG Holdings to make a mandatory offer under Rule 26 of the Takeovers Code. However, there will be insufficient Shares in the hands of the public.

The Directors will exercise the power conferred by the Buy-back Mandate to buy back Shares in the circumstance which they deem appropriate for the benefits of the Company and the Shareholders as a whole. The Directors have no present intention to exercise the Buy-back Mandate to the extent that it would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% of the total number of issued Shares.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, in the 6 months preceding the Latest Practicable Date.

No core connected person (as defined in Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

Following a buy-back of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-back, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.088	0.041
November	0.054	0.043
December	0.046	0.036
2025		
January	0.060	0.036
February	0.054	0.039
March	0.047	0.039
April	0.045	0.035
May	0.050	0.038
June	0.048	0.037
July	0.040	0.032
August	0.040	0.034
September	0.044	0.035
October (up to and including the Latest Practicable Date)	0.042	0.035

英皇文化產業集團有限公司
Emperor Culture Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Culture Group Limited ("**Company**") will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 3 December 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 30 June 2025.

2. (A) To re-elect Ms. Fan Man Seung, Vanessa as Director.

   (B) To elect Ms. Wan Choi Ha as Director.

3. To authorise the board ("**Board**") of directors ("**Director(s)**") of the Company to fix the Directors' remuneration.

4. To re-appoint Cheng & Cheng Limited as Independent Auditor and to authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) "**THAT**:

   (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale and transfer of treasury shares (which shall have the meaning ascribed to it by the Rules Governing the Listing of Securities ("**Listing Rules**") on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**")) and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of passing this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company ("**Bye-laws**") or any applicable laws to be held; and

(c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

5. (B) "**THAT**:

(i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose and, if permitted under the Listing Rules, to determine whether such shares of the Company bought back shall be held as treasury shares by the Company or otherwise be cancelled subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

"Relevant Period" means the period from passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting."

5. (C) "**THAT** conditional upon resolutions nos. 5(A) and 5(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution no. 5(B)."

By order of the Board
Emperor Culture Group Limited
Liu Suet Ying
Company Secretary

Hong Kong, 20 October 2025

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
28th Floor
Emperor Group Centre
288 Hennessey Road
Wanchai
Hong Kong

Notes:

(i) **No refreshments will be served and no corporate gifts will be distributed at the annual general meeting ("AGM").**

(ii) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the AGM. Where the Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

(iii) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the Chairman of the AGM as their proxy to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.

(iv) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited ("**Branch Share Registrar**") at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof. In such event, the returned form of proxy shall be deemed to be revoked.

(v) Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy in respect of such shares as if he/she were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.

(vi) In order to qualify for the right to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Branch Share Registrar at the above address before 4:30 p.m. on Thursday, 27 November 2025 (record date). The register of members of the Company will not be closed for the purpose of ascertaining the right of the Shareholders to attend and vote at the AGM.

(vii) If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force at any time between 8:30 a.m. and 10:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (https://www.EmpCulture.com) to notify shareholders of the date, time and place of the adjourned meeting.

(viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.