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 to be taken, you should consult a 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 Litian Pictures Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Litian Pictures Holdings Limited
力天影業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9958)

PROPOSALS FOR ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Litian Pictures Holdings Limited to be held at Room 1803, Zhongzhou Building, No. 3088 Jintian Road, Gangxia Community, Futian Street, Futian District, Shenzhen, the People's Republic of China on Tuesday, 13 January 2026 at 2:30 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

21 December 2025

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Room 1803, Zhongzhou Building, No. 3088 Jintian Road, Gangxia Community, Futian Street, Futian District, Shenzhen, the People's Republic of China on Tuesday, 13 January 2026 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 22 of this circular
"Articles of Association"	the amended and restated articles of association of the Company adopted by the Company on 31 May 2024
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Cayman Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"China" or "PRC"	the People's Republic of China which, for the purpose of this circular only, excludes the Hong Kong Special Administrative Region of the People's Republic of China, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Company"	Litian Pictures Holdings Limited (力天影業控股有限公司), an exempted company incorporated in the Cayman Islands 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 and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate

"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
"Group"	the Company and its subsidiaries (including the consolidated affiliated entities)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	18 December 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Date"	22 June 2020, the date on which dealings in the Shares commenced on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LiTian TV & Film"	Zhejiang LiTian TV & Film Co., Ltd.* (浙江力天影視有限公司), a limited liability company established under the laws of the PRC on 2 August 2013, which is a consolidated affiliated entity of the Company
"Nomination Committee"	the nomination committee of the Company
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
"RMB"	Renminbi, the lawful currency of the People's Republic of China

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time

If there is any inconsistency between the Chinese names of PRC nationals, entities, departments, facilities, certificates, titles, etc. and their English translations, the Chinese names shall prevail. The English translation of PRC nationals, entities, departments, facilities, certificates, titles, etc. which are marked with "" is for identification purpose only.*

Litian Pictures Holdings Limited
力天影業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9958)

Executive Directors:
Mr. YUAN Li
Ms. TIAN Tian
Mr. HUANG Zhiqiang
Mr. LIN Mingwei
Ms. HUANG Meiyuan

Independent Non-executive Directors:
Mr. TSE Kwok Hing Henry
Mr. XIE Taoquan
Mr. YAM Yuet Hang

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Level 27, Wing On Centre
111 Connaught Road Central
Sheung Wan
Hong Kong

21 December 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and, among others, the following proposals to be put forward at the Annual General Meeting: (i) the adoption of audited financial statements, (ii) the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, (iii) the proposed appointment and re-election of the Directors, and (iv) the re-appointment of Auditors.

ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30 JUNE 2025

The audited consolidated financial statements of the Company for the eighteen months period ended 30 June 2025 together with the reports of the Directors and the Auditors, are set out in the 2025 Annual Report which will be sent to the Shareholders on 21 December 2025. The 2025 Annual Report may then be viewed and downloaded from the Company's website (www.litian.tv) and the Stock Exchange's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought for the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there was 360,000,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 72,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares repurchased by the Company under ordinary resolution no. 4(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20 per cent limit of the General Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional number shall not exceed 10 per cent of the issued Shares as at the date of passing of the General Mandate and the Repurchase Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, there was 360,000,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 36,000,000 Shares.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the General Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the General Mandate to allot and issue Shares by an amount of Shares representing the total number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Share Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Share Repurchase Mandate.

PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board currently consists of five executive Directors, namely Mr. Yuan Li, Ms. Tian Tian, Mr. Huang Zhiqiang, Mr. Lin Mingwei and Ms. Huang Meiyuan as executive Directors, and Mr. Tse Kwok Hing Henry, Mr. Xie Taoquan and Mr. Yam Yuet Hang as independent non-executive Directors.

Pursuant to Article 83(3) of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to reelection at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, each of Mr. Huang Zhiqiang, Mr. Lin Mingwei, Ms. Huang Meiyuan, Mr. Tse Kwok Hing Henry, Mr. Xie Taoquan and Mr. Yam Yuet Hang who were appointed as an Director on 19 July 2024, 19 July 2024, 18 November 2024, 13 August 2024, 13 August 2024 and 8 November 2024 respectively, are subjected to retirement at the AGM and being eligible to offer themselves for re-election at the AGM. Each of Mr. Huang Zhiqiang, Mr. Lin Mingwei, Ms. Huang Meiyuan and Mr. Xie Taoquan will offer themselves for re-election at the AGM whereas Mr. Tse Kwok Hing Henry and Mr. Yam Yuet Hang have decided not to offer themselves for re-election and will therefore retire at the AGM as they intend to spend more time on their personal business commitments. Each of Mr. Tse Kwok Hing Henry and Mr. Yam Yuet Hang has confirmed that there is no disagreement between himself and the Board during his term of office and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Board wishes to express its appreciation for the valuable contributions made by each of Mr. Tse Kwok Hing Henry and Mr. Yam Yuet Hang towards the development of the Company during his term of office.

As recommended by the nomination committee of the Board (the "**Nomination Committee**"), the proposed appointment of Mr. Jing Quanliang as an independent non-executive Director will be considered, and if thought fit, approved at the Annual General Meeting.

Details of the Directors proposed for appointment and re-election at the Annual General Meeting are set out in Appendix I to this circular.

In accordance with Article 84(1) of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, in accordance with Article 84(1) of the Articles of Association, Mr. Yuan Li shall retire by rotation at the Annual General Meeting. He being eligible, will offer himself for re-election at the Annual General Meeting. His biographical details are set out in Appendix I to this circular.

Recommendation of the Nomination Committee with respect to the Directors subject to re-election at the Annual General Meeting

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the director nomination policy and the board diversity policy of the Company. The Nomination Committee is of the view that the retiring and proposed Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended the retiring Directors to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all retiring Directors to stand for re-election at the Annual General Meeting. The Nomination Committee has also recommended the proposed Directors to the Board for appointment and the Board has endorsed the recommendations of the Nomination Committee and recommended all proposed Directors for appointment at the Annual General Meeting.

RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the AGM, KPMG be re-appointed as the external Auditors until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 8 January 2026 to Tuesday, 13 January 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 7 January 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the AGM is Tuesday, 13 January 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 22 of this circular is the notice of Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve, among others, (i) the adoption of audited financial statements, (ii) the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, (iii) the proposed appointment and re-election of the Directors, and (iv) the re-appointment of Auditors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for, among others, the adoption of audited financial statements, the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, the proposed appointment and re-election of the Directors, and the re-appointment of Auditors, are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Litian Pictures Holdings Limited
YUAN Li
Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected and the proposed Directors to be appointed at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. Yuan Li (袁力), aged 47, was appointed as a Director on 17 June 2019 and was re-designated to the chairman of the Board and an executive Director on 27 September 2019. Mr. Yuan has over 25 years' experience in the television and film industry. The following table shows the key working experience of Mr. Yuan:

Period	Company	Latest position	Roles and responsibilities
August 2013 to present	LiTian TV & Film	Director and general manager	Oversee management and operations of the company
June 1998 to June 2013	Great Wall Movie and Television Co., Ltd.* (長城影視股份有限公司, "**Great Wall Movie and Television**"), a company listed on the Shenzhen Stock Exchange (stock code: 002071)	Deputy general manager	Oversee management and operations of the distribution department

Mr. Yuan was an executive director, supervisor and/or legal representative of the below companies established in the PRC at the time of or within one year prior to its dissolution. Mr. Yuan confirmed that (i) these companies were solvent and not in operation immediately prior to their dissolution, (ii) there was no wrongful act on his part leading to the dissolution of these companies, (iii) he was not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of these companies, and (iv) that no misconduct or misfeasance has been involved in the dissolution of these companies.

Company	Principal business	Methods of dissolution	Role(s)
Dongyang Changli Firm Services Co. Ltd.* (東陽長立影視服務有限公司)	Rental & sale of film and television equipment	Dissolved by deregistration	Legal representative and supervisor
Beijing Great Wall Huanyu International Film Advertising Co. Ltd.* (北京長城環宇國際影視廣告有限公司)	Design, production, agency and release of domestic and foreign advertisements	Dissolved by deregistration	Legal representative and executive director

Mr. Yuan has graduated from The Open University of China (國家開放大學) in Beijing, the PRC in January 2016 with a diploma in administration management. Mr. Yuan was awarded the Outstanding Distributor Award (優秀發行人) by the Shanghai Eastern Television Channel (上海東方電影頻道) in 2017.

Ms. Tian Tian is the spouse of Mr. Yuan Li.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Yuan was interested in 132,662,851 Shares, representing 36.85% of the issued Shares of the Company.

Mr. Yuan had entered into a service contract with the Company for a term of three years commencing from the Listing Date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Yuan is entitled to a director's remuneration of over RMB1,000,000 per annum and a discretionary bonus which have been determined by the Remuneration Committee and the Board with reference to his qualification, experience, responsibility, performance of the individual, performance of the Group and the market practices.

Ms. Huang Meiyuan, aged 42, has been appointed an executive Director since 8 November 2024 and she has more than 15 years of experiences in various industries. Prior to the joining of the Group, she served as the general manager of Shishi Hudi Education Technology Co., Ltd., which is engaged in media production and advertising.

Ms. Huang obtained a bachelor of business administration from the Business University of Costa Rica in 2016 and a master of business administration from the same school in 2018.

Ms. Huang has entered into a service agreement with the Company for a term of three years. She will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Huang will be entitled to an annual salary of HK$480,000 which is determined by the Board on the recommendation of the Remuneration Committee and by reference to her duties and responsibilities and prevailing market conditions.

Mr. Huang Zhiqiang, aged 41, has been appointed an executive Director since 9 July 2024. Mr. Huang graduated from Panamerican University (Universidad Panamericana) in Mexico City with a Bachelor of Business Administration and a Master of Business Administration in June 2019 and September 2020, respectively. Mr. Huang served as the general manager of Shenzhen Zhiyan Electronic Technology Company Limited (深圳市志研電子科技有限公司) and Shenzhen Glitron Technology Co., Ltd (深圳市格利創科技有限公司), whose principal business includes sale of electronic components. Mr. Huang has also served as the chairman of Shenzhen Yixinyuan Technology Company Limited (深圳市意心源科技有限公司), whose principal business includes E-commerce, since June 2017.

Mr. Huang has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company. Pursuant to the service contract, Mr. Huang is entitled to a remuneration of HK$40,000 per month and such other fringe benefit as the Remuneration Committee shall determine. His remuneration package is determined by the Board with the recommendation of the Remuneration Committee with reference to the prevailing market conditions, his experience, duties and responsibilities in the Group, the remuneration structure of the Group and remuneration level for peers in the market.

Mr. Lin Mingwei, aged 61, has been appointed an executive Director since 19 July 2024. Mr. Lin graduated from Panamerican University (Universidad Panamericana) in Mexico City with a Bachelor of Business Administration and a Master of Business Administration in June 2017 and September 2018, respectively. Mr. Lin has served as the executive director of Sanya International Hotel Limited (三亞國際飯店有限公司) and whose principal business includes hotel business, since May 2006.

Mr. Lin has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company. Pursuant to the service contract, Mr. Lin is entitled to a remuneration of HK$40,000 per month and such other fringe benefit as the remuneration committee of the Board (the "Remuneration Committee") shall determine. His remuneration package is determined by the Board with the recommendation of the Remuneration Committee with reference to the prevailing market conditions, his experience, duties and responsibilities in the Group, the remuneration structure of the Group and remuneration level for peers in the market.

Mr. Xie Taoquan, aged 34, has been appointed as the independent non-executive Director since 13 August 2024 and he has over 10 years of experience in media industry. He served as a general manager of Zhaoqing Tiansheng Culture Media Co., Limited (肇慶天晟文化傳媒有限公司) and he is responsible for staff recruitment and formulating the financial system of the company from May 2021 to May 2024. He also served as the planning director for Zhaoqing Lifeng Media Planning Co., Limited (肇慶立豐傳媒策劃有限公司) and he was responsible for the planning and execution of major events such as spring festivals in Zhaoqing city from May 2019 to May 2021. Mr. Xie obtained a bachelor's degree of business management at China University of Geosciences in June 2013. He also studied business management at SEGi University in Malaysia from September 2013 to December 2014.

Mr. Xie has entered into a service agreement with the Company for a term of three years. He will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Xie will be entitled to an annual salary of HK$20,000 which is determined by the Board on the recommendation of the Remuneration Committee and by reference to his duties and responsibilities and prevailing market conditions.

Mr. Xie confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Jing Quanliang (敬全亮), aged 34, served as the district manager of Jiangxi Branch of China Life Insurance Company Limited, where he was responsible for team management and business development from 2014 to 2018. Mr. Jing served as the sales director of Jiangxi No. 7 Food Era Catering Management Co., Ltd (江西七號食代餐飲管理有限公司), and he was responsible for the Company's marketing, restaurant brand promotions and daily operations from 2018 to 2020. Mr. Jing has served as the general manager of Jiangxi Doukebao Information Technology Company Limited (江西省抖客寶信息科技有限公司), a company specializing in the provision of douyin services from July 2021.

Mr. Jing obtained a graduation diploma for human resources management in Higher Education Self Examination (高等教育自我考試) in December 2019.

As at the date of this circular, Mr. Jing has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as at the date of this circular, Mr. Jing (i) has not held any directorships in other publicly listed companies in the last three years; and (ii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Jing confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Upon passing of the resolution in relation to the proposed appointment of Mr. Jing as an independent non-executive Director, Mr. Jing will enter into a letter of appointment with the Company for a term of three years with effect from the date thereof and the appointment of Mr. Jing as an independent non-executive Director shall then become immediately effective. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association. Mr. Jing will be entitled to receive an annual director's fee of HK$50,000.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 360,000,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 36,000,000 Shares which represent 10 per cent of the total number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Cayman Company Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Companies Act and the Listing Rules. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 30 June 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. YUAN Li was interested in 132,662,851 Shares, approximately 36.85% of the issued Shares, 68,282,350 Shares of which were held by Litian Century Media Co. Ltd., which is wholly owned by Mr. YUAN Li and 64,380,501 Shares of which were held by Ms. TIAN Tian, the spouse of Mr. YUAN Li. Ms. TIAN Tian was interested in 132,662,851 Shares, approximately 36.85% of the issued Shares, 64,380,501 Shares of which were held by Marshal Investment Co. Ltd., which is wholly owned by Ms. TIAN Tian, and 68,282,350 Shares of which were held by Mr. YUAN Li, the spouse of Ms. TIAN Tian.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. YUAN Li and Ms. TIAN Tian in the Company will be increased to approximately 40.95% of the issued Shares, respectively, which may trigger an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would trigger a mandatory offer obligation under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	**Highest traded prices** *HK$*	**Lowest traded prices** *HK$*
December	0.160	0.116
2025		
January	0.124	0.093
February	0.126	0.096
March	0.139	0.093
April	0.110	0.085
May	0.110	0.085
June	0.101	0.088
July	0.480	0.087
August	0.420	0.246
September	0.370	0.211
October *(Note)*	N/A	N/A
November	0.250	0.125
December (up to the Latest Practicable Date)	0.405	0.163

Note:

The trading of the Company's shares on the Stock Exchange was suspended at 9:00 AM on 2 October 2025, and resumed at 9:00 AM on 24 November 2025.

Litian Pictures Holdings Limited
力天影業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9958)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Litian Pictures Holdings Limited (the "**Company**") will be held at Room 1803, Zhongzhou Building, No. 3088 Jintian Road, Gangxia Community, Futian Street, Futian District, Shenzhen, the People's Republic of China on Tuesday, 13 January 2026 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the eighteen months period ended 30 June 2025.

2. (a) To re-elect the following retiring directors of the Company:

   (i) Mr. YUAN Li as an executive director;

   (ii) Mr. HUANG Meiyuan as an executive Director;

   (iii) Ms. HUANG Zhiqiang as an executive Director;

   (iv) Mr. LIN Mingwei as an executive Director; and

   (v) Mr. XIE Taoquan as an independent non-executive Director.

   (b) To appoint Mr. JING Quanliang as an independent non-executive Director.

   (c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint KPMG as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

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

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

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "Rights Issue" means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**THAT**:

(i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-back and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

(iv) for the purpose 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 any applicable law or the articles of association of the Company to be held; or

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10 per cent of the total number of issued shares of the Company at the date of passing of the said resolutions."

By order of the Board
Litian Pictures Holdings Limited
YUAN Li
Chairman

Hong Kong, 21 December 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Level 27, Wing On Centre
111 Connaught Road Central
Sheung Wan
Hong Kong

Notes:

(i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(ii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(iii) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Tuesday, 13 January 2026, the register of members of the Company will be closed from Thursday, 8 January 2026 to Tuesday, 13 January 2026 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 7 January 2026.

(iv) In respect of ordinary resolution numbered 2(a) above, Mr. YUAN Li, Ms. HUANG Meiyuan and Mr. HUANG Zhiqiang, Mr. LIN Mingwei and Mr. XIE Taoquan shall retire and, being eligible, offered themselves for re-election as directors of the Company. In respect of ordinary resolution numbered 2(b) above, Mr. Jing Quanliang offered himself for appointment as director of the Company. The biographical details of the directors are set out in Appendix I to the circular of the Company dated 21 December 2025.

(v) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 21 December 2025.