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# ALLEGRO CULTURE LIMITED
# 律齊文化有限公司

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

**(Stock code: 550)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the members of Allegro Culture Limited (the "**Company**") will be held at Event Space F, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Tuesday, 30 June 2026 at 11:00 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company and its subsidiaries for the year ended 31 December 2025;

2. (a) To re-elect Mr. Gan Peng as executive Director;

   (b) To re-elect Mr. Ma Changwei as non-executive Director;

   (c) To re-elect Mr. Li Ming as independent non-executive Director;

   (d) To re-elect Ms. Yang Wanning as independent non-executive Director;

   (e) To authorise the board of Directors to fix their remuneration;

3. To re-appoint Confucius International CPA Limited as the Company's auditor and to authorise the Directors to fix their remuneration;

## SPECIAL BUSINESS

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

"**THAT**:

(A) subject to paragraph (C) below, pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors (the "**Directors**") of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares (the "**Shares**") in the capital of the Company or securities convertible into Shares and to make or grant offers, agreement and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares) on the date of passing this resolution, and the said approval shall be limited accordingly; and

(D) for the purpose of this resolution:

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

(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 of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.

"Rights Issue" means an offer of Shares, 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 on the register on a fixed record date in proportion to their then 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

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

"**THAT**:

(A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(C) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

(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 of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution."

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

"**THAT** conditional upon the resolutions set out in items 4 and 5 in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue Shares pursuant to the resolution set out in item 4 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in item 5 in the notice convening this meeting, provided that such an amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) on the date of the passing of this resolution."

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

"**THAT**:

(A) subject to and conditional upon the listing committee (the "**Listing Committee**") of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the share option scheme of the Company (the "**Share Option Scheme**"), the rules of which are set out in the printed documented marked "A" now produced in this meeting and signed by the chairman of the meeting for identification purpose, the Share Option Scheme be and is hereby approved and adopted;

(B) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options under the Share Option Scheme and any share schemes involving issuance of new shares of the Company as may from time to time be adopted by the Company (the "**Share Schemes**"), shall not in aggregate exceed such number of Shares as equal to 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing this resolution;

(C) the Directors be and are hereby authorised to do all such acts and to enter into all such arrangements as may be necessary or expedient in order to give full effect to the Share Option Scheme including but without limitation to: (i) administer the Share Option Scheme under which options will be granted to participants eligible under the Share Option Scheme to subscribe for Shares; (ii) modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules; (iii) grant options to subscribe for Shares under the Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme and subject to the Listing Rules; (iv) make application at the appropriate time or times to the Listing Committee upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the Share Option Scheme; and (v) consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme."

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

"**THAT** subject to and conditional upon the passing of resolution numbered 7 above, the Service Provider Sublimit (as defined in the Share Option Scheme) on the total number of Shares which may be issued in respect of any options granted under the Share Option Scheme and options and awards granted under any other Share Schemes, representing 5% of the total number of Shares in issue (excluding any treasury shares) on the date of passing of this resolution be and is hereby approved and adopted."

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

"**THAT**:

(A) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the vesting of any share awards (the "**Awards**") that may be granted under the (the "**Share Award Scheme**") (the rules relating to which (the "**Scheme Rules**"), the rules of which are set out in the printed documented marked "B" now produced in this meeting and signed by the chairman of the meeting for identification purpose, the Share Award Scheme be and is hereby approved and adopted and the Scheme Rules be and are hereby adopted as the rules of the Share Award Scheme;

(B) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the grant of Awards under the Share Award Scheme and any other Share Schemes, shall not in aggregate exceed such number of Shares as equal to 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing this resolution;

(C) the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Award Scheme including without limitation: (i) to give effect to and administer the Share Award Scheme as contemplated and in accordance with the Scheme Rules; (ii) to allot, issue or otherwise deal in new Shares of the Company and to make or grant Awards under the terms of the Scheme Rules pursuant to Chapter 17 of the Listing Rules; (iii) to grant Awards under the Share Award Scheme and to allot and issue from time to time such number of Shares as may be required under the Share Award Scheme and subject to the Listing Rules; (iv) make application at the appropriate time or times to the Listing Committee upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the Share Award Scheme; and (v) consent, if they so deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme."

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

"**THAT** subject to and conditional upon the passing of resolution numbered 9 above, the Award Scheme Service Provider Sublimit (as defined in the Share Award Scheme) on the total number of Shares which may be issued in respect of any awards granted under the Share Award Scheme and options and awards granted under any other Share Schemes, representing 5% of the total number of Shares in issue (excluding any treasury shares) on the date of passing of this resolution be and is hereby approved and adopted."

11. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution:

"**THAT**:

(A) the amendments to the existing amended and restated bye-laws of the Company (the "**Proposed Amendments**") as set forth in Appendix V to the circular of the Company dated 8 June 2026 be and are hereby approved;

(B) the existing amended and restated bye-laws of the Company (incorporating the Proposed Amendments) in the form produced and tabled to the meeting, a copy of which has been produced to the meeting marked "C" and signed by the chairman of the meeting for the purpose of identification, be approved and adopted as the second amended and restated bye-laws of the Company in substitution for in their entirety and to the exclusion of the existing amended and restated bye-laws of the Company with immediate effect; and

(C) any one of the Directors be and is hereby authorised to all such acts, deeds and things and execute all such documents and make all such arrangements and necessary filings that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid paragraphs (A) and (B)."

Yours faithfully,
By Order of the Board
**Allegro Culture Limited**
**Mr. Ma Changwei**
*Chairman*

Hong Kong, 8 June 2026

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business in Hong Kong:*
Suite 701, Foyer
625 King's Road
North Point
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The Register of Members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive). The record date for ascertaining right to attend the AGM is Tuesday, 30 June 2026 All properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 24 June 2026.

4. As at the date of this notice, the Board comprises Mr. Gan Peng and Ms. Yiu Sze Wai as executive Directors; Mr. Ma Changwei as non-executive Director; and Mr. Li Chaobo, Mr. Li Ming and Ms. Yang Wanning, as independent non-executive Directors.