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美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 391)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong, on 27th September 2024 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and of the auditors for the year ended 31st March 2024;
2. To:
 - (a) re-elect the following directors:
 - (i) Mr. Li Tang Yuk;
 - (ii) Dr. Lam Lee G.; and
 - (iii) Mr. Ma Fung Kwok
 - (b) authorise the Board of Directors to fix the Directors' remuneration and set a maximum number of Directors;
3. To re-appoint PricewaterhouseCoopers as auditors and authorise the Board of Directors to fix their remuneration;

4. To consider as Special Business and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in (excluding treasury shares, if any) issue on the date of this Resolution the said approval shall be limited accordingly; and
 - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
5. To consider as Special Business and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined in paragraph (b) below) of all the powers of the Company to issue, allot and deal in additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or deal in during or after the end of the Relevant Period, in addition to any shares which may be issued on the exercise of the subscription rights under the warrants issued by the Company, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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) or any option

scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement 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 Bye-Laws of the Company, the total nominal amount of additional shares issued, allotted, deal in or agreed conditionally or unconditionally to be issued, allotted or deal in (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) on the date of this Resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”

- 6. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:

“**THAT** conditional upon Resolutions 4 and 5 being passed, the general mandate granted to the Directors of the Company pursuant to Resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) of the date on this Resolution.”

- 7. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the shares of HK\$0.02 each in the share capital of the Company (the “Share”) which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the new share option scheme of the Company (the “2024 Share Option Scheme”), a copy of which having been produced before the AGM marked “A” and

initialled by the chairman of the meeting for the purpose of identification and a summary of the principal terms of which are set out in Appendix III to the circular of the Company dated 5th September 2024 to the shareholders of the Company of which this notice forms part), the 2024 Share Option Scheme and the Scheme Mandate Limit (as defined in the 2024 Share Option Scheme) (i.e. 10% of the total number of Shares in issue as at the date of passing this Resolution 7(a)) be and is hereby approved and adopted as the share option scheme of the Company with immediate effect after the close of the AGM;

- (b) the Directors be and are hereby authorised to:
- (i) administer the 2024 Share Option Scheme;
 - (ii) grant options to subscribe for Shares in accordance with the rules of the 2024 Share Option Scheme;
 - (iii) allot, issue and deal with such number of Shares as may be required to be issued from time to time pursuant to the exercise of options under the 2024 Share Option Scheme in each case, subject to the Scheme Mandate Limit and, as appropriate and applicable, the Service Provider Sublimit (as defined in the 2024 Share Option Scheme);
 - (iv) modify and/or amend the 2024 Share Option Scheme from time to time in accordance with the rules of the 2024 Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
 - (v) make application at appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the 2024 Share Option Scheme; and
 - (vi) do all such acts and execute and deliver all such documents and make such arrangements that he or she shall, in his or her sole opinion and absolute discretion, consider necessary, desirable or expedient to implement or give effect to the 2024 Share Option Scheme.”

8. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:

“**THAT** conditional upon Resolution 7(a) being passed, the Service Provider Sublimit (as defined in the 2024 Share Option Scheme of the Company, a copy of which having been produced before the AGM marked “A” and initialled by the chairman of the meeting for the purpose of identification and a summary of the principal terms of which are set out in Appendix III to the circular of the Company dated 5th September 2024 to the shareholders of the Company) be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and execute and deliver all such documents and make such arrangements that he or she shall, in his or her sole opinion and absolute discretion, consider necessary, desirable or expedient to implement or give effect to the Service Provider Sublimit.”

By Order of the Board
Chan Lun Ho
Company Secretary

Hong Kong, 5th September 2024

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. 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.
- (b) The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (c) To determine the entitlement to attend and vote at the AGM to be held on 27th September 2024, the register of members of the Company will be closed from 23rd September 2024 to 27th September 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 20th September 2024.
- (d) A circular setting out further information regarding Resolutions 2(a)(i) to (iii) and 4 to 8 above will be despatched to shareholders.

- (e) If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on 27th September 2024, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this announcement, the executive directors of the Company are Mr. Li Kuo Hsing, Mr. Li Tang Yuk and Dr. Dong Ming, and the independent non-executive directors are Dr. Lee G. Lam, Mr. Guo Yan Jun, Mr. Leung Tak Sing, Dominic, Mr. Ma Fung Kwok and Mr. Xu Lin.