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**歡喜傳媒集團有限公司\***  
**HUANXI MEDIA GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1003)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (“**Meeting**”) of Huanxi Media Group Limited (“**Company**”) will be held at 11:00 a.m. on Wednesday, 12 June 2019 at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the film production agreement (“**Film Production Agreement**”) dated 26 February 2019 entered into between 北京歡喜首映文化有限公司 (Beijing Huanxi Shou Ying Culture Company Limited\*) (“**Shou Ying**”), an indirect wholly-owned subsidiary of the Company and 北京真樂道文化傳播有限公司 (Beijing Joy Leader Culture Communication Co. Ltd.) (“**Beijing Joy Leader**”) in relation to the film production services in respect of a film, “Lost in Russia” 《囧媽》 (“**Film**”) to be provided by Beijing Joy Leader to Shou Ying, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the director agreement (“**Director Agreement**”) dated 26 February 2019 entered into between Huan Huan Xi Xi (Tianjin) Culture Investment Company Limited\* (歡歡喜喜(天津)文化投資有限公司) (“**Huan Huan Xi Xi**”), an indirect wholly-owned subsidiary of the Company and Mr. Xu Zheng, pursuant to which Mr. Xu Zheng has conditionally agreed to act as the director of the Film, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

\* *For identification purposes only*

- (c) the producer agreement (“**Producer Agreement**”) dated 26 February 2019 entered into between Huan Huan Xi Xi and Mr. Xu Zheng, pursuant to which Mr. Xu Zheng has conditionally agreed to act as the producer of the Film, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) the screenwriter agreement dated (“**Screenwriter Agreement**”) dated 26 February 2019 entered into between Huan Huan Xi Xi and Mr. Xu Zheng, pursuant to which Mr. Xu Zheng has conditionally agreed to act as the screenwriter of the Film, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (e) the actor agreement (“**Actor Agreement**”) dated 26 February 2019 entered into between Huan Huan Xi Xi and Mr. Xu Zheng pursuant to which Mr. Xu Zheng has conditionally agreed to act as the leading actor of the Film, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (f) any one of the directors of the Company (“**Director**”) or a duly authorised committee of the board of Directors (“**Board**”) be and is hereby authorised to do all such acts and things as he/she/it may in his/her/its discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Film Production Agreement, the Director Agreement, the Producer Agreement, the Screenwriter Agreement, the Actor Agreement (the “**Agreements**”) and the transactions contemplated thereunder and execute and deliver all such documents, deeds or instruments (or where any documents are required to be executed under seal, any two Directors or one Director and the Company Secretary be and are hereby authorised to execute and deliver all such documents) and take all such steps as the Director consider necessary, appropriate or desirable to implement or give effect to the Agreements and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally and materially different from those as provided for in the Agreements as are, in the opinion of the Directors or such duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board  
**Huanxi Media Group Limited**  
**Xiang Shaokun, Steven**  
*Executive Director and Chief Executive Officer*

Hong Kong, 23 May 2019

*Registered office:*  
Canon’s Court, 22 Victoria Street  
Hamilton HM12, Bermuda

*Principal Place of Business in Hong Kong:*  
11/F, Far East Finance Centre  
16 Harcourt Road  
Admiralty, Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. To ascertain a member’s entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 5 June 2019.
3. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by a duly authorised corporate representative or by proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be delivered to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11:00 a.m. on Monday, 10 June 2019 or not less than 48 hours before the time appointed for holding any adjourned Meeting.
6. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the Meeting was originally held within twelve (12) months from such date.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, 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.
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned, and in such event, the instrument appointing a proxy should be deemed to be revoked.

*As at the date of this notice, the Board comprises Mr. Dong Ping (Chairman) and Mr. Xiang Shaokun, Steven (Chief Executive Officer) as executive Directors, Mr. Ning Hao and Mr. Xu Zheng as non-executive Directors, and Mr. Wong Tak Chuen, Mr. Su Tuong Sing, David and Mr. Li Xiaolong as independent non-executive Directors.*