
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huanxi Media Group Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

**(1) RE-ELECTION OF THE RETIRING DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Meeting**”) of the Company to be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 28 June 2023, Wednesday at 11:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend and vote at the Meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, by 11:00 a.m. on 26 June 2023, Monday or in any event not later than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish.

DEFINITIONS

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

“AGM” or “Meeting”	the annual general meeting of the Company convened to be held on 28 June 2023, to consider and, if appropriate, to approve the resolutions contained in the notice convening the Meeting which are set out on pages 14 to 18 of this circular
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	the meanings ascribed to it under the Listing Rules
“Company”	Huanxi Media Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to allot, issue or deal with additional Shares not exceeding twenty per cent of the aggregate number of the issued Shares at the date of passing such resolution
“Latest Practicable Date”	24 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase on the Stock Exchange the Shares up to ten per cent of the aggregate number of the issued Shares at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the 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
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

Executive Directors:

Dong Ping (*Chairman*)

Xiang Shaokun, Steven (*Chief Executive Officer*)

Non-Executive Directors:

Ning Hao

Xu Zheng

Li Ni

Independent Non-Executive Directors:

Wong Tak Chuen

Li Xiaolong

Wang Hong

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Head office and principal place
of business in Hong Kong:*

11th Floor, Far East Finance Centre

16 Harcourt Road

Admiralty, Hong Kong

28 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF THE RETIRING DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This circular contains information relating to (i) the re-election of the retiring Directors; (ii) the Issue Mandate; and (iii) the Repurchase Mandate so as to provide all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM and to give you notice of the AGM.

* *For identification purposes only*

LETTER FROM THE BOARD

2. RE-ELECTION OF THE RETIRING DIRECTORS

The Directors retiring by rotation at the AGM in accordance with Bye-law 99 of the Bye-laws are Mr. Xu Zheng, Mr. Li Xiaolong and Mr. Wang Hong. All of them will, being eligible, offer themselves for re-election at the AGM. Information on the retiring Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, backgrounds, skills, experience and perspectives that would complement the existing Board), with due regard to the benefits of diversity as set out under the board diversity policy of the Company.

Each of the independent non-executive Directors has given an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Nomination Committee assessed and reviewed the independence of all independent non-executive Directors, including the two to be re-elected at the AGM, namely Mr. Li Xiaolong and Mr. Wang Hong. The Nomination Committee is of the view that all independent non-executive Directors have satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors will be proposed for Shareholders' approval at the AGM. In addition to the experience, skills and knowledge of retiring Directors as mentioned above, the Board also considered that their cultural, educational background and professional experience as well as their respective geographic locations would bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments would contribute to diversity of the Board appropriate to the requirements of the Company's business.

3. GENERAL MANDATE TO ISSUE SHARES

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with an additional Shares up to 20% of the aggregate number of the issued Shares as at the date of passing of the proposed resolution of the Issue Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 3,656,472,362 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practical Date and the date of the AGM, the Company would be authorised to allot, issue and deal with up to a maximum of 731,294,472 new Shares.

In addition, if the Repurchase Mandate is granted, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares which may be allotted, issued and dealt with under the Issue Mandate by adding the number of Shares repurchased under the Repurchase Mandate (being an aggregate number of Shares up to 10% of the issued Shares as at the date of the grant of the Repurchase Mandate).

LETTER FROM THE BOARD

4. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors authority to repurchase Shares up to 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution of the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

5. THE AGM

A notice convening the AGM is set out in this circular. A form of proxy for use at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the Meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, by 11:00 a.m. on 26 June 2023, Monday or in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish.

6. VOTE BY POLL

Chairman of the AGM will demand all the resolutions set out in the notice of the AGM to be voted by way of poll in accordance with Bye-law 70 of the Bye-laws. Explanation of the detailed procedures for conducting a poll will be provided to the Shareholders at the AGM.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 23 June 2023, Friday to 28 June 2023, Wednesday (both days inclusive), during such period no transfer of Shares will be registered. In order to qualify for the attendance and vote at the AGM, all transfer accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 June 2023, Wednesday.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that (i) the proposed re-election of the retiring Directors; (ii) the Issue Mandate; and (iii) the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Huanxi Media Group Limited
Xiang Shaokun, Steven
Executive Director and Chief Executive Officer

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The particulars of the retiring Directors proposed for re-election at the AGM are set out as follows:

1. Mr. Xu Zheng (“Mr. Xu”)

Mr. Xu, aged 50, was appointed as a non-executive Director on 2 September 2015. Mr. Xu graduated with a bachelor degree from Shanghai Theatre Academy (上海戲劇學院) in China in 1994. Mr. Xu is an actor, director, screenwriter and producer. He started his career as an actor in the 1990s. Mr. Xu rose to national stardom in 2000 with the TV series Sunny Piggy (春光燦爛豬八戒), followed by other successful TV dramas such as Li Wei the Magistrate (李衛當官) (2002). Mr. Xu then focused more on films, starring in comedies Call for Love (愛情呼叫轉移) (2007) and Call for Love II (愛情呼叫轉移 2) (2008), Lost on Journey (人在囧途) (2010), No Man’s Land (無人區) (2013) (for which he was awarded the best lead actor by the China Film Directors’ Guild (中國電影導演協會) in 2014) and the huge box office hit Breakup Buddies (心花路放) (2014) and Lost in Hong Kong (港囧) (2015). In 2012, his directorial debut Lost in Thailand (人再囧途之泰囧) (a road trip comedy) which he also wrote, directed, produced and starred in, earned over USD200 million and broke the record of the highest-grossing domestic Chinese film. In 2014, he produced and starred in The Great Hypnotist (催眠大師) (a suspense thriller film), which achieved ground-breaking box-office success and a great reputation in the Chinese suspense thriller film market. In 2018, Mr. Xu was awarded the best leading actor by the Taiwan Golden Horse Awards (台灣金馬獎) for his performance in Dying to Survive (我不是藥神).

As at the Latest Practical Date, Mr. Xu was deemed to be interested in 1,477,034,354 Shares (being 461,711,082 Shares held by Newwood Investments Limited (“**Newwood**”), 92,342,216 Shares held by Numerous Joy Limited (“**Numerous Joy**”), 800,000 Shares held by Highrise Castle Limited (“**Highrise**”), 42,230,000 Shares held by Mr. Dong Ping (“**Mr. Dong**”), 2,700,000 underlying Shares held by Mr. Dong, 438,625,528 Shares held by Pacific Wits Limited (“**Pacific Wits**”) and 438,625,528 Shares held by Tairong Holdings Limited (“**Tairong**”)) within the meaning of Part XV of the SFO. On 14 April 2015, Mr. Dong, Newwood, Mr. Ning Hao (“**Mr. Ning**”), Pacific Wits, Mr. Xu and Tairong entered into a shareholders agreement (the “**Shareholders Agreement**”), which sets forth certain rights and obligations of each of the parties in respect of the governance of the Company. Mr. Xu is a party to the Shareholders Agreement, is therefore deemed to be interested in all the Shares in which Mr. Dong, Newwood, Mr. Ning, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO. Please refer to Appendix II to this circular for details.

Pursuant to the latest service agreement entered into between the Company and Mr. Xu, Mr. Xu’s appointment is for a term of 2 years from 2 September 2021 and shall be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Pursuant to the service agreement, Mr. Xu is entitled to receive an annual remuneration of HK\$240,000. His remuneration is determined by the Board with reference to his experience and the prevailing market rate.

2. Mr. Li Xiaolong (“Mr. Li”)

Mr. Li, aged 57, was appointed as an independent non-executive Director on 2 September 2015. Mr. Li is a member of each of the remuneration committee, nomination committee and audit committee of the Company. Mr. Li has more than 20 years of experience in the industry of information technology and telecommunications. He is the founder and chairman of Net 263 Ltd. (Shenzhen Stock Exchange Code: 002467), a company based in Beijing which provides integrated communication services for medium-and small-sized enterprises and professionals. Since September 2004, Mr. Li was the chairman of the board of Net 263 Ltd., and since August 2006, the director of Net 263 Ltd. He was an independent director at E-Commerce China Dangdang Inc. from December 2010 to October 2016, and an independent director at Kongzhong Corp. from 2012 to May 2017. Mr. Li graduated from Beijing University of Technology, majored in software engineering of computer science. In January 2013, Mr. Li was appointed as a committee member of the telecommunications and economic experts of the Ministry of Industry and Information Technology.

As at the Latest Practicable Date, Mr. Li was deemed to be interested in 15,060,000 Shares (being 15,060,000 Shares held by Panfaith Investments Limited (a company wholly owned by Mr. Li)) within the meaning of Part XV of the SFO.

Pursuant to the latest service agreement entered into between the Company and Mr. Li, Mr. Li’s appointment is for a term of 2 years from 2 September 2021 and shall be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Pursuant to the service agreement, Mr. Li is entitled to receive an annual remuneration of HK\$240,000. His remuneration is determined by the Board with reference to his experience and the prevailing market rate.

3. Mr. Wang Hong (“Mr. Wang”)

Mr. Wang, aged 58, was appointed as an independent non-executive Director on 2 September 2019. Mr. Wang is the chairman of each of the remuneration committee and nomination committee of the Company and a member of audit committee of the Company. Mr. Wang is currently the vice president of Hengdian Group Holdings Limited, responsible for the group’s overseas affairs. He once served as the chairman of Hengdian Film and Television Production Co., Ltd.* (橫店影視製作有限公司), and produced the animation film Monkey King: Hero is Back (西遊記之大聖歸來), received the highest animation box office record in China, and some TV series. He was the chief executive officer of Asian Union New Media (Group) Limited (now known as Huayi Tencent Entertainment Company Limited) (Stock Code: 0419) between January 2008 and March 2012 and was an executive director of the company between August 2010 and March 2012, responsible for the overall operation of the company, and engaged in the investment of Letter from an Unknown Woman (一個陌生女人的來信), Peacock (孔雀), And the Spring Comes (立春), Under the Hawthorn Tree (山楂樹之戀) and some other films. He was the president of the Travel Channel between May 2003 and February 2008, during which he built up a new Travel Channel with an annual revenue of over RMB200 million. He also served as the deputy general manager of a cultural subsidiary of Poly Group between July 1991 and May 2003 and was responsible for the company’s investment business. He had engaged in the implementation of Poly Culture’s various investment projects related to the cultural industries. Mr. Wang obtained a Bachelor degree of Economics in International Trade and Economics at University of International Business and Economics in 1988.

* For identification purposes only

APPENDIX I PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practical Date, Mr. Wang was interested in 200,000 Shares within the meaning of Part XV of the SFO.

Pursuant to the latest service agreement entered into between the Company and Mr. Wang, Mr. Wang's appointment is for a term of 2 years from 2 September 2021 and shall be subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Pursuant to the service agreement, Mr. Wang is entitled to receive an annual remuneration of HK\$240,000. His remuneration is determined by the Board with reference to his experience and the prevailing market rate.

As at the Latest Practicable Date, save as disclosed above, the above retiring Directors have no interest in the Shares within the meaning of Part XV of the SFO, has not held any other directorships in any public listed companies in the past three years, were not connected with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules) and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of the Shareholders.

This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 3,656,472,362 Shares in issue. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 365,647,236 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchase may, depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, Bye-laws, the Listing Rules and the applicable laws of Bermuda.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2022, there might have adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital requirement or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. EFFECT OF THE TAKEOVERS CODE

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

On 14 April 2015, the Company and nine subscribers, namely Newwood, Numerous Joy, Pacific Wits, Tairong, Wise Dragon International Limited, Gold Shine Investment Company Limited, Dayunmony Investment Corporation, Concept Best Limited and Reorient Global Limited (collectively, the “**Subscribers**”) entered into a subscription agreement (the “**Subscription Agreement**”), pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, a total of 1,701,416,556 new Shares (the “**Subscription Shares**”) at an issue price of HK\$0.4 per Share (the “**Subscription**”). Details of the Subscription are set out in the Company’s circular dated 5 August 2015. The Subscription was approved by the independent Shareholders at the Company’s special general meeting held on 28 August 2015 and the Subscription Shares were allotted to the Subscribers on 2 September 2015.

On 14 April 2015, Mr. Dong, Newwood, Pacific Wits, Mr. Ning, Tairong and Mr. Xu entered into the Shareholders Agreement, which sets forth certain rights and obligations of each of the parties in respect of the governance of the Company following completion of the Subscription.

Mr. Dong directly owned the entire issued share capital of three corporations, namely Newwood, Numerous Joy and Highrise. Mr. Ning directly owned the entire issued share capital of Pacific Wits and Mr. Xu directly owned the entire issued share capital of Tairong.

In light of the above, Mr. Dong, Newwood, Numerous Joy, Highrise, Pacific Wits, Mr. Ning, Tairong and Mr. Xu are parties acting in concert pursuant to the Takeovers Code and their beneficial ownership in the voting rights of the Company as at the Latest Practicable Date are as follows:

Name of Shareholders	Number of Shares	Approximate percentage of shareholding in the Company’s issued share capital	In the event that the Repurchase Mandate is exercised in full, the approximate percentage of shareholding
Mr. Dong	42,230,000	1.15%	1.28%
Newwood	461,711,082	12.63%	14.03%
Numerous Joy	92,342,216	2.53%	2.81%
Highrise	800,000	0.02%	0.02%
Pacific Wits	438,625,528	12.00%	13.33%
Tairong	438,625,528	12.00%	13.33%
Total	1,474,334,354	40.32%	44.80%

Mr. Dong, Newwood, Numerous Joy, Highrise, Pacific Wits and Tairong, being parties acting in concert, in aggregate held 1,474,334,354 Shares, representing approximately 40.32% shareholding in the Company as at the Latest Practicable Date.

Based on the information above, in the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate voting rights of Mr. Dong, Newwood, Numerous Joy, Highrise, Pacific Wits and Tairong, who are parties acting in concert, in the Company would increase from approximately 40.32% to approximately 44.80% of the issued share capital of the Company. Such exercise of the Repurchase Mandate in full to repurchase the Shares will trigger an obligation of Mr. Dong, Newwood, Numerous Joy, Highrise, Mr. Ning, Pacific Wits, Mr. Xu and Tairong to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger such obligation under the Takeovers Code.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2022		
April	1.47	1.31
May	1.42	1.21
June	1.30	1.19
July	1.34	1.19
August	1.30	0.89
September	1.21	0.91
October	1.09	0.89
November	0.98	0.84
December	1.16	0.86
2023		
January	1.83	1.04
February	1.36	1.00
March	1.23	1.03
April (up to the Latest Practicable Date)	1.16	0.99

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Huanxi Media Group Limited (the “**Company**”) will be held at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 28 June 2023, Wednesday at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “**Director(s)**”) and the independent auditor of the Company for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Xu Zheng, as a non-executive Director;
 - (b) To re-elect Mr. Li Xiaolong as an independent non-executive Director;
 - (c) To re-elect Mr. Wang Hong as an independent non-executive Director; and
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the Board to fix its remuneration.

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

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any rights of subscription or conversion under the terms of any securities which carry rights to subscribe for or are convertible into Shares; (iii) exercise of options which may be granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangement of Shares or rights to acquire Shares; or (iv) any scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed the aggregate of:
 - (i) 20% of the aggregate number of Shares in issue as at the date of passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares in issue repurchased by the Company subsequent to the passing of this resolution (up to a maximum number equivalent to 10% of the aggregate number of issued Shares as at the date of passing of this resolution),

and the said approval shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same;
- (e) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in the above paragraphs of this resolution shall not be at a discount of 20% or more to the Benchmarked Price (as hereinafter defined) of such Shares; and
- (f) for the purpose of this resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the relevant proposed issue of Shares; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five trading days immediately preceding the earliest of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares;
 - (B) the date of the agreement involving the relevant proposed issue of Shares; and
 - (C) the date on which the price of Shares that are proposed to be issued is fixed;

“**Relevant Period**” means the period from the date of 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 or any applicable laws to be held; and
- (iii) 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

“**Rights Issue**” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems 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. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares 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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 or any applicable laws to be held; and

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

6. “**THAT** conditional upon the passing of resolutions 4 and 5 above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution 4 above be and is hereby extended by the addition thereto of the total number of Shares which may be purchased by the Company under the authority granted pursuant to resolution 5 above, provided that such amount of Shares so purchased shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. 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 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 of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:00 a.m. on 26 June 2023, Monday or not later than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
4. The register of members of the Company will be closed from 23 June 2023, Friday to 28 June 2023, Wednesday (both days inclusive), during such period no transfer of Shares will be registered. In order to qualify for the attendance and vote at the AGM, all transfer accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 June 2023, Wednesday.
5. Whether or not you intend to attend and vote at the Meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish.
6. Particulars of the Directors proposed for re-election are set out in Appendix I to this circular of which this notice forms part.
7. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of the Company at www.huanximedia.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and place of the re-scheduled meeting.

The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. The shareholders of the Company should make their own decision as to whether they would attend the Meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

8. As at the date hereof, the Board comprises Mr. Dong Ping (Chairman) and Mr. Xiang Shaokun, Steven (Chief Executive Officer) as executive Directors, Mr. Ning Hao, Mr. Xu Zheng and Ms. Li Ni as non-executive Directors, and Mr. Wong Tak Chuen, Mr. Li Xiaolong and Mr. Wang Hong as independent non-executive Directors.