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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Digital Hollywood Interactive Limited, you should at once hand this circular 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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**DIGITAL HOLLYWOOD INTERACTIVE LIMITED**

**遊萊互動集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2022)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Digital Hollywood Interactive Limited to be held at Suite 1509, 15/F Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 21 June 2019 at 3:00 p.m. is set out on pages 12 to 16 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](http://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 share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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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 Suite 1509, 15/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 21 June 2019 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 12 to 16 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 24 November 2017 by the Shareholders, with effect from 15 December 2017, and as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands as consolidated and revised from time to time
“Company”	Digital Hollywood Interactive Limited, a company incorporated in the Cayman Islands with limited liability on 24 November 2017, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	general mandates proposed to be granted to the Directors to allot and issue new Shares in the share capital of the Company of up to 20 per cent of the total number of Shares of the Company in issue and to repurchase Shares not exceeding 10 per cent of the total number of shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Securities and Future Ordinance”	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 par value of US\$0.001 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 Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

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LETTER FROM THE BOARD

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**DIGITAL HOLLYWOOD INTERACTIVE LIMITED**

**遊萊互動集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2022)**

*Executive Directors:*

Mr. LU Yuanfeng

Mr. HUANG Guozhan

Mr. HUANG Deqiang

*Independent non-executive Directors:*

Mr. Darren Raymond SHAW

Mr. LI Yi Wen

Ms. Imma LING Kit-sum

*Registered office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

11/F, Tai Sang Bank Building

784 Nathan Road

Kowloon, Hong Kong

30 April 2019

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and to provide you with information regarding the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandates to issue and repurchase Shares; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 6 will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares in the share capital of the Company of up to 20 per cent of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the Company had 2,000,000,000 Shares in issue. Subject to the passing of the ordinary resolution no. 8 and on the basis that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to issue a maximum of 400,000,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 8, the number of Shares bought back by the Company under ordinary resolution no. 7 will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution no. 6. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

In addition, the ordinary resolution no. 7 will be proposed at the Annual General Meeting to approve a general mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10 per cent of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate.

An explanatory statement required by the Listing Rules in connection with the General Mandates 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.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Huang Guozhan and Mr. Huang Deqiang, two of the executive Directors of the Company, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

The biographical details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 17 June 2019.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 12 to 16 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of General Mandates to issue Shares and repurchase Shares; and (ii) the re-election of the retiring Directors.

### **FORM OF PROXY**

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Article 66 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandates and the re-election of the retiring Directors are in the interests of the Group 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

**Digital Hollywood Interactive Limited**

**LU Yuanfeng**

*Chairman and Chief Executive Officer*



*The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

Save as disclosed herein, none of these Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## **DIRECTOR CANDIDATES**

**Mr. HUANG Guozhan**, aged 39, is an executive Director and the chief operating officer of the Company. Mr. HUANG is responsible for the operation and marketing of the Company. Mr. HUANG joined the Group in June 2010 and was appointed as an executive Director on 2 November 2015.

He also serves as a director of Now To Play Game Limited, Beijing You Tang Information Technology Company Limited, Guangzhou Suiyue Niandai Software Technology Company Limited and Beijing You Lai Information Technology Company Limited. Mr. HUANG has over 10 years of experience in the game industry.

Prior to joining the Group, Mr. HUANG served as a video game operation and planning officer at Guangzhou Blue Power from January 2006 to January 2011. From February 2003 to January 2006, he served as a radio host at Guangzhou Sheng Se Chuan Bo Entertainment and Production Co., Ltd. which is primarily engaged in installation services of stage lighting and audio equipment and cultural communication, mainly responsible for hosting and planning radio programs.

Mr. HUANG graduated from Guangdong University of Technology with a bachelor degree in architectural engineering on 30 June 2002. Mr. HUANG obtained a certificate as a host issued by the State Administration of Radio, Film and Television on 12 February 2005.

As of the Latest Practicable Date, Mr. HUANG Guozhan, acting in concert with Mr. LU Yuanfeng, Ms. LUO Simin and Mr. HUANG Deqiang, and through their respective wholly-owned companies, LXT Digital Holdings Limited, LYF Digital Holdings Limited, Angel Age Limited, and HDQ Digital Holdings Limited, are deemed to have an aggregate interest of 947,958,387 Shares, representing approximately 47.40% of the total number of Shares in issue.

**Mr. HUANG Deqiang**, aged 45, is an executive Director and the chief technology officer of the Company. Mr. HUANG is responsible for developing information technology and managing the research and development of the Company.

Mr. HUANG joined the Group in June 2010 and was appointed as an executive Director and the chief technology officer on 28 June 2017. Mr. HUANG has over 10 years of experience in the game industry.

Prior to joining the Group, Mr. HUANG served as the manager of the technology department of Guangzhou Blue Power from October 2004 to January 2011.

Mr. HUANG graduated from Guangdong Financial and Trade Cadre Academy with a college degree in financial management in July 1997. He was enrolled in Aptech Certified Computer Professional, an IT career program taught by Aptech Beida Jade Bird, from December 2001 to June 2003. Mr. HUANG obtained a national certificate as an intermediate programmer and a national certificate as a software engineer in December 2002 and June 2003, respectively, both issued by the Ministry of Labor and Social Security of the People's Republic of China (now known as the Ministry of Human Resources and Social Security of the People's Republic of China). In August 2003, he was also certified as a Sun Certified Programmer by Sun Microsystems, Inc..

As of the Latest Practicable Date, Mr. HUANG Deqiang, acting in concert with Mr. LU Yuanfeng, Ms. LUO Simin and Mr. HUANG Guozhan, and through their respective wholly-owned companies, HDQ Digital Holdings Limited, LYF Digital Holdings Limited, Angel Age Limited and LXT Digital Holdings Limited, are deemed to have an aggregate interest of 947,958,387 Shares, representing approximately 47.40% of the total number of Shares in issue.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the General mandates.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 2,000,000,000 Shares in issue. Subject to the passing of the resolution granting the general mandate and on the basis that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 200,000,000 Shares which represent 10 per cent of the total number of shares of the Company in issue as at the date of the passing of the resolution.

## **REASONS AND FUNDING OF THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders 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.

The Company is empowered by its memorandum and articles of association to repurchase its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on the repurchase of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Cayman Companies Law, out of capital of the Company. In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Saved as the Company has established a regular mechanism on share repurchase with an objective to offset the dilution effect caused by its stock-based compensation scheme, the Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares is to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, 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 mandate to repurchase Shares 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 of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the General Mandates is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the General Mandates in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, 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 General Mandates is exercised.

If as a result of a repurchase of Shares, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the General Mandates.

The Listing Rules prohibit a company from conducting a 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.

## **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 each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest traded price <i>HK\$</i></b>	<b>Lowest traded price <i>HK\$</i></b>
<b>2018</b>		
April	1.000	0.790
May	1.510	0.930
June	1.460	1.120
July	1.250	1.040
August	1.140	0.960
September	1.150	1.000
October	1.050	0.900
November	0.950	0.186
December	0.320	0.220
<b>2019</b>		
January	0.285	0.222
February	0.315	0.230
March	0.410	0.255
April (up to the Latest Practicable Date)	0.400	0.265

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## NOTICE OF ANNUAL GENERAL MEETING

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### DIGITAL HOLLYWOOD INTERACTIVE LIMITED

遊萊互動集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2022)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Digital Hollywood Interactive Limited (the “**Company**”) will be held at Suite 1509, 15/F Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 21 June 2019 at 3:00 p.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2018.
2. To re-elect Mr. Huang Guozhan as an executive Director.
3. To re-elect Mr. Huang Deqiang as an executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as auditors and authorise the board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers and/or agreements which may require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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 (as hereinafter defined);
- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors 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 arrangement for the time being adopted for the grant or issue to 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 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 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 20 per cent of the total number of shares of the Company in issue 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; and
    - (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 in the capital 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 to holders of shares in the capital 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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).

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors 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-backs issued by the Securities and Futures Commission 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 total 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 shares of the Company in issue 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 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; and



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## NOTICE OF ANNUAL GENERAL MEETING

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

8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 6 and 7 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 6 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted by the directors pursuant to such general mandate by such number of shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 7 set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the total number of shares of the Company in issue at the date of passing of the said resolutions.”

By order of the Board

**DIGITAL HOLLYWOOD INTERACTIVE LIMITED**

**LU Yuanfeng**

*Chairman and Chief Executive Officer*

Hong Kong, 30 April 2019

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*

11/F, Tai Sang Bank Building  
784 Nathan Road  
Kowloon, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Ordinary resolution numbered 8 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 6 and 7 above are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) 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.
- (iv) In order to be valid, a form of proxy must be deposited the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 the shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2019.
- (vi) In respect of ordinary resolutions numbered 2 to 3 above, Mr. Huang Guozhan and Mr. Huang Deqiang, two of the executive Directors of the Company shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the above retiring Directors are set out in Appendix I to the accompanied circular dated 30 April 2019.
- (vii) In respect of the ordinary resolution numbered 6 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 7 above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 30 April 2019.

*As at the date of this notice, the executive Directors are Mr. LU Yuanfeng, Mr. HUANG Guozhan and Mr. HUANG Deqiang; and the independent non-executive Directors are Mr. Darren Raymond SHAW, Mr. LI Yi Wen and Ms. Imma LING Kit-sum.*

*\* For identification purposes only*