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柠萌影视
Linmon Media Limited
檸萌影視傳媒有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)
(Stock Code : 9857)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Linmon Media Limited (the “**Company**”) will be held at Building No. B2, Universal Business Park, No. 10 Jiuxianqiao Road, Chaoyang District, Beijing, the PRC, on Thursday, 25 May 2023 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.
2. (A) To re-elect the following persons as directors (the “**Directors**”) of the Company:
 - (i) Ms. Chen Fei as an executive Director;
 - (ii) Ms. Xu Xiao’ou as an executive Director; and
 - (iii) Mr. Zhou Yuan as an executive Director.(B) To authorize the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as the auditor of the Company and to authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during or after the end of the Relevant Period (as defined hereinafter) to allot, issue and deal with shares or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities and to make or grant offers, agreements or options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors of the Company and shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements or options which would or might require the exercise of such powers;
- (iii) the aggregate number of shares (exclusive of the paragraph (i) of this resolution) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (a) any Rights Issue (as defined hereinafter);
 - (b) any scrip dividends or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares;
 - (c) the aggregate number of shares allotted pursuant to a specific authority granted by the shareholders in general meeting shall not exceed the aggregate of:
 - (1) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (2) (if the Board is so authorized by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

- (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 unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association or any applicable laws to be held; and
 - (3) the date on which the mandate is varied or revoked by an ordinary resolution of the shareholders in general meeting; and

(b) **“Rights Issue”** means an offer of shares, or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such cancellation 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, 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 recognized regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange 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 aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as 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 of the Company 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 unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;

- (b) the expiry of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association or any applicable laws to be held; and
- (c) the date on which this resolution is varied or revoked by an ordinary resolution of the shareholders in general meeting.”
- (C) “**That** conditional upon the passing of the resolutions numbered 4(A) and 4(B) set out in this notice, the general mandate granted to the Directors of the Company to allot, issue or deal with or agree conditionally or unconditionally to allot, issue or deal with shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of such resolution.”

By order of the Board
Linmon Media Limited
Su Xiao
Chairman

Hong Kong, 3 May 2023

Registered office:

Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
PO Box 32311
Grand Cayman KY1-1209
Cayman Islands

Head office and principal

place of business in China:
28/F, Building A
SOHO Renaissance Plaza
Huangpu District
Shanghai
PRC

Principal place of business

in Hong Kong:
31/F, Tower Two Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
2. For determining the shareholders who are entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates and the duly completed and signed transfer forms must be lodged for registration with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 19 May 2023.
3. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder 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.
4. Form of proxy together with 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 Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. before 10:00 a.m. on Tuesday, 23 May 2023) or any adjourned meeting.
5. In respect of the resolution numbered 2(A) above, Ms. Chen Fei, Ms. Xu Xiao'ou and Mr. Zhou Yuan shall retire by rotation, and being eligible, offer themselves for re-election as the Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 3 May 2023.
6. In respect of the resolution numbered 4(A) above, approval is being sought from the shareholders of the Company for a general mandate to issue shares to be given to the Directors.
7. In respect of the resolution numbered 4(B) above, approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders 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 circular dated 3 May 2023.
8. In respect of the resolution numbered 4(C) above, approval is being sought from the shareholders of the Company for an extension of the general mandate to be granted to the Directors pursuant to resolution numbered 4(A) to allot shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to resolution numbered 4(B).
9. The ordinary resolutions set out above will be determined by way of poll.

As at the date of this notice, the executive Directors are Mr. Su Xiao, Ms. Chen Fei, Ms. Xu Xiao'ou and Mr. Zhou Yuan; the non-executive Directors are Mr. Sun Zhonghuai and Mr. Zhang Rong; and the independent non-executive Directors of the are Ms. Long Yu, Mr. Jiang Changjian and Ms. Tang Songlian.