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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**

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, 22 June 2018 at 3:00 p.m. is set out on pages 13 to 17 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). 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 Shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I - BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	7
APPENDIX II - EXPLANATORY STATEMENT ON THE GENERAL MANDATES	10
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

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, 22 June 2018 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 24 November 2017 by shareholders of the Company, with effect from 15 December 2017, and as amended from time to time
“Board”	the board of directors of the Company
“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”	20 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



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

Non-executive Director:

Mr. MENG Shuqi

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

26 April 2018

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.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 7 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. 9 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. 9, the number of Shares bought back by the Company under ordinary resolution no. 8 will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution no. 7. 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, an ordinary resolution will be proposed at the Annual General Meeting to approve the 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. Darren Raymond SHAW, Mr. LI Yi Wen and Ms. Imma LING Kit-sum, the Independent Non-executive Directors, will retire and being eligible, offer 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 19 June 2018 to Friday, 22 June 2018, 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, Hong Kong not later than 4:30 p.m. on Friday, 15 June 2018.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 13 to 17 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). 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 Shareholders from attending and voting at the Annual General Meeting if they 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.

LETTER FROM THE BOARD

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 to issue and repurchase Shares, 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

Darren Raymond SHAW (邵在純), aged 52, is an independent non-executive Director of our Company. Mr. SHAW was appointed as an independent non-executive Director on November 24, 2017.

Mr. SHAW has been involved in the TMT business sector for over 13 years.

Mr. SHAW served as the executive chairman of Pacific Media Plc from 2004 to 2006, a UK-listed online and TV home shopping enterprise with operations in Greater China. From 2011 to 2014, he was a director of Shaw Brothers (Hong Kong) Limited (currently known as Clear Water Bay Land Company Limited), which is primarily engaged in the production and distribution of films. Mr. SHAW has been an adviser to Red Bee Media (formally the broadcasting arm of the British Broadcasting Corporation). He is currently a member of the Hong Kong advisory board of the British Academy of Film and Television Arts (BAFTA). Mr. SHAW graduated in economics from University College London of University of London in 1987.

Mr. SHAW has entered into an appointment letter with the Company for a term of three years from 24 November 2017. Mr. SHAW is entitled to receive a fixed director's fee of HK\$202,200 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. SHAW did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

LI Yi Wen (李毅文), aged 47, is an independent non-executive Director of our Company.

Mr. LI was appointed as an independent non-executive Director on November 24, 2017.

Mr. LI has over 10 years' experience in the information technology industry. Mr. LI serves as a director of Ningbo Lehui International Engineering Equipment Co., Ltd. (寧波樂惠國際工程裝備股份有限公司) which is primarily engaged in development, manufacturing of industrial equipment since March 2016. He also serves as a director of Aleo BME, Inc. which is primarily engaged in biotechnology research and development since January 2016. From January 2011 to October 2013, he served as a director, chief financial supervisor and secretary of the board at Guiyang Longmaster Information & Technology Co., Ltd. (貴陽朗瑪信息技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300288) which is primarily engaged in wireless games and Internet medical service. He served as the general manager of Sina Net Technology (China) Co., Ltd. (新浪網技術(中國)有限公司) which is primarily engaged in wireless games and deputy manager of Guangzhou Xunlong Technology Co., Ltd. (廣州市訊龍科技有限公司) which is primarily engaged in wireless games from October 2002 to February 2004 and June 2001 to October 2002, respectively.

Mr. LI has entered into an appointment letter with the Company for a term of three years from 24 November 2017. Mr. LI is entitled to receive a fixed director's fee of HK\$202,200 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. LI did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Imma LING Kit-sum (凌潔心), aged 63, is an independent non-executive Director of our Company. Ms. LING was appointed as an independent non-executive Director on November 24, 2017.

Ms. LING has over 30 years' experience in the auditing industry, and retired as a partner in PricewaterhouseCoopers in June 2013.

Ms. LING has served as a Council member of The Education University of Hong Kong (香港教育大學) since April 2015, a board member of Estate Agents Authority (地產代理監管局) since November 2015, an Executive Committee member of Hong Kong Youth Hostels Association (香港青年旅舍協會) since May 2001 and a Council member of The Hong Kong Federation of Youth Groups (香港青年協會) since October 2014. Ms. LING has also served as a member of Hospital Governing Committee of Hospital Authority (醫院管治委員會) since April 2015 and a member of Appeal Board Panel (Town Planning) (上訴委員團(城市規劃)) since October 2016. She also served as a member of The Employees Compensation Assistance Fund Board (僱員補償援助基金管理局) from July 2006 to June 2012. Ms. LING is a certified public accountant and a member of Hong Kong Institute of Certified Public Accountants (香港會計師公會), Association of Chartered Certified Accountants (英國特許公認會計師公會), Chartered Professional Accountants, Canada (加拿大特許專業會計師協會) and Chartered Institute of Management Accountants (英國特許管理會計師公會). She is an Accredited General Mediator of Hong Kong Mediation Accreditation Association Limited (香港調解資歷評審協會有限公司). Ms. LING is also a member of Auditing and Assurance Standards Working Committee of the Association of Hong Kong Accountants (香港會計師專業協會), a member of

Professional Development Committee of Hong Kong Business Accountants Association (香港商界會計師協會) and an executive committee member of Regulatory Committee of The Hong Kong Independent Non-Executive Director Association (香港獨立非執行董事協會). Ms. LING was awarded as an Outstanding Accountant Ambassador by Hong Kong Institute of Certified Public Accountants in 2003.

Ms. LING studied accountancy diploma course at The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University (香港理工大學)) and graduated in 1977. She received a master degree in corporate governance and directorship from Hong Kong Baptist University (香港浸會大學) in 2014.

Ms. LING has entered into an appointment letter with the Company for a term of three years from 24 November 2017. Mr. LING is entitled to receive a fixed director's fee of HK\$202,200 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. LING did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

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 2017, 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 four months preceding the Latest Practicable Date were as follows:

Month	Highest traded price <i>HK\$</i>	Lowest traded Price <i>HK\$</i>
2017		
December	1.17	0.65
2018		
January	1.14	0.96
February	1.00	0.91
March	0.94	0.76
April (up to the Latest Practicable Date)	0.90	0.79

NOTICE OF ANNUAL GENERAL MEETING



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, 22 June 2018 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 and auditors for the year ended 31 December 2017.
2. To re-elect Mr. Darren Raymond SHAW as an independent non-executive director.
3. To re-elect Mr. LI Yi Wen as an independent non-executive director.
4. To re-elect Ms. Imma LING Kit-sum as an independent non-executive director.
5. To authorise the board of directors to fix the remuneration of the directors.
6. To re-appoint PricewaterhouseCoopers as auditors and authorise the board of directors to fix their remuneration.
7. 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 of the Company 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 or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company 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;

- (iii) the total number of shares 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 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 of the Company 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

NOTICE OF ANNUAL GENERAL MEETING

their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company 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).”

8. 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 of the Company 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 Repurchase 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

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
9. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 7 and 8 set out in the notice convening this meeting being passed, the General Mandates 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 7 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 Mandates by such number of shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 8 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, 26 April 2018

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Ordinary resolution numbered 9 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 7 and 8 above are passed by the shareholders.
- (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 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, 19 June 2018 to Friday, 22 June 2018, 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 Friday, 15 June 2018.
- (vi) In respect of ordinary resolutions numbered 2 to 4 above, Mr. Darren Raymond SHAW, Mr. LI Yi Wen and Ms. Imma LING Kit-sum 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 26 April 2018.
- (vii) In respect of the ordinary resolution numbered 7 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 8 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. 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 accompanied circular dated 26 April 2018.

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