

**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 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 **ONE MEDIA GROUP LIMITED**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the 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.

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.

---

**萬 華 媒 體**  
**ONEMEDIAGROUP**  
**ONE MEDIA GROUP LIMITED**  
**萬華媒體集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 426)**

**PROPOSALS FOR  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the AGM of One Media Group Limited to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 18 August 2022 at 10:00 a.m. is set out on pages 40 to 43 of this circular. A proxy form for the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting if you so wish.

Hong Kong, 19 July 2022

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING IN HONG KONG

In view of the outbreak of the coronavirus (COVID-19), certain measures will be taken and implemented at the Annual General Meeting to address the attendees' risk of infection, including without limitations, (i) compulsory body temperature checks; (ii) compulsory wearing of surgical face masks prior to entering to the Annual General Meeting; (iii) each attendee being assigned a designated seat at the time of registration to ensure social distancing; (iv) no provision of refreshments; and (v) other measures may be required by the governmental authorities.

The Company will keep the COVID-19 under review and may implement such additional measures as may be required closer to the date of the Annual General Meeting.

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 18 August 2022 at 10:00 a.m., notice of which is set out on pages 40 to 43 of this circular
“Articles of Association”	the existing amended and restated articles of association of the Company adopted by a special resolution of the Company passed on 8 September 2006
“Board”	the board of Directors
“Company”	One Media Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) (including independent non-executive directors) 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 People’s Republic of China
“Latest Practicable Date”	12 July 2022, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the existing amended and restated memorandum of association of the Company adopted by a special resolution of the Company passed on 8 September 2006
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in no. 4 of the notice of the AGM

## DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities
“Share(s)”	share(s) of HK\$0.001 each in the share 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 Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD

萬 華 媒 體  
ONEMEDIAGROUP  
ONE MEDIA GROUP LIMITED

萬華媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

*Non-executive Director:*

Ms. TIONG Choon (*Chairman*)

*Executive Directors:*

Mr. TIONG Kiew Chiong

Mr. LAM Pak Cheong

*Independent Non-executive Directors:*

Mr. YU Hon To, David

Mr. LAU Chi Wah, Alex

Mrs. WONG HUNG Flavia Yuen Yee

*Registered Office:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office in Hong Kong:*

16th Floor, Block A

Ming Pao Industrial Centre

18 Ka Yip Street

Chai Wan

Hong Kong

Hong Kong, 19 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 24 August 2021, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such general mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

## **LETTER FROM THE BOARD**

### **GENERAL MANDATE TO ISSUE NEW SHARES**

Furthermore, at the AGM, two ordinary resolutions will be proposed which aim to grant to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolutions (i.e. not exceeding 80,180,000 Shares based on the issued share capital of the Company of 400,900,000 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same as the date of passing the resolution); and (ii) an extension to the general mandate so granted to the Directors by the addition of any Shares representing the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

### **RE-ELECTION OF DIRECTORS**

Pursuant to Article 108(a) of the Articles of Association, Ms. TIONG Choon and Mr. LAM Pak Cheong will retire at the AGM and, being eligible, offer themselves for re-election. In addition, Mrs. WONG HUNG Flavia Yuen Yee was appointed as an independent non-executive director with effect from 1 April 2022 to fill causal vacancy. Pursuant to Article 112 of the Articles of Association, she will hold office until the forthcoming AGM and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors and written confirmation of independent of Mrs. WONG HUNG Flavia Yuen Yee based on the independence criteria as set out in rule 3.13 of the Listing Rules, and considers that they remain independent. The Nomination Committee had considered the perspectives, skills, experience and diversity of the above retiring Directors and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Ms. TIONG Choon, Mr. LAM Pak Cheong and Mrs. WONG HUNG Flavia Yuen Yee stand for re-election as Directors at the AGM.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

## **LETTER FROM THE BOARD**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Company proposes to amend its existing Memorandum and Articles of Association by way of adoption of the new amended and restated memorandum and articles of association of the Company to bring the Memorandum and Articles of Association in line with the amendments made to Listing Rules and the applicable laws of the Cayman Islands. Other minor amendments to the Memorandum and Articles of Association are also proposed to be made to introduce the corresponding and house-keeping changes.

The proposed adoption of the new amended and restated memorandum and articles of association of the Company is subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the close of the AGM if so approved. Full particulars of the proposed amendments to the Memorandum and Articles of Association brought about by the adoption of the new amended and restated memorandum and articles of association of the Company (marked-up against the Memorandum and Articles of Association) are set out in Appendix III to this circular.

The new amended and restated memorandum and articles of association of the Company is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new set of the amended and restated memorandum and articles of association of the Company is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Memorandum and Articles of Association conform with the requirements of the Listing Rules, where applicable, and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the Memorandum and Articles of Association conform with the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

### **VOTING BY POLL**

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

## LETTER FROM THE BOARD

### AGM

On pages 40 to 43 of this circular, you will find a notice convening the AGM at which the following businesses are to be transacted:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2022;
2. to re-elect Directors and to authorise the Board to fix the remuneration of Directors; and
3. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass the following proposed resolutions:

1. an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange representing up to 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution;
2. an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing such resolution; and
3. an ordinary resolution to extend the general mandate which will be granted to the Directors to allot, issue and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

As special business, to consider and, if thought fit, pass with or without amendments, the following proposed special resolution:

1. to approve and adopt the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association with immediate effect after the close of this meeting and to authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the new amended and restated memorandum and articles of association of the Company.

### ACTION TO BE TAKEN

Each Shareholder who has the right to attend and vote at the AGM, is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the AGM.



## LETTER FROM THE BOARD

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

### RECOMMENDATION

The Directors (including independent non-executive Directors) believe that the granting of the general mandates to repurchase Shares and to issue new Shares, the extension of the general mandate to issue additional Shares, the re-election of Directors and the proposed amendments to the Memorandum and Articles of Association are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors (including independent non-executive Directors) recommend that all the Shareholders should vote in favour of all the relevant resolutions set out in the notice of the AGM.

### FURTHER INFORMATION

Further information of the Company is set out in the appendices to this circular for your information.

Yours faithfully,  
For and on behalf of the Board of  
**One Media Group Limited**  
**TIONG Kiew Chiong**  
*Executive Director*

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,900,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase up to a maximum of 40,090,000 Shares, representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2022 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal and in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

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

#### **5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, 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. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Comwell Investment Limited has an interest of 292,700,000 Shares, representing approximately 73.01% of the issued share capital of the Company.

Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the general mandate, the shareholdings of Comwell Investment Limited in the Company would be increased to approximately 81.12% of the issued share capital of the Company.

The Directors are not aware of any consequence which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Directors will use their best endeavours to ensure that the share repurchase mandate will not be exercised to the extent that the number of Shares held by public would be reduced to less than 25% of the issued share capital of the Company.

#### **6. SHARE PURCHASED BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**7. SHARE PRICES**

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

	<b>Highest Price</b>	<b>Lowest Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
July	0.238	0.162
August	0.219	0.152
September	0.218	0.170
October	0.199	0.175
November	0.196	0.170
December	0.195	0.166
<b>2022</b>		
January	0.198	0.169
February	0.221	0.162
March	0.218	0.136
April	0.168	0.132
May	0.170	0.150
June	0.220	0.137
July (up to the Latest Practicable Date)	0.145	0.145

The following are the particulars of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:

1. **Ms. TIONG Choon**, aged 52, was appointed as a non-executive Director of the Company on 1 December 2017 and appointed as the Chairman of the Company on 1 April 2018. She is an executive director of Media Chinese International Limited (“Media Chinese”, which together with its subsidiaries, the “Media Chinese Group”), the holding company of the Company which is listed on the Stock Exchange and Bursa Malaysia Securities Berhad (“Bursa Malaysia”). Ms. TIONG has started her career with Rimbunan Hijau Group since 1991 and served in various managerial and senior positions in plantation and hospitality sectors. She holds a Bachelor of Economics Degree from Monash University, Australia.

She is currently a non-independent non-executive director of Jaya Tiasa Holdings Berhad, a listed company in Malaysia.

Ms. TIONG is a daughter of Tan Sri Datuk Sir TIONG Hiew King, a niece of Dato’ Sri Dr. TIONG Ik King and a distant relative of Mr. TIONG Kiew Chiong. Both Tan Sri Datuk Sir TIONG Hiew King and Dato’ Sri Dr. TIONG Ik King are substantial Shareholders of the Company, Mr. TIONG Kiew Chiong is the Deputy Chairman and an executive Director of the Company.

Saved as disclosed above, Ms. TIONG has not held any directorship in other listed public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Ms. TIONG has personal interest in 26,000 Shares within the meaning of Part XV of the SFO.

Ms. TIONG has entered into an appointment letter with the Company for a term of two years starting from 1 April 2021 and ending on 31 March 2023. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. The director’s emolument of Ms. TIONG will be reviewed by the Board pursuant to the authority granted by the Shareholders at the general meetings of the Company and by reference to her duties and responsibilities with the Company, the Company’s performance, as well as prevailing market conditions. For the year ended 31 March 2022, total emoluments paid to Ms. TIONG amounted to HK\$130,000.

Save as disclosed above, Ms. TIONG has confirmed that there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in connection with her re-election.

2. **Mr. LAM Pak Cheong**, aged 53, was appointed as the Chief Executive Officer and an executive Director of the Company in April 2011, in charge of overseeing all the operations of the Group. He is also the Editorial Director and Publisher of the Group, managing editorial matters of all publications and a member of the Executive Committee of the Company. Mr. LAM is also the Head of Finance and a member of the Hong Kong Executive Committee of Media Chinese, the holding company of the Company which is listed on the Stock Exchange and Bursa Malaysia. Mr. LAM has extensive experience in corporate development, media operations, mergers and acquisitions and corporate governance. He is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. LAM obtained his Master of Business Administration in Financial Services jointly from the University of Manchester and the University of Wales, Bangor in the United Kingdom and Master of Corporate Governance from the Hong Kong Polytechnic University. Mr. LAM currently holds directorships in various subsidiaries of the Company.

Save as disclosed above, Mr. LAM has not held any directorship in other listed public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Mr. LAM had beneficial interest in 3,000,000 Shares within the meaning of Part XV of the SFO.

Mr. LAM has entered into an appointment letter with the Company for a term of three years starting from 1 April 2020 and ending on 31 March 2023. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. LAM will be reviewed annually by the Board pursuant to the authority granted by the Shareholders at the general meetings of the Company and by reference to his duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions. For the year ended 31 March 2022, total emoluments paid to Mr. LAM amounted to HK\$1,812,000.

Save as disclosed above, Mr. LAM has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in connection with his re-election.

3. **Mrs. WONG HUNG Flavia Yuen Yee** (also known as Ms. HUNG Yat Yee, Flavia), aged 54, was appointed as independent non-executive Director of the Company on 1 April 2022. She is also the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mrs. WONG HUNG has around 30 years of finance and management experience. She was a financial planner of AIA International Limited from March 2018 to May 2021. She has worked at different listed companies in Hong Kong over the years. She worked as the Chief Investment Officer at Combest Holdings Limited (stock code: 8190) from February 2010 to September 2017 and as an executive director of Man Sang International Limited (stock code: 938) from August 2008 to August 2009. Mrs. WONG HUNG has also worked at GCS-CIMB Securities (Hong Kong) Limited (formerly known as CIMB-GK Securities (HK) Limited), DBS Asia Capital Limited, Vickers Ballas Capital Limited, and the listing division of the Stock Exchange. Mrs. WONG HUNG holds a Bachelor's degree in Business Administration from California State University, Los Angeles, USA, and membership of the Institute of Financial Planners of Hong Kong.

Mrs. WONG HUNG is currently an independent non-executive director of Edvance International Holdings Limited (stock code: 1410) which is a listed company in Hong Kong.

Save as disclosed above, Mrs. WONG HUNG has not held any directorship in other listed public companies in the past three years and has not held any other positions with any members of the Group.

Mrs. WONG HUNG has given her written confirmation of independence to the Company and the Nomination Committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mrs. WONG HUNG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mrs. WONG HUNG in exercising independent judgement, and is satisfied that she has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director and she will be able to maintain an independent view of the Group's affairs. The Board considers her to be independent.

The Board is of the view that Mrs. WONG HUNG is beneficial to the Board with diversity of her comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from her contribution and valuable insights derived from her in-depth knowledge of the Company. The Board believes that she will continue to contribute effectively to the Board.

As at the Latest Practicable Date, Mrs. WONG HUNG did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mrs. WONG HUNG has entered into an appointment letter with the Company for a term of three years starting from 1 April 2022 and ending on 31 March 2025. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Mrs. WONG HUNG will be entitled to receive an emolument of HK\$140,000 per annum which is determined with reference to her duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions.

Save as disclosed above, Mrs. WONG HUNG has confirmed that there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in connection with her re-election.



Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

**Clause No. Proposed amendments (showing changes to the existing Memorandum of Association)**

**Heading THE COMPANIES ~~LAW (2004 Revision)~~ ACT (AS REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES  
AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
ONE MEDIA GROUP LIMITED  
萬華媒體集團有限公司  
(the “Company”)**

2. The registered office will be situate at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands ~~Appleby Corporate Services (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman~~ or at such other place in the Cayman Islands as the Directors may from time to time decide.

5. If the Company is registered as an exempted company as defined in the Cayman Islands Companies ~~Law~~ Act (as revised), it shall have the power, subject to the provisions of the Cayman Islands Companies ~~Law~~ Act (as revised) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

**Heading THE COMPANIES ~~LAW (2004 Revision)~~ ACT (AS REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES  
AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
ONE MEDIA GROUP LIMITED  
萬華媒體集團有限公司**

1. (a) Table “A” of the Companies ~~Law (2004 Revision)~~ Act (as revised) shall not apply to the Company.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;

“appointor” means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;

“Articles” means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;

“Associates” shall have the meaning as defined in the Listing Rules;

“Auditors” means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;

“Board” means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;

“Call” shall include any instalment of a call;

“Chairman” means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board;

“Clearing House” means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

“Companies ~~Law~~Act” means the Companies ~~Law (2004 Revision)~~Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

“Companies Ordinance” means the Companies Ordinance, Cap. ~~326~~222 of the Laws of Hong Kong;

“Company” means the above named company;

“Debenture” and “Debenture Holder” means and includes respectively “debenture stock” and “debenture stockholder”;

“Director” means such person or persons as shall be appointed to the Board from time to time and “Directors” means two or more of them;

“Dividend” means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;

“Head Office” means such office of the Company as the Board may from time to time determine to be the principal office of the Company;

“HK Stock Exchange” means The Stock Exchange of Hong Kong Limited;

“HK\$” or “Hong Kong dollars” means Hong Kong dollars, the lawful currency for the time being of Hong Kong;

“Holding Company” has the meaning ascribed to it by Section 2 of the Companies Ordinance;

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“Listing Rules” shall mean the rules governing the listing of securities made by the HK Stock Exchange (as amended from time to time);

“Month” means a calendar month;

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

“Newspapers” means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;

“Ordinary Resolution” means a resolution as described in Article 1(d) of these Articles;

“Paid” means, as it relates to a Share, paid or credited as paid;

“Register” means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;

“Registered Office” means the registered office of the Company for the time being as required by the Companies ~~Law~~Act;

“Registration Office” means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;

“Relevant Period” means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);

“Relevant Territory” means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;

“Seal” means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

“Secretary” means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;

“Share” means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied and “Shares” means 2 or more of such Shares;

“Shareholder” means the person who is duly registered in the Register as holder for the time being of any Share or Shares and includes persons who are jointly so registered and “Shareholders” means 2 or more of them;

“Special Resolution” means a resolution as described in Article 1(c) of these Articles;

“Subsidiary” has the meaning ascribed to it by Section 2 of the Companies Ordinance;

“Transfer Office” means the place where the principal Register is located for the time being.

In these Articles, unless there be something in the subject or context inconsistent herewith:

- (i) words denoting the singular number shall include the plural number and vice versa;
- (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law~~Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and
- (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- (c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than 3/4 of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which ~~not less than 21 days' notice, specifying (without prejudice to the power contained in the Articles to amend the same)~~ the intention to propose the resolution as a ~~Special Resolution,~~ has been duly given in accordance with Article 65. ~~Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.~~
- (d) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which ~~not less than 14 days' notice~~ has been duly given in accordance with Article 65.
- (e) A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Shareholders for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purpose of these Articles, be treated as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held and, where relevant as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, and signed by one or more relevant Shareholders.

- Article No. Proposed amendments (showing changes to the existing Articles of Association)**
- (f) A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles.
5. (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either with the consent in writing of the holders of ~~at least~~not less than  $\frac{3}{4}$  ~~in nominal value~~ of the voting rights of the issued Shares of that class or with the ~~sanction~~approval of a ~~Special Resolution~~ passed ~~at a separate general meeting~~by at least three fourths of the voting rights by of the holders of the Shares of that class present and voting in person or by proxy at a separate general meeting of such holders. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third ~~in nominal value~~ of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
8. Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.

- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>   |
|--------------------|--|
| 11.                | (a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies <del>Law</del> Act, if and so far as such provisions may be applicable thereto.  |
| 12.                | (a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares in the Company, but so that the conditions and requirements of the Companies <del>Law</del> Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.<br><br>(b) If any Shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies <del>Law</del> Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant. |
| 13.                | (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies <del>Law</del> Act, and so that the resolution whereby any Share is subdivided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;   |



**Article No.      Proposed amendments (showing changes to the existing Articles of Association)**

15.            (a) Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner of purchase has first been authorized by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.
- (b) (i) Subject to the provisions of the Companies ~~Law~~Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

- Article No.      Proposed amendments (showing changes to the existing Articles of Association)**
- (ii) ~~Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.~~
17.            (a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies ~~Law~~Act.
- (b) Subject to the provisions of the Companies ~~Law~~Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch Register at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch Register in Hong Kong.
- (c) During the Relevant Period (except when the Register is closed in accordance with the relevant section(s) of the Companies Ordinance), any shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.
- (d) ~~The Register may, after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, any newspaper in accordance with the requirements of the HK Stock Exchange to that effect, be closed at such time or for such period in accordance with the terms equivalent to section 632 of the Companies Ordinance and in any event not exceeding in the whole 30 days in each year as the Board may determine.~~
39.            Subject to the Companies ~~Act~~Law, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.

- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>   |
|--------------------|--|
| 41.                | (c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law <del>Act</del> .  |
| 62.                | At all times during the Relevant Period, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting <del>in addition to any other meeting in that year</del> and shall specify the meeting as such in the notice calling it, <u>and such annual general meeting must be held within 6 months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).</u> <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings. |

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, and shareholders holding at the date of deposit of the requisition in aggregate at least one-tenth of the voting rights (on a one vote per share basis) in the ~~sharepaid-up~~ capital of the Company having the right of voting at general meetings shall at all times have the right, by written requisition to the Directors or the Secretary, to require a special general meeting to be called by the Directors for the transaction of any business specified in such requisition.~~ Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
65. An annual general meeting ~~and an extraordinary general meeting called for the passing of a Special Resolution~~ shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting ~~and an extraordinary general meeting called for the passing of a Special Resolution~~ shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.

67A. All Shareholders (including a shareholder which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

85. Any Shareholder (including a clearing house) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy or representative (if such member is a corporation) to attend and vote instead of ~~him~~such Shareholder. A member which is a corporation may execute a form of proxy under the hand of a duly authorised representative. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy or a representative shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy or a representative as such Shareholder could exercise as if it were an individual shareholder present in person at any general meeting. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

92. (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative to attend and vote at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its proxy/proxies or corporate representative ~~or~~ representatives who enjoy rights equivalent to the rights of other Members to the extent permitted by the Companies Act to attend and vote at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.
96. The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies ~~Law~~Act.
104. (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by ~~Section 175H~~ of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;
  - (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or
  - (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

- Article No. Proposed amendments (showing changes to the existing Articles of Association)**
111. The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy on the Board or as an additional Director. Any Director so appointed shall ~~hold office only until the next general meeting of the Company and shall then be eligible for re-election at the meeting. In case the aforesaid Director retires at an annual general meeting, he or she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such annual general meeting~~ be subject to retirement by rotation pursuant to Article 108(a).
112. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director ~~so~~ appointed by the Board to fill a casual vacancy shall hold office only until the ~~next~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article~~In case the aforesaid Director retires at an annual general meeting, he or she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such annual general meeting pursuant to Article 108(a).~~
114. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election.



- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>  |
|--------------------|---|
| 116.               | The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies <del>Law</del> Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.  |
| 119.               | The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <del>Law</del> Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <del>Law</del> Act with regard to the registration of mortgages and charges as may be specified or required.   |
| 127.               | The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies <del>Law</del> Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies <del>Law</del> Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. |
| 144.               | The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies <del>Law</del> Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.  |



- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>  |
|--------------------|---|
| 145.               | The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies <del>Law</del> <u>Act</u> and these Articles, together with such other duties as may from time to time be prescribed by the Board. |
| 146.               | A provision of the Companies <del>Law</del> <u>Act</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.   |
| 147.               | (a) Subject to the Companies <del>Law</del> <u>Act</u> , the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.                  |

- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>  |
|--------------------|---|
| 153.               | (b) Subject to the Companies <del>Law</del> <u>Act</u> , whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. |
| 156.               | (a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies <del>Law</del> <u>Act</u> .  |

- | <b>Article No.</b> | <b>Proposed amendments (showing changes to the existing Articles of Association)</b>  |
|--------------------|---|
|                    | (b) Subject to the provisions of the Companies <del>Law</del> <u>Act</u> but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired. |
| 171.               | The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies <del>Law</del> <u>Act</u> .   |
| 172.               | The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies <del>Law</del> <u>Act</u> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.</u>  |
| 174.               | No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies <del>Law</del> <u>Act</u> or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.  |

- | Article No. | Proposed amendments (showing changes to the existing Articles of Association)  |
|-------------|--|
| 176.        | <p>(a) The <u>Shareholders may by Ordinary Resolution</u><del>Company shall at each annual general meeting</del> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board</del> <u>the Shareholders in general meeting by Ordinary Resolution or, unless prohibited by the Listing Rules, in such manner as the Shareholders may by ordinary resolution determine.</u></p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del><u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p> |
| 180.        | <p>(A) (i) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies <del>Law</del><u>Act</u> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>   |

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

(ii) A notice or document (including a share certificate) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies ~~Law~~Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a computer network and notifying the Shareholder concerned, in such manner as he may from time to time authorise, that it has been so published.

188. ~~A~~Subject to the Companies Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

190. If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies ~~Law~~Act, divided among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.

195. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies ~~Law~~Act:

**Article No. Proposed amendments (showing changes to the existing Articles of Association)**

- (a) If, so long as any of the rights attaching to any warrants issued by the Company to subscribe for Shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a Share, then the following provisions shall apply:
- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the "Subscription Right Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional Shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full the amount of the shortfall referred to in sub-paragraph (iii) in respect of such additional Shares as and when the same are allotted;
  - (ii) the Subscription Right Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than the share premium account) have been extinguished and will then only be used to make good losses of the Company if and so far as is required by law;
  - (iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of Shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of Shares as is equal to the shortfall between:

**Article No.      Proposed amendments (showing changes to the existing Articles of Association)**

- (aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and
- (bb) the nominal amount of Shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for Shares at less than par and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of Shares shall be capitalised and applied in paying up in full such additional nominal amount of Shares which shall forthwith be allotted credited as fully paid to the exercising warrant holder; and
- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of Shares equal to such shortfall as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted or not prohibited by law, the share premium account) for such purpose until such additional nominal amount of Shares is paid up and allotted as aforesaid and until then no Dividend or other distribution shall be paid or made on the fully paid Shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of Shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one Share in the like manner as the Shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

- Article No.**      **Proposed amendments (showing changes to the existing Articles of Association)**
- (b) Shares allotted pursuant to the provisions of this Article shall rank pari passu in all respects with the other Shares allotted or which ought to be allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (a) of this Article, no fraction of any Share shall be allotted on exercise of the subscription rights.
- (c) The provisions of this Article as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a Special Resolution of such warrant holder(s) or class of warrant holders.
- (d) A certificate or report by the Auditors as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purpose for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of Shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and Shareholders.
196.                    The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies ~~Law~~Act:
- (a) The Company may by Ordinary Resolution convert any fully paid Shares into stock, and may from time to time by like resolution reconvert any stock into fully paid Shares of any denomination.



**Article No.      Proposed amendments (showing changes to the existing Articles of Association)**

- (b) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the Shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable and restrict or prohibit the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the Shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.
- (c) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards Dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the Shares from which the stock arose, but no such rights, privileges or advantages (except participation in the Dividends and profits and in the assets on winding up of the Company) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred such rights, privileges or advantages.
- (d) Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words “Share” and “Shareholder” herein shall include “stock” and “stockholder” and “member”.

*The proposed amendments to the Memorandum and Articles of Association are published in English and Chinese. In case of any inconsistency between the English and the Chinese translation, the English version shall prevail over the Chinese translation.*

**萬 華 媒 體**  
**ONEMEDIAGROUP**  
**ONE MEDIA GROUP LIMITED**

**萬華媒體集團有限公司**

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

**(Stock Code: 426)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of One Media Group Limited (the “Company”) will be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 18 August 2022 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2022;
2. to re-elect Directors and to authorise the Board to fix the remuneration of Directors; and
3. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

**ORDINARY RESOLUTIONS**

- (a) subject to paragraph (b) 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 HK\$0.001 each in the capital 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 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 requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution) and such maximum number of shares of the Company shall be adjusted accordingly; and

- (c) for the purposes of this resolution, “Relevant Period” means the period from the 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 any applicable laws or the Articles of Association of the Company to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) 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 and deal with additional shares of HK\$0.001 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution) and such maximum number of shares of the Company shall be adjusted accordingly; and

- (d) for the purposes of this resolution, “Relevant Period” means the period from the 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 any applicable laws or the Articles of Association of the Company to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. “**THAT** subject to the passing of the resolutions nos. 4 and 5 set out in the notice convening the meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening this meeting (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution).”

As special business, if thought fit, pass with or without amendments, the following resolutions as special resolution of the Company:

7. “**THAT** the amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Amended M&A.”

By Order of the Board  
**One Media Group Limited**  
**YEUNG Ying Fat**  
*Company Secretary*

Hong Kong, 19 July 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. For the purposes of the annual general meeting, the register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 August 2022.
4. With regard to item no. 2 in this notice, the Board of Directors of the Company proposes that the retiring Directors, Ms. TIONG Choon, Mr. LAM Pak Cheong and Mrs. WONG HUNG Flavia Yuen Yee be re-elected as Directors of the Company. Details of the said retiring Directors are set out in Appendix II to the circular to be sent to the Shareholders on 19 July 2022.