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歡喜傳媒集團有限公司\*

HUANXI MEDIA GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1003)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**Meeting**”) of Huanxi Media Group Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 8 January 2026 at Strategic Financial Relations Limited, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTION

**(1) “THAT:**

- (a) the share subscription agreement dated 11 November 2025 (including and as amended by the share subscription amendment agreement dated 12 November 2025, the “**Share Subscription Agreement**”) entered into between the Company as issuer and C River Co as the subscriber (the “**Subscriber**”), pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 727,638,000 subscription shares (the “**Subscription Shares**”) at HK\$0.30 per Subscription Share (the “**Subscription Price**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one director of the Company (the “**Director**”) be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and

\* For identification purposes only

- (c) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the specific mandate to the Directors to exercise the powers of the Company for the allotment and issue of the Subscription Shares at the Subscription Price in accordance with the terms and conditions of the Share Subscription Agreement be and are hereby approved.”

(2) “**THAT:**

- (a) the warrant subscription agreement dated 11 November 2025 (including and as amended by the warrant subscription amendment agreement dated 12 November 2025, the “**Warrant Subscription Agreement**”) entered into between the Company as issuer and C River Co as the warrant subscriber (the “**Warrant Subscriber**”), pursuant to which the Company has conditionally agreed to issue to the Warrant Subscriber 731,294,472 warrants (the “**Warrants**”) at the issue price of HK\$0.01 per Warrant and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Warrants by the Company to the Warrant Subscriber (or its designated nominee) in accordance with the terms and conditions of the Warrant Subscription Agreement and the instrument of the Warrants be and is hereby approved; and
- (c) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares (as defined below), the specific mandate to the Directors to exercise the powers of the Company for the allotment and issue of the warrant shares (the “**Warrant Shares**”) at the exercise price of HK\$0.44 per Share (subject to adjustment in accordance with the term and conditions of the Warrants) which may fall to be allotted and issued upon the exercise of the exercise rights attaching to the Warrants in accordance with the terms and conditions of the Warrants be and are hereby approved.”

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

Hong Kong, 22 December 2025

*Registered office:*  
Victoria Place, 5th Floor,  
31 Victoria Street  
Hamilton HM 10, Bermuda

*Principal Place of Business in Hong Kong:*  
11/F, Far East Finance Centre  
16 Harcourt Road  
Admiralty, Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. To ascertain a member’s entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 5 January 2026 to Thursday, 8 January 2026, both days inclusive, during which period no transfer of the shares of the Company will be registered. The record date for ascertaining shareholders’ eligibility to participate in and vote at the SGM will be Thursday, 8 January 2026. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of the shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, 2 January 2026.
3. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by a duly authorised corporate representative or by proxy.
4. The form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. The form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be delivered to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 11 a.m. on Tuesday, 6 January 2026 or not less than 48 hours before the time appointed for holding any adjourned meeting.
6. No form of proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the Meeting was originally held within twelve (12) months from such date.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned, and in such event, the form of proxy should be deemed to be revoked.
9. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of the Company at [www.huanximedia.com](http://www.huanximedia.com) and on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Company’s shareholders of the date, time and place of the re-scheduled meeting.
10. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. The shareholders of the Company should make their own decision as to whether they would attend the Meeting under the bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises Mr. Xiang Shaokun, Steven (Chief Executive Officer) and Ms. Hu Hui as executive Directors, Mr. Ning Hao and Mr. Xu Zheng as non-executive Directors, and Mr. Wong Tak Chuen, Mr. Li Xiaolong and Mr. Wang Hong as independent non-executive Directors.*