
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Values Cultural Investment Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Values Cultural Investment Limited

新石文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1740)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS, AND (3) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company (the “AGM”) to be held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong on 29 May 2020 (Friday) at 10:30 a.m. is set out on pages 26 to 30 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE AGM

As set out on page 1 of this circular, measures will be taken at the AGM to facilitate the prevention and control of the COVID-19 epidemic, including:

- **Mandatory body temperature checks**
- **Recommendation of wearing surgical masks**
- **No corporate gifts and refreshments**

The Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the AGM as their proxy to vote at the AGM as an alternative to attending the AGM in person.

Hong Kong, 28 April 2020

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PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

In view of the COVID-19 epidemic, the Company will implement the following precautionary measures at the AGM to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (1) Mandatory body temperature check will be carried out for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the AGM venue and may not be allowed to attend the AGM.
- (2) The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (3) No refreshments or drinks will be served, and there will be no corporate gifts to be distributed at the AGM.

In the interest of all stakeholders' health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular and can also be downloaded from the Company's website at www.yuanshimedia.com.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any other matters for communication with the Board, they can contact the Company by email to valuescultural@163.com.

If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's share registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com Tel: 2980 1333 Fax: 2810 8185

DEFINITIONS

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

| | |
|------------------------------|---|
| “AGM” | the annual general meeting of the Company to be convened and held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong on 29 May 2020 (Friday) at 10:30 a.m., or where the context so admits, any adjournment thereof |
| “Articles of Association” | the amended and restated articles of association of the Company as amended, supplemented or otherwise modified from time to time |
| “associates” | has the meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors of the Company |
| “business day(s)” | a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Companies Law” | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) |
| “Company” | Values Cultural Investment Limited, an exempted company incorporated in the Cayman Islands on 11 March 2019 with limited liability with its Shares listed on the Stock Exchange |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

DEFINITIONS

| | |
|---------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issuing Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the total number of the issued Shares as at the date of the passing of the relevant resolution at the AGM |
| “Latest Practicable Date” | 23 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Date” | 16 January 2020, on which dealings in Shares first commenced on the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| “PRC” | the People’s Republic of China which shall, for the purpose of this Circular, exclude Hong Kong, Macau and Taiwan |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) with nominal value of US\$0.000005 each in the share capital of the Company |
| “Shareholder(s)” | 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 issued by SFC, as amended, supplemented or otherwise modified from time to time |
| “%” | per cent. |

Values Cultural Investment Limited
新石文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1740)

Executive Directors:

Mr. Liu Naiyue (*Chairman*)
Ms. Liu Peiyao
Ms. Wei Xian
Ms. Li Fang

Non-executive Directors:

Mr. Shao Hui
Ms. Shen Yi

Independent Non-executive Directors:

Mr. Xian Guoming
Mr. Zhong Mingshan
Mr. Xu Zongzheng

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

Room 16, 28/F, One Midtown
11 Hoi Shing Road, Tsuen Wan
New Territories, Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 12 December 2019; (b) the re-election of the retiring Directors; and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions of the Shareholders passed on 12 December 2019, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (b) a general and unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the issued Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issuing Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 26 to 30 of this circular.

Each of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting.

Pursuant to article 84(1) of the Articles of Association, at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Liu Naiyue, Ms. Liu Peiyao, Ms. Wei Xian, Ms. Li Fang, Mr. Shao Hui, Ms. Shen Yi, Mr. Zhong Mingshan, Mr. Xu Zongzheng and Mr. Xian Guoming shall hold office until the AGM and be subject to re-election.

The nomination committee of the Company will review the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Mr. Xian Guoming, Mr. Zhong Mingshan and Mr. Xu Zongzheng, the retiring independent non-executive Directors, have each confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Mr. Xu Zongzheng has intensive experience in television and film productions. Mr. Xian Guoming has intensive experience in research and management. Mr. Zhong Mingshan is a professional accountant and has intensive experience in auditing and accounting. The Board is of the view that their skills and experiences acquired from different backgrounds will contribute effectively to the diversity the Board.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Mr. Liu Naiyue, Ms. Liu Peiyao, Ms. Wei Xian, Ms. Li Fang, Mr. Shao Hui, Ms. Shen Yi, Mr. Xu Zongzheng, Mr. Xian Guoming and Mr. Zhong Mingshan stand for re-election as Directors by way of separate resolution at the AGM.

Particulars of each of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice of the AGM is set out on pages 26 to 30 of this circular.

At the AGM, resolutions will be proposed to the Shareholders to be considered at the AGM, including: (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 12 December 2019; and (b) the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the proposed resolutions set out in the notice of the AGM including (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 12 December 2019; and (b) the re-election of the retiring Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Values Cultural Investment Limited
LIU Naiyue
Chairman and Executive Director

Hong Kong, 28 April 2020

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,037,500,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares not exceeding 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased by the Company, the Directors will be authorised under the Repurchase Mandate to repurchase a maximum of 103,750,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2021.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on circumstances, result in an increase in the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates had a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person had notified the Company that he/she/it had a present intention to sell Shares to the Company, or had undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING

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

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

| Name | Number of Shares held | Capacity and nature of interest | Approximate percentage of shareholding in the Company | |
|--|-----------------------|--|---|--|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercised in full |
| BLW Investment Limited <i>(Note 1)</i> | 239,002,500 | Beneficial owner | 23.04% | 25.60% |
| Mr. Bai Yang <i>(Note 1)</i> | 239,002,500 | Interest of a controlled corporation | 23.04% | 25.60% |
| Ms. Xie Jinhong <i>(Note 2)</i> | 239,002,500 | Interest of spouse | 23.04% | 25.60% |
| Ms. Liu Peiyao <i>(Note 1)</i> | 239,002,500 | Interest of a controlled corporation | 23.04% | 25.60% |
| Mr. Wu Tao <i>(Note 1)</i> | 239,002,500 | Interest of a controlled corporation | 23.04% | 25.60% |
| Ms. Chen Ying <i>(Note 3)</i> | 239,002,500 | Interest of spouse | 23.04% | 25.60% |
| Mr. Liu Naiyue <i>(Note 1) (Note 4)</i> | 239,002,500 | Interest of a controlled corporation, interest of spouse | 23.04% | 25.60% |
| Ms. Wei Xian <i>(Note 1) (Note 5)</i> | 239,002,500 | Interest of a controlled corporation, interest of spouse | 23.04% | 25.60% |
| Suiyong Int'l Co., Limited <i>(Note 6)</i> | 110,010,000 | Beneficial owner | 10.06% | 11.78% |
| Suiyong Holdings Company Limited* (穗甬控股有限公司) <i>(Note 6)</i> | 110,010,000 | Interest of a controlled corporation | 10.06% | 11.78% |

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

| Name | Number of Shares held | Capacity and nature of interest | Approximate percentage of shareholding in the Company | |
|--|-----------------------|---|---|--|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercised in full |
| SDJZ Investment Limited (Note 7) | 90,622,500 | Beneficial owner | 8.74% | 9.71% |
| Hangzhou Baihuiquan Equity Investment Fund Partnership (Limited Partnership)* (杭州百會全股權投資基金合夥企業(有限合夥)) (Note 7) | 90,622,500 | Interest of a party to an agreement regarding interest in the Company | 8.74% | 9.71% |
| Tibet Langrun Investment Management Co., Ltd.* (西藏朗潤投資管理有限公司) (Note 7) | 90,622,500 | Interest of a party to an agreement regarding interest in the Company | 8.74% | 9.71% |
| Mr. Shao Hui (Note 7) | 90,622,500 | Interest of a controlled corporation | 8.74% | 9.71% |
| Ms. Lu Min (Note 8) | 90,622,500 | Interest of spouse | 8.74% | 9.71% |
| JMJ Group Limited (Note 9) | 86,872,500 | Beneficial owner | 8.37% | 9.30% |
| Mr. Xu Jun (Note 9) (Note 10) | 86,872,500 | Interest of a controlled corporation, interest of spouse | 8.37% | 9.30% |
| Ms. Zhang Hui (Note 9) (Note 11) | 86,872,500 | Interest of a controlled corporation, interest of spouse | 8.37% | 9.30% |
| SYYT Investment Limited (Note 12) | 80,002,500 | Beneficial owner | 7.71% | 8.57% |
| Mr. Sun Xianliang (Note 12) | 80,002,500 | Interest of a controlled corporation | 7.71% | 8.57% |

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

| Name | Number of Shares held | Capacity and nature of interest | Approximate percentage of shareholding in the Company | |
|---|-----------------------|--------------------------------------|---|--|
| | | | As at the Latest Practicable Date | If Repurchase Mandate is exercised in full |
| Ms. Yu Jinmei (<i>Note 13</i>) | 80,002,500 | Interest of spouse | 7.71% | 8.57% |
| Jinping Holding Limited (<i>Note 14</i>) | 54,997,500 | Beneficial owner | 5.30% | 5.89% |
| Ms. Jin Ping (<i>Note 14</i>) | 54,997,500 | Interest of a controlled corporation | 5.30% | 5.89% |
| Mr. Yao Changhui (<i>Note 15</i>) | 54,997,500 | Interest of spouse | 5.30% | 5.89% |

Notes:

- The issued shares of BLW Investment Limited are owned as to approximately 43.44%, 23.17%, 15.44%, 9.65% and 8.30% by Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian (the “**Core Shareholders**”) respectively. On 18 April 2016, the Core Shareholders entered into the acting in concert agreement, pursuant to which each of the Core Shareholders confirmed, among others, the existence of their acting in concert arrangements regarding their control over Values Culture Media Co., Ltd.* (海寧原石文化傳媒股份有限公司) (“**Values Culture**”), an entity now controlled by the Group through a series of contractual arrangements, since its establishment and further undertook that they would maintain the acting-in-concert relationship for five years from the date of this agreement. The Core Shareholders have also decided to restrict their ability to exercise direct control over our Company by holding their interest through BLW Investment Limited. Accordingly, each of Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian is deemed, or taken to be interested in the Shares beneficially owned by BLW Investment Limited.
- Ms. Xie Jinhong is the spouse of Mr. Bai Yang. Under the SFO, she is taken to be interested in the Shares in which Mr. Bai Yang is interested.
- Ms. Chen Ying is the spouse of Mr. Wu Tao. Under the SFO, she is taken to be interested in the Shares in which Mr. Wu Tao is interested.
- Mr. Liu Naiyue is the spouse of Ms. Wei Xian. Under the SFO, he is taken to be interested in the Shares in which Ms. Wei Xian is interested.
- Ms. Wei Xian is the spouse of Mr. Liu Naiyue. Under the SFO, she is taken to be interested in the Shares in which Mr. Liu Naiyue is interested.
- The issued shares of Suiyong Int’l Co., Limited (“**Suiyong Int’l**”) are wholly owned by Suiyong Holdings Company Limited* (穗甬控股有限公司) (“**Suiyong Holdings**”). Under the SFO, Suiyong Holdings is deemed, or taken to be interested in the Shares beneficially owned by Suiyong Int’l.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. The issued shares of SDJZ Investment Limited are owned as to approximately 91.00%, 2.02%, 3.88% and 3.10% by Mr. Shao Hui, Mr. Dai Honggang, Mr. Jin Huiguang and Ms. Zhao Lijuan respectively. SDJZ Investment Limited was incorporated by Mr. Shao Hui, our non-executive Director, Mr. Jin Huiguang, Ms. Zhao Lijuan and Mr. Dai Honggang (the “**Selected Partners**”), each of them is the limited partner of Hangzhou Baihuiquan Equity Investment Fund Partnership (Limited Partnership)* (杭州百會全股權投資基金合夥企業(有限合夥)) (“**Hangzhou Baihuiquan**”). Pursuant to an agreement dated 21 May 2019 between Hangzhou Baihuiquan and the Selected Partners, Hangzhou Baihuiquan made entrustment arrangements with the Selected Partners regarding the distribution of the earnings generated from SDJZ Investment Limited’s holding of 12.08% of the issued share capital in our Company immediately prior to the completion of the global offering (which will be diluted to 8.74% of the issued share capital in our Company immediately after the completion of the global offering and the exercise of the Over-allotment Option as described in the announcement of the Company dated 7 February 2020). Furthermore, Hangzhou Baihuiquan is a limited equity investment fund partnership established in the PRC, the general partner of which is Tibet Langrun Investment Management Co., Ltd.* (西藏朗潤投資管理有限公司). Accordingly, each of Mr. Shao Hui, Hangzhou Baihuiquan and Tibet Langrun Investment Management Co., Ltd.* (西藏朗潤投資管理有限公司) is deemed to be interested in such number of Shares held by SDJZ Investment Limited.
8. Ms. Lu Min is the spouse of Mr. Shao Hui. Under the SFO, she is taken to be interested in the Shares in which Mr. Shao Hui is interested.
9. The issued shares of JMJ Group Limited are owned as to approximately 97.84% and 2.16% by Mr. Xu Jun and Ms. Zhang Hui respectively. Under the SFO, each of Mr. Xu Jun and Ms. Zhang Hui is deemed, or taken to be interested in the Shares beneficially owned by JMJ Group Limited.
10. Mr. Xu Jun is the spouse of Ms. Zhang Hui. Under the SFO, he is taken to be interested in the Shares in which Ms. Zhang Hui is interested.
11. Ms. Zhang Hui is the spouse of Mr. Xu Jun. Under the SFO, she is taken to be interested in the Shares in which Mr. Xu Jun is interested.
12. The issued shares of SYYT Investment Limited are owned as to approximately 40.62%, 31.25%, 18.75% and 9.38% by Mr. Sun Xianliang, Ms. Yang Yanli, Ms. Yu Fenghui and Mr. Tan Xu respectively. Under the SFO, Mr. Sun Xianliang is deemed, or taken to be interested in the Shares beneficially owned by SYYT Investment Limited.
13. Ms. Yu Jinmei is the spouse of Mr. Sun Xianliang. Under the SFO, she is taken to be interested in the Shares in which Mr. Sun Xianliang is interested.
14. Jinping Holding Limited is wholly owned by Ms. Jin Ping. Under the SFO, Ms. Jin Ping is deemed, or taken to be interested in the Shares beneficially owned by Jinping Holding Limited.
15. Mr. Yao Changhui is the spouse of Ms. Jin Ping. Under the SFO, he is taken to be interested in the Shares in which Ms. Jin Ping is interested.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

Saved as disclosed herein, the Company had not repurchased any Shares in the six months period preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date are as follows:

| | Share Price | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2020 | | |
| January (from the Listing Date) | 1.020 | 0.370 |
| February | 0.470 | 0.340 |
| March | 0.390 | 0.207 |
| April (up to the Latest Practicable Date) | 0.305 | 0.200 |

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Executive Directors

Mr. Liu Naiyue (劉乃岳), aged 55, was appointed as a Director in June 2019 and was appointed as the chairman of the Board and redesignated as an executive Director in the same month. Mr. Liu is also one of the controlling shareholders of the Company. He is responsible for overseeing the overall management, strategic and business planning of the Group and making decisions in material business operations. Mr. Liu is the father of Ms. Liu Peiyao and the spouse of Ms. Wei Xian. Mr. Liu joined the Group and has been a director of Values Culture Media Co., Ltd.* (海寧原石文化傳媒股份有限公司) (“**Values Culture**”) since November 2013 and has been responsible for overseeing the overall management, operations and business development. Mr. Liu is also a director of Haining Fanning Television Planning Company Limited* (海寧泛寧影視策劃有限公司) a wholly-owned subsidiary of the Company.

Mr. Liu has around 17 years of experience in securities industry. From October 1994 to September 1997, he acted as a manager of the Qingdao branch Shandong Securities Co., Ltd.* (山東證券有限責任公司), the principal business of which was trading of securities. His roles and responsibilities were managing daily operations. From September 2000 to September 2004, he acted as a general manager at the Dongbei headquarter of Tiantong Securities Co., Ltd.* (天同證券有限公司), the principal business of which was trading of securities. His roles and responsibilities were managing the company’s operations in the northeastern region of the PRC. Mr. Liu was subsequently transferred to Capital Bridge Securities Joint Stock Company Limited* (健橋證券股份有限公司) in September 2004. From September 2004 to June 2007, he acted as a vice president at Capital Bridge Securities Joint Stock Company Limited* (健橋證券股份有限公司), the principal business of which was trading of securities. His roles and responsibilities were in charge of financial asset management and legal department. From November 2007 to August 2011, he acted as an investment consultant at Qingdao Fuhe Investment Company Limited* (青島富和投資有限公司) (“**Qingdao Fuhe**”), the principal business of which was investments business. His roles and responsibilities were evaluate and analyse investment projects. Prior to joining the Group, he worked in Suzhou Funa Culture Science and Technology Co., Ltd* (蘇州福納文化科技股份有限公司) from September 2011 to September 2013, which the principal business of which was production and distribution of film and television series, with the last position as a vice president.

Mr. Liu obtained a bachelor’s degree in management engineering from Northeastern University* (東北工學院) in Liaoning, PRC in July 1985. He also obtained a master’s degree in corporate management and a doctoral degree in global economics from Nankai University* (南開大學) in June 1991 and June 2002 respectively.

As at the Latest Practicable Date, Mr. Liu had a corporate interest in 239,002,550 Shares representing approximately 23.04% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Liu entered into a service contract with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Liu is entitled to a remuneration of RMB32,665 per month as an executive Director and the chairman of the Board which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Liu Peiyao (劉佩瑤), aged 27, was appointed as a Director in March 2019 and was redesignated as an executive Director in June 2019. She is responsible for overseeing the financial affairs and assisting in the overall management and operations of our Group. Ms. Liu is the daughter of Mr. Liu Naiyue and Ms. Wei Xian.

Ms. Liu joined the Group as a director of Values Culture since June 2015, responsible for overseeing the financial affairs and assisting in the overall management. In addition, Ms. Liu has been the director and manager of two wholly-owned subsidiaries of the Company, YS Cultural Investment Limited (“**YS Cultural**”) and Fanta Culture Co., Limited (泛泰文化有限公司) since March 2019 and April 2019 respectively.

Ms. Liu obtained a bachelor's degree in finance from Michigan State University in the United States of America in December 2014.

As at the Latest Practicable Date, Ms. Liu had a corporate interest in 239,002,550 Shares representing approximately 23.04% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liu (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Liu entered into a service contract with the Company. Her appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Ms. Liu is entitled to a remuneration of RMB10,100 per month as an executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Wei Xian (魏賢), aged 54, was appointed as a Director in March 2019 and was redesignated as an executive Director in June 2019. She is responsible for overseeing and managing the human resource and administrative matters of the Group. Ms. Wei is the mother of Ms. Liu Peiyao and the spouse of Mr. Liu Naiyue. Ms. Wei joined the Group and has been a director of Values Culture since November 2013, responsible for overseeing the human resources and administrative matters. In addition, Ms. Wei has been a director of YS Cultural since March 2019.

From June 1995 to December 2011, she served as a staff member at Qingdao North Branch, China Construction Bank* (青島建設銀行市北支行), the principal business of which was banking services. Her roles and responsibilities were controlling budgets. From October 2007 to present, she acts as a director in Qingdao Fuhe, which the principal business of which was investment management. Her roles and responsibilities are managing daily operations.

Ms. Wei obtained a bachelor's degree in architectural engineering from Qingdao Institute of Architecture and Engineering* (青島建築工程學院) in Qingdao, PRC in July 1988. She has been registered as an engineer with Qingdao Municipal Bureau of Human Resource and Social Security* (青島市人事局) since October 1994.

As at the Latest Practicable Date, Ms. Wei had a corporate interest in 239,002,550 Shares representing approximately 23.04% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wei (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Wei entered into a service contract with the Company. Her appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Ms. Wei is entitled to a remuneration of RMB25,000 per month as an executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Wei that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Li Fang (李芳), aged 38, was appointed as a Director in June 2019 and was redesignated as an executive Director in the same month. She is responsible for the Group's production project planning and management.

Ms. Li joined the Group and has been a deputy general manager of Values Culture since February 2014 and has later been appointed as a director in June 2019. Prior to joining the Group, Ms. Li acted as deputy general manager of the project planning centre at Suzhou Funa Culture Science and Technology Co., Ltd* (蘇州福納文化科技股份有限公司) from April 2007 to April 2014, the principal business of which was production and distribution of film and television series, which her roles and responsibilities were project planning for the department.

Ms. Li obtained a bachelor's degree in Chinese language and literature from Nanjing Normal University* (南京師範大學) in Nanjing, PRC in July 2004, and a master's degree in film production from the same school in June 2007. Ms. Li is currently studying a doctoral degree in film and television studies from Nanjing Normal University* (南京師範大學).

As at the Latest Practicable Date, Ms. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Li entered into a service contract with the Company. Her appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Ms. Li is entitled to a remuneration of RMB20,731 per month as an executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Non-executive Directors

Mr. Shao Hui (邵輝), aged 41, was appointed as a Director in March 2019 and was redesignated as a non-executive Director in June 2019. He is responsible for supervising the overall management and strategic planning of the Group. Mr. Shao joined the Group and has been a director of Values Culture since October 2017, responsible for supervising the overall management. In addition, Mr. Shao has been a director of YS Cultural since March 2019.

From August 1999 to September 2004, Mr. Shao acted as deputy department head at Hangzhou Jihua Chemical Co., Ltd. (杭州吉華化工有限公司), the principal business of which was research and development, production and sales of colour dye. His roles and responsibilities were managing the Company's procurement, production and sales. From November 2004 to December 2011, he acted as a general manager at Hangzhou Jihua Trading Co., Ltd.* (杭州吉華貿易有限公司), the principal business of which was import and export of chemical products. His roles and responsibilities were managing procurement and sales of products. From December 2005 to present, he acts as a director and deputy general manager at Zhejiang Jihua Group Co., Ltd.* (浙江吉華集團股份有限公司) (603980.SS), the shares of which are listed on the Shanghai Stock Exchange and the principal business of which is production and sales of colour dye. His roles and responsibilities are managing house sales and decision making on major corporate affairs.

As at the Latest Practicable Date, Mr. Shao had a corporate interest in 90,622,500 Shares representing approximately 8.74% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shao (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Shao entered into a letter of appointment with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Shao is not entitled to any director's fee.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Shao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Shen Yi (沈毅), aged 41, appointed as a Director in June 2019 and was redesignated as a non-executive Director in the same month. She is responsible for supervising the overall management and strategic planning of the Group. Ms. Shen joined the Group and has been a director of Values Culture since October 2017, responsible for supervising the overall management.

Ms. Shen has around 15 years of experience in securities and investment management. From January 2005 to April 2015, Ms. Shen acted as a managing director of the investment banking department and the representative of sponsors at Golden Sun Securities Co., Ltd.* (國盛證券有限責任公司), the principal business of which was integrated securities trading services. Her roles and responsibilities were managing the department of risk management. From May 2015 to March 2017, she acted as a general manager of the internal review department and the representative of sponsors at JiuZhou Securities Co., Ltd.* (九州證券股份有限公司), the principal business of which was integrated securities trading services. Her roles and responsibilities were managing internal assessment and risk management matters. From April 2017 to present, she acts as an assistant to the chief executive officer and a general manager of the risk management department at Suiyong Holdings Company Limited, the principal business of which is investment management. Her roles and responsibilities are managing investments, compliance and risk management matters.

Ms. Shen obtained a bachelor's degree in economics from Sichuan University* (四川大學) in Chengdu, PRC in July 2001, and a master's degree in law from East China University of Political Science and Law* (華東政法學院) in Shanghai, PRC in June 2004.

As at the Latest Practicable Date, Ms. Shen did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Shen (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Shen entered into a letter of appointment with the Company. Her appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Ms. Shen is not entitled to any director's fee.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Shen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Independent non-executive Directors

Mr. Xian Guoming (洗國明), aged 65, was appointed as an independent non-executive Director in December 2019. He is a chairman of our Nomination Committee and a member of our Audit Committee and our Remuneration Committee.

Mr. Xian has around 35 years of experience in the field of economics and finance. From July 1985 to present, Mr. Xian has worked in the Faculty of Economics in Nankai University* (南開大學), during which he acted as a deputy professor in the Faculty of Economics from December 1991 to December 1993 and has been a professor since December 1993; he promoted and acted as a deputy director and subsequently a director of the Institute for International Economics of Nankai University* (南開大學國際經濟研究所) from December 1993 to June 2003, responsible for overall management; from December 1999 to present, he has acted as a director of The Research Center on Multinational Corporations of Nankai University* (南開大學跨國公司研究中心), responsible for overall management; and from November 2006 to present, he has also acted as a vice president of China Society of World Economics (CSWE)* (中國世界經濟學會).

From September 2017 to present, Mr. Xian has served as an independent non-executive director of Jizhong Energy Resources Co., Ltd* (冀中能源股份有限公司) (000937.SZ), the shares of which are listed on the Shenzhen Stock Exchange. From October 2015 to January 2017 and from June 2017 to present, he has served as an independent non-executive director of Tianjin Binhai Energy & Development Co., Ltd* (天津濱海能源發展股份有限公司) (000695.SZ), the shares of which are listed on the Shenzhen Stock Exchange.

Mr. Xian obtained a bachelor's degree in economics from the Nankai University* in Tianjin, PRC in January 1982. He also obtained a master's degree and a doctorate degree in Economics from Nankai University* in July 1985 and December 1991 respectively.

As at the Latest Practicable Date, Mr. Xian did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xian (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Xian entered into a letter of appointment with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Xian is entitled to a fixed director's fee of HK\$60,000 per annum as an independent non-executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Xian that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. Zhong Mingshan (鐘明山), aged 68, was appointed as an independent non-executive Director in December 2019. He is a chairman of our Audit Committee and a member of our Remuneration Committee and our Nomination Committee.

Mr. Zhong has around 30 years of experience in the field of accounting and finance. From March 1990 to June 1995, he acted as a deputy head of Shandong Qingdao Certified Public Accountants* (山東青島會計師事務所). His roles and responsibilities were reviewing audit reports. From June 1995 to September 1999, he acted as a deputy head of the management office of the Municipal Finance Bureau of Qingdao* (青島市財政局駐廠員管理處). His roles and responsibilities were managing accountants based in Qingdao and responsible for administrative and operational matters. From September 1999 to October 2007, he acted as a chief accountant in Shandong Desheng Certified Public Accountants Firm Co., Ltd.* (山東德盛會計師事務所). His roles and responsibilities were managing administrative and operational matters of the firm. From October 2007 to June 2014, he acted as a partner in Shinewing Certified Public Accountants LLP* (信永中和會計師事務所 (特殊普通合夥)). His roles and responsibilities were managing administrative and operational matters in the Qingdao office.

Mr. Zhong obtained a professional diploma in finance and accounting from the Qingdao Institute of Architecture and Engineering* (青島建築工程學院) in Qingdao, PRC in June 1987. Mr. Zhong has been registered as a certified public accountant with the Chinese Institute of Certified Public Accountants* (中國註冊會計師協會) since February 1992.

As at the Latest Practicable Date, Mr. Zhong did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Zhong entered into a letter of appointment with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Zhong is entitled to a fixed director's fee of HK\$120,000 per annum as an independent non-executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Zhong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. Xu Zongzheng (徐宗政), aged 46, was appointed as an independent non-executive Director in December 2019. He is a chairman of our Remuneration Committee and a member of our Nomination Committee and our Audit Committee.

Mr. Xu has around 16 years of experience in the field of film and television production industry. Mr. Xu has produced and directed over 20 productions since 2004, including the award winning production Where have all the flower gone (那時花開) in 2006, Red Dawn (紅色黎明) in 2011, Ordinary Person Character (凡人的品格) in 2017 and Mr. Nanny (月嫂先生) in 2018.

Mr. Xu obtained a diploma in performing arts from the People's Liberation Army Arts College* (人民解放軍藝術學校) in July 1998. He has been a member of the China Television Director Committee* (中國聯合會電視劇導演委員會) since 2011.

As at the Latest Practicable Date, Mr. Xu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) did not hold any other positions with the Company and its subsidiaries; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not have any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Xu entered into a letter of appointment with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Xu is entitled to a fixed director's fee of HK\$120,000 per annum as an independent non-executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

* *The English names of these entities registered in the PRC represent the best efforts made by the management of the Company to directly translate their Chinese names as they did not register any official English names.*

Values Cultural Investment Limited
新石文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1740)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Values Cultural Investment Limited (the “**Company**”) will be held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong on 29 May 2020 (Friday), at 10:30 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company, the report of the directors of the Company (the “**Directors**”) and the report of the auditors of the Company for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. Liu Naiyue as an executive Director.
 - (b) To re-elect Ms. Liu Peiyao as an executive Director.
 - (c) To re-elect Ms. Wei Xian as an executive Director.
 - (d) To re-elect Ms. Li Fang as an executive Director.
 - (e) To re-elect Mr. Shao Hui as a non-executive Director.
 - (f) To re-elect Ms. Shen Yi as a non-executive Director.
 - (g) To re-elect Mr. Xian Guoming as an independent non-executive Director.
 - (h) To re-elect Mr. Zhong Mingshan as an independent non-executive Director.
 - (i) To re-elect Mr. Xu Zongzheng as an independent non-executive Director.
 - (j) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.

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As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose 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; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in the ordinary resolution set out in paragraph 4(d)) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is 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/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in the paragraphs above during the Relevant Period (as defined in the ordinary resolution set out in paragraph 4(d)) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly.

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6. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
Values Cultural Investment Limited
LIU Naiyue
Chairman and Executive Director

Hong Kong, 28 April 2020

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “AGM”) shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 25 May 2020.
4. According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to the proposed resolutions numbered 2, 4 to 6 in this notice, a circular giving details of the re-election of Directors and the general mandates to issue and to repurchase shares of the Company will be despatched to the Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.

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6. As at the date of this notice, the Board comprises Mr. Liu Naiyue, Ms. Liu Peiyao, Ms. Wei Xian and Ms. Li Fang as executive Directors; Mr. Shao Hui and Ms. Shen Yi as non-executive Directors; Mr. Xian Guoming, Mr. Zhong Mingshan and Mr. Xu Zongzheng as independent non-executive Directors.