
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,
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on 30 May 2024 (Thursday) at 11:00 a.m. is set out on pages 21 to 28 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Hong Kong, 25 April 2024

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 Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on 30 May 2024 (Thursday) at 11:00 a.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Act 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”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers issued by SFC, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

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. Cai Xiaoxin

Ms. Liu Peiyao

Ms. Li Fang

Mr. Qu Guohui

Mr. Liu Tieqiang

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Non-executive Directors:

Mr. Shao Hui

Ms. Shen Yi

*Headquarters and principal place of
business in Hong Kong:*

Room 16, 28/F, One Midtown

11 Hoi Shing Road, Tsuen Wan

New Territories, Hong Kong

Independent Non-executive Directors:

Mr. Xian Guoming

Mr. Zhong Mingshan

Mr. Xu Zongzheng

Ms. Liu Jingping

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,
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
AND
(4) 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 30 May 2023; (b) the re-election of the retiring Directors; (c) the amendments to the Articles of Association 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

At the annual general meeting of the Company held on 30 May 2023 (the “2023 AGM”), the ordinary resolutions were passed for granting the Directors (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 21 to 28 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 Act 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 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, Mr. Zhong Mingshan, Ms. Li Fang and Mr. Shao Hui shall retire from office by rotation, and all are eligible to offer themselves for re-election at the AGM.

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. Zhong Mingshan, the retiring independent non-executive Director, has confirmed his 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 Director to the Board for it to propose to the Shareholders for re-election at the AGM.

Mr. Zhong Mingshan has extensive experience in the field of accounting and finance. The Board is of the view that his perspectives, skills and experiences will contribute effectively to the Board including the diversity of 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, Mr. Zhong Mingshan, Ms. Li Fang and Mr. Shao Hui stand for re-election as Directors by way of separate resolutions 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.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 16 April 2024 in relation to, among others, the proposed amendments to the Articles of Association. The Company proposes to amend its Articles of Association in order to: (i) bring the Articles of Association up to date and in line with the latest regulatory requirements in relation to the paperless listing regime, the

LETTER FROM THE BOARD

electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) incorporate certain housekeeping and clarification amendments (the “**Proposed Amendments**”).

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Details of the Proposed Amendments are set out in the notice of the AGM on pages 21 to 28 of this circular. The Chinese translation of the Proposed Amendments set out in the notice of the AGM is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules. The legal advisers to the Company as to Cayman Islands law have confirmed that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

AGM

A notice of the AGM is set out on pages 21 to 28 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 the 2023 AGM; (b) the re-election of the retiring Directors; and (c) the amendments to the Articles of Association.

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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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.

LETTER FROM THE BOARD

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) considers 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 the 2023 AGM; (b) the re-election of the retiring Directors; and (c) the amendments to the Articles of Association, 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.

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, 25 April 2024

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 2025.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum and 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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.

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 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 (Note 1)	239,002,500	Beneficial owner	23.04%	25.60%
Mr. Bai Yang (Note 1)	239,002,500	Interest of a controlled corporation	23.04%	25.60%
Ms. Xie Jinhong (Note 2)	239,002,500	Interest of spouse	23.04%	25.60%
Ms. Liu Peiyao (Note 1)	239,002,500	Interest of a controlled corporation	23.04%	25.60%
Mr. Wu Tao (Note 1)	239,002,500	Interest of a controlled corporation	23.04%	25.60%
Ms. Chen Ying (Note 3)	239,002,500	Interest of spouse	23.04%	25.60%
Mr. Liu Naiyue (Note 1)	239,002,500	Interest of a controlled corporation	23.04%	25.60%
Ms. Wei Xian (Note 1)	239,002,500	Interest of a controlled corporation	23.04%	25.60%
Suiyong Int'l Co., Limited (Note 4)	110,010,000	Beneficial owner	10.60%	11.78%
Suiyong Holdings Company Limited* (穗甬控股有限公司) (Note 4)	110,010,000	Interest of a controlled corporation	10.60%	11.78%
SDJZ Investment Limited (Note 5)	100,622,500	Beneficial owner	9.69%	10.78%
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 5)	100,622,500	Interest of a party to an agreement regarding interest in the Company	9.69%	10.78%
Tibet Langrun Investment Management Co., Ltd.* (西藏朗潤投資管理有限公司)(Note 5)	100,622,500	Interest of a party to an agreement regarding interest in the Company	9.69%	10.78%
Mr. Shao Hui (Note 5)	100,622,500	Interest of a controlled corporation	9.69%	10.78%
Ms. Lu Min (Note 6)	100,622,500	Interest of spouse	9.69%	10.78%
JMJ Group Limited	86,872,500	Beneficial owner	8.37%	9.30%
Mr. Xu Jun (Note 7)	86,872,500	Interest of a controlled corporation	8.37%	9.30%

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. Zhang Hui (Note 8)	86,872,500	Interest of spouse	8.37%	9.30%
SYTY Investment Limited	70,002,500	Beneficial owner	6.74%	7.50%
Mr. Sun Xianliang (Note 9)	70,002,500	Interest of a controlled corporation	6.74%	7.50%
Ms. Yu Jinmei (Note 10)	70,002,500	Interest of spouse	6.74%	7.50%
Jinping Holding Limited	54,997,500	Beneficial owner	5.30%	5.89%
Ms. Jin Ping (Note 11)	54,997,500	Interest of a controlled corporation	5.30%	5.89%
Mr. Yao Changhui (Note 12)	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. Pursuant to the deed of acting in concert dated 27 August 2021, each of the Core Shareholders confirmed that they would continue to act in concert with each other in exercising their controls in BLW Investment Limited until otherwise terminated by them. 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.
- 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

5. 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 the issued share capital in our Company. 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.
6. 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.
7. The issued shares of JMJ Group Limited are owned as to approximately 97.84% by Mr. Xu Jun. Under the SFO, Mr. Xu Jun is deemed, or taken to be interested in the Shares beneficially owned by JMJ Group Limited.
8. 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.
9. The issued shares of SYYT Investment Limited are owned as to approximately 40.62% by Mr. Sun Xianliang. Under the SFO, Mr. Sun Xianliang is deemed, or taken to be interested in the Shares beneficially owned by SYYT Investment Limited.
10. 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.
11. 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.
12. 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.

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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 each of the previous twelve months up to and including the Latest Practicable Date are as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.118	0.095
May	0.106	0.082
June	0.105	0.082
July	0.128	0.087
August	0.109	0.085
September	0.089	0.063
October	0.073	0.063
November	0.074	0.055
December	0.061	0.045
2024		
January	0.077	0.051
February	0.110	0.064
March	0.129	0.080
April (up to the Latest Practicable Date)	0.132	0.100

GENERAL

The Directors 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 Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

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 (“Mr. Liu”)(劉乃岳), aged 59, 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 substantial shareholders (as defined under the Listing Rules) 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 husband of Ms. Wei Xian, a substantial shareholder (as defined in the Listing Rules) of the Company. 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 19 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), 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 economics and a doctoral degree in 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 239,002,500 Shares representing approximately 23.04% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Liu, Ms. Liu Peiyao, Ms. Li Fang, Mr. Shao Hui, Ms. Shen Yi and Ms. Wei Xian are the directors of Values Culture. Ms. Li Fang is also the deputy general manager and Ms. Yan Bei is the chief publicity and marketing officer of Values Culture.

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 Articles of Association and the Listing Rules. Mr. Liu is entitled to a remuneration of RMB590,000 per year 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, as at the Latest Practicable Date, Mr. Liu (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

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) 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 (“Ms. Li”)(李芳), aged 42, 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 and a director of Values Culture 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, in 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 obtained a doctoral degree in film and television studies from Nanjing Normal University* (南京師範大學) in July 2020.

Ms. Li is the deputy general manager and Ms. Yan Bei is the chief publicity and marketing officer of Values Culture. Moreover, Ms. Li, Mr. Liu, Ms. Liu Peiyao, Mr. Shao Hui, Ms. Shen Yi and Ms. Wei Xian are the directors of Values Culture.

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 Articles of Association and the Listing Rules. Ms. Li is entitled to a remuneration of RMB309,000 per year as an executive Director, the deputy general manager and a director of Values Culture 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, as at the Latest Practicable Date, Ms. Li (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of other information in relation to the re-election of Ms. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matters that needs to be brought to the attention of the Shareholders.

Non-executive Director

Mr. Shao Hui (“**Mr. Shao**”)(邵輝), aged 45, 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 a wholly-owned subsidiary of the Company, YS Cultural Investment Limited (“**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 chairman at Zhejiang Jihua Group Co., Ltd.* (浙江吉華集團股份有限公司)(603980.SH), 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 deciding major corporate affairs.

As at the Latest Practicable Date, Mr. Shao had a corporate interest in 100,622,500 Shares representing approximately 9.69% of the issued Shares within the meaning of Part XV of the SFO. The issued shares of SDJZ Investment Limited are owned as to approximately 91.00%, 2.02%, 3.88% and 3.10% by Mr. Shao, Mr. Dai Honggang, Mr. Jin Huiguang and Ms. Zhao Lijuan respectively. SDJZ Investment Limited was incorporated by Mr. Shao, 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 the issued share capital in our Company. 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, 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 the 100,622,500 Shares beneficially held by SDJZ Investment Limited.

Mr. Shao, Mr. Liu, Ms. Li, Ms. Liu Peiyao, Ms. Shen Yi and Ms. Wei Xian are the directors of Values Culture. Ms. Li is also the deputy general manager and Ms. Yan Bei is the chief publicity and marketing officer of Values Culture. Moreover, Mr. Shao, Ms. Liu Peiyao and Ms. Wei Xian are the directors of YS Cultural.

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 Articles of Association and the Listing Rules. Mr. Shao is not entitled to any director's fee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shao (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of other information in relation to the re-election of Mr. Shao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matters that needs to be brought to the attention of the Shareholders.

Independent non-executive Director

Mr. Zhong Mingshan (“Mr. Zhong”)(鐘明山), aged 72, was appointed as an independent non-executive Director in December 2019. He is a chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. Zhong has over 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.

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 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, as at the Latest Practicable Date, Mr. Zhong (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Mr. Zhong has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

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) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF AGM

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 Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on 30 May 2024 (Thursday), at 11:00 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 2023.
2.
 - (a) To re-elect Mr. Liu Naiyue as an executive Director.
 - (b) To re-elect Ms. Li Fang as an executive Director.
 - (c) To re-elect Mr. Shao Hui as a non-executive Director.
 - (d) To re-elect Mr. Zhong Mingshan as an independent non-executive Director.
 - (e) 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.

NOTICE OF AGM

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

NOTICE OF AGM

- (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
- (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

NOTICE OF AGM

- (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.”
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.”

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

7. “**THAT** the existing second amended and restated articles of association of the Company (the “**Articles**”) be and is hereby amended as follows (the “**Proposed Amendments**”):
- (a) Article 10(a) be amended by deleting the Article in its entirety and replacing it by the words “the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class; and”;
- (b) Article 44 be amended by adding the following sentence at the end of the Article as the third and last sentence of that Article;
- “The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution”;

NOTICE OF AGM

- (c) Article 51 be amended by adding the following sentence at the end of that Article as the second and last sentence;

“The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution”;

- (d) Article 57 be amended by deleting the Article in its entirety and replacing it by the following:

“Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, mutatis mutandis, apply to a general meeting held wholly by or in-combination with electronic means”;

- (e) Article 66 be amended by adding the following sentence immediately after the words “to express their views.” at the end of that Article as the last sentence of that Article;

“Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine”;

- (f) Article 151 be amended by deleting the words “, and that person has agreed or is deemed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents” in the end of that Article.

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- (g) Article 158 be amended by deleting the Article in its entirety and replacing it by the following:

“158 (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the rules of the Designated Stock Exchange, any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3);
- (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange;
- (g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

(2) In the 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 deemed a sufficient service on or delivery to all the joint holders.

(3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.

NOTICE OF AGM

(4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.

- (h) Article 159 (b) be amended by deleting the Article in its entirety and replacing it by the following:

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the rules of the Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;”

- (i) Article 159 (d) be amended by deleting the Article in its entirety and replacing it by the following:

“(d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.”

“**THAT** any one or more Directors and the company secretary of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/ her opinion, may be necessary to implement and give effect to the Proposed Amendments including but not limited to the filing of this special resolution with the Registrar of Companies in the Cayman Islands.”

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

Hong Kong, 25 April 2024

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at 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. 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.

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.

3. 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.
4. The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024.
5. 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.
6. With regard to the proposed resolutions numbered 2 and 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.
7. As at the date of this notice, the Board comprises Mr. Liu Naiyue, Ms. Cai Xiaoxin, Ms. Liu Peiyao, Ms. Li Fang, Mr. Qu Guohui and Mr. Liu Tieqiang as executive Directors; Mr. Shao Hui and Ms. Shen Yi as non-executive Directors; Mr. Xian Guoming, Mr. Zhong Mingshan, Mr. Xu Zongzheng and Ms. Liu Jingping as independent non-executive Directors.