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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **New Media Lab Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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新傳企劃有限公司

New Media Lab Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1284)

**(1) PROPOSALS FOR (A) RE-ELECTION OF DIRECTORS
AND
(B) GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
AND
(2) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Please complete and return the accompanying form of proxy to the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding the AGM (by Tuesday, 4 June 2024 before 10:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof, should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

19 April 2024

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DEFINITIONS

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

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|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 10:30 a.m., or where the context so admits, any adjournment thereof |
| “Articles of Association” | the amended and restated memorandum and articles of association of the Company as may be amended from time to time |
| “Board” | the board of Directors |
| “Buy-back Mandate” | a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM |
| “Buy-back Resolution” | the proposed ordinary resolution as referred to in resolution number 6(B) of the Notice of the AGM |
| “Capitalisation Issue” | the issue of Shares on the Listing Date by way of the capitalisation of certain sums standing to the credit of the share premium account of the Company to the Shareholders whose names appear on the register of members of the Company at the close of business on the business day preceding the Listing Date in proportion to their then existing respective shareholdings |
| “Company” | New Media Lab Limited, an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company for the time being |
| “Extension Mandate” | a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate |
| “Group” | the Company and its subsidiaries from time to time |

DEFINITIONS

| | |
|---------------------------|---|
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors to enable them to exercise all the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM |
| “Latest Practicable Date” | 16 April 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular |
| “Listing Date” | the date on which dealings in the Shares first commence on the Stock Exchange (i.e. 17 July 2023) |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notice of AGM” | the notice of AGM dated 19 April 2024 as set out on pages AGM-1 to AGM-5 of this circular |
| “PRC” | The People’s Republic of China |
| “Prospectus” | the prospectus of the Company dated 30 June 2023 |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Share Offer” | has the meaning as defined in the Prospectus |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “%” | per cent. |

LETTER FROM THE BOARD



新傳企劃有限公司 New Media Lab Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1284)

Executive Directors:

Mr. Wong Chi Fai (*Chairman*)
Mr. Lee Yat Pui, Royce
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Ms. Cheng Ka Yu
Mr. Mak Kam Chiu
Mr. Niu Zhongjie

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:*

8/F, Tower 1
The Quayside
77 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

19 April 2024

To the Shareholders

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM for the approval of (i) re-election of Directors; and (ii) granting of general mandates to issue new Shares and buy back Shares and to give you the Notice of AGM.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. Resolutions to be proposed at the AGM include, *inter alia*, (A) re-election of Directors; and (B) general mandates to issue new Shares and buy back Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on such resolutions to be proposed at the AGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of the AGM.

In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 31 May 2024.

No refreshments or drinks will be served and no corporate gifts will be distributed.

The Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy to represent them by returning their forms of proxy by the time specified herein. Physical attendance at the AGM by Shareholders is not necessary for the purpose of exercising their voting rights.

(A) RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Article 83(3) of the Articles of Association, all Directors, who were appointed as Directors, shall hold office from their appointment date until the first annual general meeting of the Company after their appointment and shall then be eligible for re-election at that meeting. All of them shall offer themselves for re-election at the AGM.

Details of all Directors who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Recommendation of the Nomination Committee

The Nomination Committee of the Company ("NC") had reviewed the biographical details of all Directors and their meeting of nomination criteria (including but not limited to character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, sufficiency of time commitment to effectively discharge duties as Board member) as set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the diversity policy of the Company, and took the view that all of them have been contributing to the Group effectively and committed to their role as Directors.

LETTER FROM THE BOARD

The NC had also assessed the independence of Ms. Cheng Ka Yu (“**Ms. Cheng**”), Mr. Mak Kam Chiu (“**Mr. Mak**”) and Mr. Niu Zhongjie (“**Mr. Niu**”) based on their confirmation of independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules and was satisfied with their independence.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect all the Directors as Directors at the AGM. Each of them has abstained from voting on the relevant resolutions at the Board meeting regarding his/her own re-election.

(B) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

(I) General mandates granted by passing a Shareholders’ written resolutions on 26 June 2023

Pursuant to the written resolutions passed by the Shareholders on 26 June 2023, general mandates were granted to the Directors to:

- (i) issue up to 20% of the aggregate number of Shares in issue immediately following completion of the Capitalisation Issue and the Share Offer (i.e. a maximum of 120,000,000 Shares) (“**Previous Issue Mandate**”);
- (ii) buy back up to 10% of the aggregate number of Shares in issue immediately following completion of the Capitalisation Issue and the Share Offer (i.e. a maximum of 60,000,000 Shares) (“**Previous Buy-back Mandate**”); and
- (iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back by the Company pursuant to the above mandates.

(II) Proposal refreshment of the general mandates at the AGM

The previous mandates will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 600,000,000 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (i) the Issue Mandate to allot, issue and deal with Shares up to an aggregate of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 120,000,000 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (ii) the Buy-back Mandate to buy back Shares up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 60,000,000 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM); and
- (iii) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Buy-back Mandate.

Such proposed resolutions are as set out in resolutions 6(A), 6(B) and 6(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Resolution is set out in Appendix II to this circular.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the (A) re-election of Directors; and (B) granting of Issue Mandate, Buy-back Mandate and Extension Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in Appendix I (Details of Directors Proposed for Re-election) and Appendix II (Explanatory Statement to the Buy-back Mandate) to this circular.

By order of the Board
New Media Lab Limited
Wong Chi Fai
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

Mr. Wong Chi Fai

Executive Director and Chairman

Mr. Wong, aged 68, an Executive Director of the Company and the Chairman of the Board. He is also the Chairman of the Executive Committee and a member of the Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. Mr. Wong joined the Group in June 1999 and is responsible for overseeing the financial management and advising on the business strategic planning and development of the Group. He has over 30 years of finance and management experience in different businesses ranging from media and publication, property investment and development, hotel and hospitality, watch and jewellery retailing, financial and securities services, wholesaling and retailing of furniture, cinema development and operation to entertainment production and investment as well as artiste management. He is currently a director of Emperor International Holdings Limited (Stock Code: 163) (“**Emperor International**”), Emperor Entertainment Hotel Limited (Stock Code: 296) (“**Emperor E Hotel**”), Emperor Watch & Jewellery Limited (Stock Code: 887) (“**Emperor W&J**”), Emperor Culture Group Limited (Stock Code: 491) (“**Emperor Culture**”), Emperor Capital Group Limited (Stock Code: 717) (“**Emperor Capital Group**”) and Ulferts International Limited (Stock Code: 1711) (“**Ulferts**”), all being listed members of Emperor Group. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Save as disclosed above, Mr. Wong did not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Wong is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Wong is entitled to receive a Director’s fee of HK\$150,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Wong does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Mr. Wong.

Mr. Lee Yat Pui, Royce*Executive Director and Chief Executive Officer*

Mr. Lee, aged 54, an Executive Director of the Company and the Chief Executive Officer (“CEO”) of the Group. Mr. Lee joined the Group as consultant in October 2016 and became the CEO since January 2017. He was appointed as a Director in March 2021 and is responsible for overall management of the Group and planning the Group’s business and strategies. Mr. Lee is also a member of the Executive Committee of the Company as well as a director of certain subsidiaries of the Company. He has over 20 years of experience in marketing and brand management, and specialised in digital marketing. Mr. Lee had worked in Nestlé China Limited and Coca-Cola China Limited and was responsible for marketing. He subsequently took up directorship in a digital marketing company. Prior to joining the Group, he ventured into e-learning and founded a company aiming to apply digital technology to facilitate learning. He is also a director of Double Blossoms Limited (“**Double Blossoms**”), which is a company disclosed under the section headed “Directors’ and Chief Executives’ Interests in Securities” on page 20 of the Company’s 2023 annual report. Mr. Lee holds a Bachelor of Science and a Degree of Master in Philosophy from the Chinese University of Hong Kong. Mr. Lee did not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Lee is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Lee is entitled to receive a Director’s fee of HK\$150,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him. The remuneration package of Mr. Lee was also recommended by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions and based on his professional qualification, working experience and responsibilities to the Group. The amount of emoluments paid to him for the financial year ended 31 December 2023 was set out in note 8 to the consolidated financial statements in the Company’s 2023 Annual Report.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Lee had deemed interest in 90,000,000 Shares (representing approximately 15% of the total issued Shares) which were held by Double Blossoms (Mr. Lee was the company’s sole shareholder and sole director).

Save as disclosed herein, Mr. Lee does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Mr. Lee.

Ms. Fan Man Seung, Vanessa*Executive Director*

Ms. Fan, aged 61, an Executive Director of the Company, the Chairperson of the Corporate Governance Committee and a member of the Executive Committee and the Nomination Committee of the Company as well as a director of certain subsidiaries of the Company. She joined the Group in June 1999 and is responsible for overseeing the overall corporate management and advising on the business strategies of the Group. Ms. Fan has over 35 years of corporate management experience in diversified businesses ranging from media and publication, property investment and development, hotel and hospitality, watch and jewellery retailing, financial and securities services, wholesaling and retailing of furniture, cinema development and operation to entertainment production and investment as well as artiste management. She is currently a director of Emperor International, Emperor E Hotel, Emperor W&J, Emperor Culture, Emperor Capital Group and Ulferts, all being listed members of Emperor Group. Ms. Fan is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration. Save as disclosed above, Ms. Fan did not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Ms. Fan is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Fan is entitled to receive a Director's fee of HK\$150,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Fan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Fan was a director of 英皇娛藝影院(廣東)有限公司 (Emperor UA Cinemas (Guangdong) Company Limited) ("**PRC Company**"), a company established under the PRC laws and an indirect non-wholly owned subsidiary of Emperor Culture, from 6 November 2020 to 26 August 2022. The immediate sole shareholder and intermediate shareholders of the PRC Company resolved on 21 November 2022 to cease the entire operation of the PRC Company, and upon the PRC Company's voluntary liquidation application filed on 14 March 2023, an order was made by the PRC Court on 25 April 2023 accepting the application on the ground that the PRC Company was insolvent and the PRC court ordered respectively on 31 October 2023 that the PRC Company was declared bankruptcy and on 29 December 2023 that the bankruptcy proceeding of the PRC Company ended. The PRC Company was primarily engaged in cinema operation in the PRC. Ms. Fan confirmed that she was not a party to the liquidation application and is not aware of any actual or potential claim that has been or will be made against her because of such liquidation.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Ms. Fan.

Ms. Cheng Ka Yu*Independent Non-executive Director*

Ms. Cheng, aged 50, was appointed as an Independent Non-executive Director of the Company in June 2023. She is also the Chairperson of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Ms. Cheng was admitted as a solicitor in Hong Kong in 1998 and is now a partner of P. C. Woo & Co, a solicitors firm. She was an independent non-executive director of Emperor International from 2012 to 2021. She holds a Bachelor of Laws Degree from The University of Hong Kong. Save as disclosed above, Ms. Cheng did not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Ms. Cheng is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Cheng is entitled to receive a Director's fee of HK\$180,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Cheng does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Ms. Cheng.

Mr. Mak Kam Chiu*Independent Non-executive Director*

Mr. Mak, aged 47, was appointed as an Independent Non-executive Director of the Company in June 2023. He is also the Chairman of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee of the Company. Mr. Mak has over 20 years of experience in financial management and internal audit. He has served as finance director and/or held management positions with various multinational corporations engaging in retailing and/or food and beverage industry. Mr. Mak is currently the finance director of Skechers Hong Kong Limited. He holds a Bachelor of Business Administration in Accountancy from the City University of Hong Kong and a Degree of Master of Business Administration from the Chinese University of Hong Kong. Mr. Mak is a fellow of the Association of Chartered Certified Accountants in Hong Kong and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Mak has not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Mak is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Mak is entitled to receive a Director's fee of HK\$180,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Mak does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Mr. Mak.

Mr. Niu Zhongjie

Independent Non-executive Director

Mr. Niu, aged 56, was appointed as an Independent Non-executive Director of the Company in June 2023. He is also the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee of the Company. Mr. Niu has worked with various financial institutions and has extensive experience in equity capital markets. He is currently the responsible officer for type 4 (advising on securities) and type 9 (asset management) regulated activities of Vision Finance Asset Management Limited. He is also a director of Vision Finance International Company Limited and the responsible officer of the company to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities. Mr. Niu is currently an independent non-executive director of Nanjing Sample Technology Company Limited (Stock Code: 1708), Peiport Holdings Limited (Stock Code: 2885) and Starlight Culture Entertainment Group Limited (Stock Code: 1159). He holds a Bachelor of Arts in Business Administration from Northeast Missouri State University, Missouri USA and a Degree of Master of Business Administration from The University of Hong Kong. Save as disclosed above, Mr. Niu did not hold any directorship in in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Niu is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Niu is entitled to receive a Director's fee of HK\$180,000 per annum which was recommended by the Remuneration Committee and determined by the Board with reference to the market rate and the duties and responsibilities undertaken by him.

Mr. Niu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Niu was an independent non-executive director of Gold-Finance Holdings Limited ("**Gold-Finance**") between 3 February 2016 and 15 May 2019. Gold-Finance was a company listed on the Main Board (stock code: 1462), but the trading of Gold-Finance's securities on the Stock Exchange was suspended on 5 May 2019 and it was eventually delisted on 16 March 2021. As disclosed in the announcements made by Gold-Finance prior to its delisting, a winding-up petition was filed against Gold-Finance on 3 June 2019 in the High Court of Hong Kong and provisional liquidators were appointed in respect of Gold-Finance on 5 June 2019 as a result of a winding-up petition filed against Gold-Finance's controlling shareholder in April 2019, which falls within 12 months after Mr. Niu's ceasing to act as its independent non-executive director. Based on public information, Gold-Finance was an investment holding company incorporated in the Cayman Islands as an exempted company with limited liability, and its principal activities were investment and asset management services in the PRC, property investment and development in the PRC and building services in Hong Kong.

Save as disclosed above, the Board is not aware of any other information 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 in relation to the proposed re-election of Mr. Niu.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 600,000,000 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 60,000,000 Shares (representing 10% of the total number of issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held;
or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Company will not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT TO THE BUY-BACK MANDATE

EFFECT OF THE TAKEOVERS CODE

If as a result of a share buy-back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following Shareholders were directly or indirectly interested in 10% or more of the number of issued ordinary Shares that carry a right to vote in all circumstances at general meetings of the Company:

| Name of Substantial Shareholders | Number of Shares held | Approximate % of issued share capital as at the Latest Practicable Date | Approximate % of issued share capital if the Repurchase Mandate is fully exercised |
|---|------------------------------|--|---|
| New Media Lab Group Holdings Limited | 315,000,000 | 52.5 | 58.33 |
| Double Blossoms | 90,000,000 | 15.0 | 16.67 |

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercise in full the Buy-back Mandate, the interests of the above substantial Shareholders would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Buy-back Mandate.

The Directors have no present intention to exercise the Buy-back Mandate to the extent as would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% of the total number of issued Shares.

APPENDIX II EXPLANATORY STATEMENT TO THE BUY-BACK MANDATE

GENERAL

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share buy-back has any unusual features.

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise in the 6 months preceding the Latest Practicable Date.

SHARE PRICE

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

| | Highest | Lowest |
|-------------|----------------|---------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| July | 1.220 | 0.670 |
| August | 0.780 | 0.445 |
| September | 0.620 | 0.380 |
| October | 0.485 | 0.390 |
| November | 0.485 | 0.355 |
| December | 0.420 | 0.300 |
| 2024 | | |
| January | 0.340 | 0.275 |
| February | 0.315 | 0.270 |
| March | 0.285 | 0.255 |
| April | 0.285 | 0.260 |

NOTICE OF ANNUAL GENERAL MEETING



新傳企劃有限公司 New Media Lab Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1284)

NOTICE IS HEREBY GIVEN that the annual general meeting of New Media Lab Limited (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 6 June 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. (A) To re-elect Mr. Wong Chi Fai as Director.
(B) To re-elect Mr. Lee Yat Pui, Royce as Director.
(C) To re-elect Ms. Fan Man Seung, Vanessa as Director.
(D) To re-elect Ms. Cheng Ka Yu as Director.
(E) To re-elect Mr. Mak Kam Chiu as Director.
(F) To re-elect Mr. Niu Zhongjie as Director.
4. To authorize the board of directors of the Company (“**Board**” or “**Directors**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as Independent Auditors and to authorize the Board to fix its remuneration.

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

NOTICE OF ANNUAL GENERAL MEETING

6. (A) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company (“**Articles of Association**”) or any applicable laws to be held; and
- (c) the date of which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT**

- (i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution passed in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolution nos. 6(A) and 6(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 6(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 6(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares as at the date of passing resolution no. 6(B).”

By order of the Board
New Media Lab Limited
Liu Suet Ying
Company Secretary

Hong Kong, 19 April 2024

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:*
8/F, Tower 1
The Quayside
77 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- (i) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (ii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be decided by poll at the annual general meeting of the Company (“**AGM**”). Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (iii) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the chairman of the AGM as their proxy to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (iv) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy there of must be deposited at the Company’s Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (“**Branch Share Registrar**”) not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof. In such event, the returned form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (v) Where there are joint holders of any shares, any one of such joint holder may vote at the AGM, either in person or by proxy in respect of such shares as if he/she were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.
- (vi) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Branch Share Registrar at the above address before 4:30 p.m. on Friday, 31 May 2024.
- (vii) If typhoon signal no. 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the HKSAR Government is in force at any time after 8:30 a.m. and before the above AGM time, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.NewMediaLab.com.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.