

GV Media PLC

Notice of First Annual General Meeting 2020

Notice of Annual General Meeting 2020

The notice convening the Annual General Meeting of the GV Media PLC is set out at the end of this document. The Annual General Meeting 2020 will be held at Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday 20 July 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT). **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by GV Media PLC, Monomark House, 27 Old Gloucester Street, London, United Kingdom, WC1N 3AX or send to Ms. Lily Li, the Company Secretary of the GV Media PLC via lily.li@global.hk no later than 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Thursday 16 July 2020.**

COVID-19 – Annual General Meeting Arrangements

GV Media PLC (the “**Company**”) is following the arrangements and legislation of the UK Government guidance in regard to the COVID-19 situation and will continue to monitor the situation whilst arranging the Company’s AGM. The health of our shareholders and employees are extremely important to us. From this, the Directors have taken into consideration the following situations up to date : (1) Measures published by the UK Government: from 4th of July, It will be against the law to gather in groups larger than 30 people, except for a limited set of circumstances to be set out in law; (2) the travel and entry restrictions for travellers in varies countries. It is the Company’s decision, which is supported by the UK Government’s recent announcement, to arrange a hybrid meeting. As such, the Company is to arrange a physical meeting with electronic participations. Members who are not able to attend the meeting physically still have the right to formally attend, speak and vote through electronic medium. If shareholders are unable to attend the AGM in person or through electronic medium, shareholders are requested to submit their votes, in respect of the business to be discussed, via proxy as early as possible.

Hybrid Meeting Procedures / Guidelines

The hybrid meeting is to be held at Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong with the use of Zoom Video Conference at:

<https://zoomtw.zoom.us/j/3019467221?pwd=SVdWTmxvR2ZGREhTY0xZOHdPemg4QT09>

with the password: **GVMAGM**

The followings are the guidelines in joining the meeting:

1. Click the invitation link to open the Desktop Client / App
2. Download Zoom desktop client: https://zoom.us/download#client_4meeting
3. Open the Zoom desktop client
4. Join a meeting using one of these methods:
 - a. Click **Join a Meeting** if you want to join without signing in; or
 - b. Sign in to Zoom then click **Join**
5. Enter the meeting ID number and your display name
 - a. If you’ve signed in, you can change your name
 - b. If you haven’t signed in, enter a display name
6. Select if you would like to connect audio and/or video and click **Join**

Registration number: 11603761

Monomark House, 27 Old Gloucester Street, London, United Kingdom, WC1N 3AX

<http://www.gvmediapl.com/>



GV Media PLC

Notice of First Annual General Meeting 2020

Definitions

The following definitions apply throughout this document unless the context requires otherwise:

“Annual General Meeting”	The annual general meeting of the Company convened for 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Monday 20 July 2020 at which the ordinary resolutions will be proposed, notice of which is set out at the end of this document
“Articles”	The articles of association of the Company which are in force as at the date of this document
“Board” or “Directors”	The board of Directors of the Company
“Company”	GV Media PLC
“Companies Act 2006”	Companies Act 2006 (as amended from time to time)
“Form of Proxy”	The form of proxy for use by Shareholders in connection with the Annual General Meeting, which accompanies this document
“Notice of Annual General Meeting”	The notice convening the Annual General Meeting set out at the end of this document
“Ordinary Shares”	Ordinary shares £0.25 each in the share capital of GV Media PLC
“Resolutions”	The ordinary resolutions to be proposed at the Annual General Meeting and set out in the Notice of Annual General Meeting
“Shareholder”	A holder of Ordinary Shares
“UK” and “United Kingdom”	The United Kingdom of Great Britain and Northern Ireland

GV Media PLC

Notice of First Annual General Meeting 2020

Notice is hereby given that the first AGM of the Company will be held on Monday, 20 July 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT). at Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong to transact the business set out below:

The meeting will be held in order to consider and, if thought fit, pass resolutions 1 to 7 ordinary resolutions.

Ordinary resolutions:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31st October 2019 and the Auditors' Report thereon.
2. To re-elect Geoffrey Stanton Morrow as a Director.
3. To re-elect Michael Lionel Keam as a Director.
4. To re-elect Xiaoxiao Qin as a Director.
5. To re-elect Paul Yuk Lam as a Director.
6. To re-elect Yat Chuen Yeung as a Director.
7. To re-appoint Windsor Audit Limited as Auditors of the Company for the ensuing year and to authorise the directors to fix Auditor's remuneration.

BY ORDER OF THE BOARD

Yong Ling Li

Company Secretary

GV Media PLC

Dated: 29th June 2020

Registered Office:

Monomark House, 27 Old Gloucester Street

London

United Kingdom

WC1N 3AX

Company Number: 11603761

Company number: 11603761

Monomark House, 27 Old Gloucester Street, London, United Kingdom, WC1N 3AX

<http://www.gvmediapl.com/>



GV Media PLC

Notice of First Annual General Meeting 2020

Explanatory notes to the resolutions to be proposed at the Annual General Meeting

The resolutions to be proposed at the AGM of the Company to be held on Monday 20 July 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT) are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolutions

Resolutions 1 to 7 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

Resolution 1 – Financial statements and reports 2019

For each financial year, the Directors are required to present the Directors' Reports, the audited financial statements and the Auditor's reports to shareholders at a general meeting. The financial statements and reports laid before the AGM are for the financial year ending 31 October 2019 and the Company proposes a Resolution on their adoption.

Resolutions 2 to 6 – Re-election of Directors

Resolutions 2 to 6 relate to the retirement and re-election of the Directors. Article 24 of the Company's Articles require all the directors who were appointed as such by the Board during the year must retire at the first AGM. All Directors are retiring and seek re-appointment at the AGM.

At every subsequent annual general meeting any Directors who have been appointed by the Directors since the last AGM, or who were not appointed or reappointed at one of the preceding two AGMs, must retire from office and may offer themselves for reappointment by the members.

Position of retiring Director - A Director who retires at an AGM (whether by rotation or otherwise) may, if willing to act, be reappointed. If he is not re-appointed or deemed to have been re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

Deemed re-appointment - At any AGM at which a Director retires by rotation the Company may fill the vacancy and, if it does not do so, the retiring Director shall, if willing, be deemed to have been re-appointed unless it is expressly resolved not to fill the vacancy or a resolution for the re-appointment of the Director is put to the meeting and lost.

Resolutions 7 – Re-appointment and authorising and fixing remuneration of Auditors.

The Company is required by the Company Act 2006 to appoint Auditors to serve for each financial year of the Company. The appointment must be made before the end of the general meeting before which accounts are laid. Winsor Auditor Limited have indicated that they are willing to continue as the Company's Auditors for another year and Resolution 7 is, therefore, to appoint Winsor Auditor as Auditors for the financial year ending 31 October 2020.

GV Media PLC

Notice of First Annual General Meeting 2020

Separately, Resolution 7 authorises the directors to determine the Auditor's remuneration. It is normal practice for shareholders to resolve at the annual general meeting that the directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the Auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Company number: 11603761

Monomark House, 27 Old Gloucester Street, London, United Kingdom, WC1N 3AX

<http://www.gvmediapl.com/>



FORM OF PROXY

GV Media PLC

("the Company")

(Incorporated and Registered in England and Wales with Registered Company Number 11603761)

For use at the Annual General Meeting of the Company to be held on at **Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday 20th July 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT).**

I/We _____ (FULL NAMES IN BLOCK CAPITALS)

of _____

(ADDRESS IN BLOCK CAPITALS)

being (a) member(s) of GV Media PLC, hereby appoint the Chairman of the meeting, or (Please only complete the following if appointing someone other than the Chairman of the Meeting)

Name of proxy _____ Number of Ordinary Shares Proxy is appointed over _____

--	--

to act as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday 20th July 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on the following resolutions, to be submitted to the meeting and at any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

	Ordinary Resolutions	For	Against	Vote Withheld
1	To receive and adopt the report of the Directors' Report and Audited Financial Statements for the year ended 31 st October 2019 and the Auditors' Report			
2	To re-appoint Geoffrey Stanton Morrow as a Director			
3	To re-appoint Michael Lionel Keam as a Director			
4	To re-appoint Xiaoxiao Qin as a Director			
5	To re-appoint Paul Yuk Lam as a Director of the Company			
6	To re-appoint Yat Chuen Yeung as a Director			
7	To reappoint Windsor Audit Limited as Auditors of the Company for the ensuing year and to authorise the Directors to fix Auditor's remuneration			

Signature _____ Dated _____

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
3. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 16 July 2020. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you are to attend the meeting, your proxy appointment will automatically be terminated.
5. You may return the hard copy of the proxy form to the Registrar in an envelope addressed to Monomark House, 27 Old Gloucester Street, London, United Kingdom, WC1N 3AX or the electronic form to Ms. Lily Li via lily.li@global.hk no later than 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Thursday 16 July 2020 before the appointed time of the meeting.
6. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
7. If you fail to select any of the given options, your proxy may vote as he/she chooses or can decide not to vote at all.