

GV Media PLC

Notice of General Meeting 2020

Notice of General Meeting 2020

The notice convening the General Meeting of the GV Media PLC is set out at the end of this document. The General Meeting 2020 will be held at Unit D, 17/F YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday 24 August 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 companysecretary@gvmediapl.com no later than 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Thursday 20 August 2020.

COVID-19 –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 GM. The health of our shareholders and employees are extremely important to us. From this, the Directors have taken into consideration the following situations (1) Measures published by the UK Government-COVID19 Secure guidelines; (2) the travel and entry restrictions for travelers in various 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 GM 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 (Proxy form must be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day or any adjournment thereof (as the case may be).

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/94652418369?pwd=eml3MVNncE5YZGRmdEVwNmmtaDILQT09> with the password: **GVMGM**

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/>



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Definitions

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

“General Meeting”	The general meeting of the Company convened for 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Monday 24 August 2020 at which the special resolution 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 General Meeting, which accompanies this document
“Notice of General Meeting”	The notice convening the 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/special resolutions to be proposed at the General Meeting and set out in the Notice of General Meeting
“Shareholder”	A holder of Ordinary Shares
“UK” and “United Kingdom”	The United Kingdom of Great Britain and Northern Ireland

GV Media PLC

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Notice is hereby given that the GM of the Company will be held on Monday 24 August 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 resolution 1 as a special resolution.

Resolution 1:

Resolution on amendment of the company's Articles of Association: The board of directors proposes amendments to the articles of association. A copy of the new articles and redline against the current articles are separately attached.

BY ORDER OF THE BOARD

Yong Ling Li

Company Secretary

GV Media PLC

Dated: 5 August 2020

Registered Office:

Monomark House, 27 Old Gloucester Street

London

United Kingdom

WC1N 3AX

Company Number: 11603761

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Explanatory notes to the resolution to be proposed at the General Meeting

The resolution to be proposed at the GM of the Company to be held on Monday 24 August 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT) are set out in the notice of GM. The following notes provide an explanation to the resolutions being put to shareholders.

Special resolution

Resolution 1 is proposed as special resolution. This resolution will be passed if at least 75% of the votes are cast in favour of them.

Resolution 1 – Amending the Company’s Articles of Association

To amend the Company’s Articles of Association pursuant to Section 21 of the Companies Act 2006: Section 21 of the Companies Act 2006 provides that a company may alter its Articles with a special resolution of the shareholders. A special resolution requires at least 75% of a company’s members to vote in favour for it to pass.

FORM OF PROXY

GV Media PLC

("the Company")

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

For use at the 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 24 August 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
<input type="text"/>	<input type="text"/>

to act as my/our proxy to vote for me/us on my/our behalf at the 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 24 August 2020 at 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on the following resolution, 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/Special Resolution	For	Against	Vote Withheld
1	To amend company's Article of Association pursuant to Section 21 of the Companies Act 2006			

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 20 August 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. To be valid, the form of proxy and the power of attorney or other authority(if any) under which it is signed or a certified copy of such power or authority must be lodged at the office of the company's 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 companysecretary@gvmediapl.com, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day or any adjournment thereof (as the case may be) - no later than 5:00 p.m. (HKT) / 10:00 a.m. (UKT) on Thursday 20 August 2020.
6. In the case of a corporation, the form proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
7. 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.
8. 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.