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Alibaba Pictures Group Limited **阿里巴巴影业集团有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1060)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Special General Meeting”) of Alibaba Pictures Group Limited (the “Company”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, December 29, 2015 at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the framework agreement (“Framework Agreement”) entered into between the Company and Alibaba Group Holding Limited (“AGH”) on November 4, 2015 pursuant to which AGH shall sell, and the Company shall purchase, the online movie ticketing business and Yulebao (“Target Business”) be and is hereby confirmed, approved and ratified;
- (b) the share purchase agreement to be entered between the Company and AGH pursuant to which AGH shall sell, and the Company shall purchase, the entire issued share capital of Aurora Media (BVI) Limited be and is hereby approved;
- (c) the assignment of intellectual property assets to be entered into between the Company as assignee and AGH as assignor be and is hereby approved;
- (d) the AGH SBC reimbursement agreement to be entered into between the Company and AGH in relation to certain employees of AGH or its affiliates whose primary responsibilities, as of November 4, 2015, were to support the Target Business be and is hereby approved;

- (e) the transactions contemplated under (a) to (d) above, including without limitation:
- (1) the transfer of the Target Business under the restructuring of the Target Business as set out in the Framework Agreement to be completed after completion of the acquisition of the Target Business; and
 - (2) the continuing connected transaction contemplated under the shared services agreement in relation to office space and support services, customer service support, business intelligence services, maintenance service for the Yulebao database, office system and support services, procurement function support services and SMS platform services, entered into on November 4, 2015 between the Company and AGH (“Shared Services Agreement”),

be and are hereby confirmed, approved and ratified;

- (f) to authorise any director(s) of the Company for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Framework Agreement and the Shared Services Agreement and the amendment, variation or modification of the terms and conditions of the Framework Agreement and the Shared Services Agreement on such terms and conditions as any director(s) of the Company may think fit.”

By Order of the Board
Alibaba Pictures Group Limited
Shao Xiaofeng
Chairman

Hong Kong, December 9, 2015

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:

26/F, Tower One
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf.
2. Where there are joint registered holders of any Share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect of such Share.
3. To be valid, the form of proxy, duly completed and signed in accordance with the instructions printed thereon, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. All voting by the members at the Meeting shall be conducted by way of poll.

As at the date of this notice, the Board comprises Mr. Shao Xiaofeng, Mr. Liu Chunning and Mr. Zhang Qiang, being the executive Directors; Mr. Li Lian Jie, being the non-executive Director; and Ms. Song Lixin and Mr. Tong Xiaomeng, being the independent non-executive Directors.