

Decisions of the Board of Directors for the scheduling of the Annual General Meeting of the shareholders of G Entertainment Group Plc (the "Company") and an Extraordinary General Meeting of the shareholders of the Company

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Attachments:

1. **Announcement**
2. **AGM 9 July 2018 Notice**
3. **AGM 9 July 2018 Proxy Form**
4. **EGM 9 July 2018 Notice**
5. **EGM 9 July 2018 Proxy Form**

Non Regulated

Publication Date: 25/05/2018

24 May 2018

Cyprus Stock Exchange
Nicosia

ANNOUNCEMENT

Re: Decisions of the Board of Directors for the scheduling of the Annual General Meeting of the shareholders of G Entertainment Group Plc (the "Company") and an Extraordinary General Meeting of the shareholders of the Company

The Board of Directors of the Company, at a meeting held on 24 May 2018, decided the following:

A. Annual General Meeting

The Annual General Meeting of the shareholders of the Company shall be called on the 9th of July 2018, at 14:30 hrs local time, at the Company's offices, at 6 Theotoki Str., 1055, Nicosia, Cyprus (the 'AGM'). The AGM will examine, between others, the Annual Report and Consolidated Financial Statements of the Company and the standalone Annual Report and Financial Statements of the Company for the financial year that ended on 31 December 2017.

B. Extraordinary General Meeting

Whereas, according to the final, audited financial statements of the Company for the financial year 2017, it emerged that the Company has lost over 50% of its subscribed share capital, applying the relevant provisions of Section 169 F of the Company Laws, Cap. 113, an extraordinary general meeting of the shareholders of the Company shall be called on the 9th of July 2018, at 14:00 hrs local time, at the Company's offices, at 6 Theotoki Str., 1055, Nicosia, Cyprus (the 'EGM'), to consider whether the Company should be wound up or any other measures taken.

C. Notification to the shareholders in relation to the General Meetings

Shareholders will be notified in relation to the General Meetings through an announcement of the notices and proxy forms on the Company website (<http://www.gegroupplc.com/investor-information/general-meetings/>), on the website of the Cyprus Stock Exchange (www.cse.com.cy), as well as through announcements published on the Cypriot daily newspaper ALITHIA on the 28th of May 2018. Pursuant to the relevant provisions of the Company Law, no individual notices will be sent to the shareholders.



On behalf of the Board of Directors of G Entertainment Group Plc
Sing Lin
Chief Executive Officer

Company Registration Number: 346401

NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF G ENTERTAINMENT GROUP PLC

Notice is hereby given that the Annual General Meeting of the shareholders of G ENTERTAINMENT GROUP PLC (the “Company”) will be held at the Company’s offices, at 6 Theotoki Str., 1055, Nicosia, Cyprus on Monday, 9th July 2018, 14:30 hrs Cyprus time.

AGENDA

1. Presentation and review of the Annual Report and Consolidated Financial Statements of the Company and the standalone Annual Report and Financial Statements of the Company for the financial year that ended on 31 December 2017. The Annual Reports contain the final, audited financial statements, the Management Report and the Independent Auditors Report upon those Financial Statements.
2. Retirement of two Board Members pursuant to Regulations 74 and 75 of the Company’s Articles of Association which provides for the rotation of directors, pursuant to which at every AGM of the Company, one third of the Board Members, those longer serving, must retire but they may offer themselves for re-election. The Board Members retiring pursuant to Regulations 74 and 75 are Richard James Carter and Amphipolis Administrative Services Limited. They offer themselves for re-election.
3. Retirement of a Board Member pursuant to Regulation 93 of the Company’s Articles of Association, pursuant to which any board member appointed by the Board of Directors shall retire at the next AGM, but he may offer himself for election by the AGM. The Board Member retiring pursuant to Regulation 93 is Mr. Sing Lin, appointed by a decision of the Board of Directors after the last AGM. He offers himself for election.
4. Determination of the remuneration of the non-executive members of the Board of Directors for 2018. The proposal of the Board of Directors is that the remuneration of each non-executive member remains at the same level as for 2017.

5. Appointment of the Company's external auditors Deloitte Ltd for the Financial Year 2018, and authorisation to the Board of Directors to determine their remuneration for the year 2018.
6. **Special Resolution: issue and allotment of new shares to strategic investors.**
 - A. That:
 - i. The Board of Directors of the Company be authorized and instructed, and is hereby authorized and instructed, to issue and allot a number of shares up to 10% of the current authorized share capital of the Company (the "New Shares") to strategic investors, to such persons and for such consideration as the Company's Board of Directors may decide at its sole discretion, without the prior offering of these shares to the Company's current shareholders.
 - ii. The New Shares shall have the same rights as the current shares of the Company.
 - iii. The Company's Members waive, and do hereby waive, any preemption rights they may be entitled to by the Company's Articles of Association and the relevant legislation in relation to paragraph A(i) of this Special Resolution, above.
 - iv. The Board of Directors of the Company be authorized and instructed, and is hereby authorized and instructed, to undertake all necessary steps and perform all necessary actions for the issuing and allotment of the New Shares to Strategic Investors and the listing of the New Shares on the Cyprus Stock Exchange.
 - v. The authorization to the Board of Directors for the issuing and allotment of the New Shares to Strategic Investors pursuant to this Resolution is valid for a period of 12 months following the Resolution's approval by the EGM.
7. Any other business, which, according to the Company's Articles of Association, can be discussed at the Annual General Meeting.

By order of the Board of Directors,

Amphipolis Secretarial Services Limited
Secretary

Nicosia, 25 May, 2018.

EXPLANATORY CIRCULAR in Relation to the Special Resolution

G ENTERTAINMENT GROUP PLC informs you that at the Extraordinary General Meeting of the shareholders of the Company that will take place on Monday, 9th July, 14:30 hrs Cyprus time, or at any adjournment thereof, the following Special Resolution will be proposed in relation to which the following explanations are provided:

Special Resolution on the issue and allotment of new shares to strategic investors.

The Special Resolution enables the Board of Directors, at its discretion, to issue and allot a number of shares up to 10% of the current authorized share capital of the Company to strategic investors, without the prior offering of these shares to the Company's current shareholders.

Notes

1. The issued share capital of the G ENTERTAINMENT GROUP PLC (the 'Company') consists of 682,239,705 ordinary shares of nominal value €0.01 cent each. Each share has one voting right; therefore the total number of voting rights corresponds exactly to the issued share capital of the Company.
2. Only those members registered on the Company's register of members on the 5th of July 2018 (the "Record Date") shall be entitled to attend and vote at the AGM.
3. An ordinary resolution at a General Meeting will need to be passed by a simple majority of votes (50 per cent. + 1) of the shareholders entitled to vote and who vote at the General Meeting either in person or by proxy.
4. A special resolution at a General Meeting shall be a resolution passed by a majority of not less than three-quarters of such number of members of the company who (being entitled to do so) vote in person or by proxy at the general meeting for which relevant notice of at least 21 days has been given pursuant to Section 135 of the Companies Law, Cap 113 specifying the intention to propose the resolution as a special resolution.
5. In the event that a shareholder does not vote on a particular resolution then it is considered as abstention (not calculated) in counting the votes for the specific resolution.
6. The members of the Company are entitled to appoint a proxy to exercise all or any of their rights to participate, speak, ask questions and vote at a general meeting of the Company. They may only appoint a proxy using the procedures set out in these notes.

7. An instrument of proxy may be revoked allowing you to attend the meeting provided that intimation in writing of such revocation shall have been received by the company at the registered office before the commencement of the meeting at which the proxy is used.
8. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided above. If you sign and return the form of proxy ("Form of Proxy") with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to ask questions or make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
9. The Form of Proxy, which is attached to the back of this document, has been posted on the Company's website <http://www.gegroupplc.com/investor-information/general-meetings/> , and is also available in hard copy, upon request, from the Company's registered office at 6 Theotoki Street, 1055, Nicosia, Cyprus.
10. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
11. To appoint a proxy using this form, the form must be completed and signed and either;
 - (a) Delivered to the registered office of the Company at 6 Theotoki street, 1055, Nicosia, Cyprus no later than 48 hours before the time fixed for the Meeting, or
 - (b) Received by the Company no later than 48 hours before the time fixed for the Meeting either by facsimile at the number + 357 22 020 502 or to the e-mail address: timotheou@prudensgroup.com
12. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
13. Shareholders and/or their proxies who will attend the AGM are requested to carry with them their identity card or other proof of identification. A legal entity which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the legal entity which he represents as that

legal entity could exercise if it were an individual member of the Company.

14. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
15. The articles of association of the Company do not provide for participation in a general meeting by electronic means without the shareholder (or relevant proxy) attending the meeting in person at the place where the meeting is held. Similarly, the articles of association of the Company do not provide for participation by distance voting.
16. Pursuant to section 128C of the Companies Law, Cap 113, shareholders have the right to ask questions related to items on the agenda and to have such questions answered by the directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if:
 - a. it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company; or
 - b. an answer has already been given in the document of which this notice forms part or, which has been published on the Company's website; or
 - c. the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered.
17. Shareholders may submit questions in writing before the EGM by sending a letter, together with evidence of their shareholding, at least four days before the EGM to the Company Secretary at 6 Theotoki street, 1055, Nicosia, Cyprus or by fax at + 357 22 020 502 or by email to: timotheou@prudensgroup.com.

<p>This Notice has been uploaded on the Company website http://www.gegroupplc.com/investor-information/general-meetings/ from where it may be downloaded and printed and will also be published on the daily newspaper ALITHIA on 28 May 2018.</p>

Company Registration No: 346401

G ENTERTAINMENT GROUP PLC

FORM OF PROXY

I/We(Member's Full Name),
of.....(Member's
Address) hereby appoint as my proxy to
vote for me on my behalf at the **Annual General Meeting** of the shareholders of the Company,
to be held at the Company's offices, at 6 Theotoki Str., 1055, Nicosia, Cyprus on Monday, 9th
July 2018, 14:30 hrs Cyprus time., and at any adjournment thereof.

This form is to be used in respect to the resolutions mentioned below. Please indicate how you wish your proxy to vote with a tick [X] in the appropriate box opposite each resolution. If no specific indication as to voting is given to your proxy, s/he will vote or abstain in his/her discretion on the matters below and any other matter to arise at the meeting. You may appoint as your proxy the person chairing the General Meeting.

ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS			
	FOR	AGAINST	ABSTENTION
Re-election of Mr. Richard James Carter			
Re-election of Amphipolis Administrative Services Limited			
Election of Mr. Sing Lin			



DETERMINATION OF THE REMUNERATION OF THE NON-EXECUTIVE DIRECTORS FOR 2018			
	FOR	AGAINST	ABSTENTION
Determination of the remuneration of the non-executive Directors for 2018. Proposal that the remuneration remains at the same levels as for 2017.			

APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITORS FOR 2018			
	FOR	AGAINST	ABSTENTION
Appointment of Company's external auditors, Deloitte Ltd and authorisation of the Board of Directors to determine their fees for the year 2018.			

SPECIAL RESOLUTION: ISSUE AND ALLOTMENT OF NEW SHARES TO STRATEGIC INVESTORS			
	FOR	AGAINST	ABSTENTION
Authorization for the issue and allotment of new shares to strategic investors.			

Date:Signature

Company Registration Number: 346401

G ENTERTAINMENT GROUP PLC

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of G ENTERTAINMENT GROUP PLC (the “Company”) will be held at the Company’s offices at 6 Theotoki Street, 1055, Nicosia, Cyprus, on Monday, 9th July 2018, 14:00 hrs Cyprus time for the purposes of considering the following matter:

“To decide whether the Company should be wound up or any other measures to be taken in the light of the loss of over 50% of its subscribed share capital as per the Audited Annual Financial Report of the Company for the financial year that ended on 31 December 2017.”

By order of the Board of Directors,

Amphipolis Secretarial Services Limited
Secretary

Nicosia 25 May, 2018.

EXPLANATORY CIRCULAR

Pursuant to the relevant provisions of Section 169 F of the Company Laws, Cap. 113, if a public company has losses of 50% of its subscribed share capital, an Extraordinary General Meeting of the shareholders of the Company must be convened for the purpose of consideration of whether the company should be wound up or any other measure should be taken.

The Company, as per the Audited Annual Financial Report for the financial year that ended on 31 December 2017, had losses for the year that exceeded 50% of its subscribed share capital.

The matter is therefore brought for consideration to the shareholders of the Company to decide:

- (a) Whether the Company should be wound up, or
- (b) Whether any other measures except wounding up should be taken, or
- (c) Whether no measures should be taken.

Notes

1. The issued share capital of the G ENTERTAINMENT GROUP PLC (the 'Company') consists of 682,239,705 ordinary shares of nominal value €0.01 cent each. Each share has one voting right; therefore the total number of voting rights corresponds exactly to the issued share capital of the Company.
2. Only those members registered on the Company's register of members on the 5th of July 2018 (the "Record Date") shall be entitled to attend and vote at the AGM.
3. An ordinary resolution at a General Meeting will need to be passed by a simple majority of votes (50 per cent. + 1) of the shareholders entitled to vote and who vote at the General Meeting either in person or by proxy.
4. A special resolution at a General Meeting shall be a resolution passed by a majority of not less than three-quarters of such number of members of the company who (being entitled to do so) vote in person or by proxy at the general meeting for which relevant notice of at least 21 days has been given pursuant to Section 135 of the Companies Law, Cap 113 specifying the intention to propose the resolution as a special resolution.
5. In the event that a shareholder does not vote on a particular resolution then it is considered as abstention (not calculated) in counting the votes for the specific resolution.
6. The members of the Company are entitled to appoint a proxy to exercise all or any of their rights to participate, speak, ask questions and vote at a general meeting of the Company. They may only appoint a proxy using the procedures set out in these notes.
7. An instrument of proxy may be revoked allowing you to attend the meeting provided that intimation in writing of such revocation shall have been received by the company at the registered office before the commencement of the meeting at which the proxy is used.
8. A proxy does not need to be a member of the Company but must attend the meeting to

represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided above. If you sign and return the form of proxy ("Form of Proxy") with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to ask questions or make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

9. The Form of Proxy, which is attached to the back of this document, has been posted on the Company's website <http://www.gegroupplc.com/investor-information/general-meetings/> , and is also available in hard copy, upon request, from the Company's registered office at 6 Theotoki Street, 1055, Nicosia, Cyprus.
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 - (b) Received by the Company no later than 48 hours before the time fixed for the Meeting either by facsimile at the number + 357 22 020 502 or to the e-mail address: timotheou@prudensgroup.com
12. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
13. Shareholders and/or their proxies who will attend the AGM are requested to carry with them their identity card or other proof of identification. A legal entity which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the legal entity which he represents as that legal entity could exercise if it were an individual member of the Company.
14. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

15. The articles of association of the Company do not provide for participation in a general meeting by electronic means without the shareholder (or relevant proxy) attending the meeting in person at the place where the meeting is held. Similarly, the articles of association of the Company do not provide for participation by distance voting.
16. Pursuant to section 128C of the Companies Law, Cap 113, shareholders have the right to ask questions related to items on the agenda and to have such questions answered by the directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if:
 - a. it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company; or
 - b. an answer has already been given in the document of which this notice forms part or, which has been published on the Company's website; or
 - c. the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered.
17. Shareholders may submit questions in writing before the EGM by sending a letter, together with evidence of their shareholding, at least four days before the EGM to the Company Secretary at 6 Theotoki street, 1055, Nicosia, Cyprus or by fax at + 357 22 020 502 or by email to: timotheou@prudensgroup.com.

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Company Registration No: 346401

G ENTERTAINMENT GROUP PLC

FORM OF PROXY

I/We(Member's Full Name),
of.....(Member's
Address) hereby appoint as my proxy to
vote for me on my behalf at an **Extraordinary General Meeting** of the shareholders of the
Company, to be held at the Company's offices, at 6 Theotoki Str., 1055, Nicosia, Cyprus on
Monday, 9th July 2018, 14:00 hrs Cyprus time., and at any adjournment thereof.

This form is to be used in respect to the resolutions mentioned below. Please indicate how you
wish your proxy to vote with a tick [X] in the appropriate box opposite each resolution. If no
specific indication as to voting is given to your proxy, s/he will vote or abstain in his/her
discretion on the matters below and any other matter to arise at the meeting. You may appoint
as your proxy the person chairing the General Meeting.

DUE TO THE LOSS OF OVER 50% OF ITS SUBSCRIBED SHARE CAPITAL THE SHAREHOLDERS ARE ASKED TO DECIDE WHETHER:	
(A) The Company should be wound up	
(B) Any other measures except wounding up should be taken	
(C) No measures should be taken	

Date:Signature