

**Minutes of the Extraordinary General Meeting of the Shareholders of
G Entertainment Group PLC held on 17/2/2020**

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Attachment:

1. **Minutes of the Shareholders**

Non Regulated

Publication Date: 04/03/2020

G Entertainment Group PLC

HE 346401

(the "Company")

Minutes of the Extraordinary General Meeting of the shareholders of the Company with registration number HE 346401 held at the registered office of the Company at Tseriou 136, Floor 2, Strovolos, 2045, Nicosia, Cyprus on Monday, 17 February 2020 at 11:00 am (the "Meeting")

Present:

Mr. Sing Lin – Director of the Company and as proxy appointed by the below mentioned shareholders
Mr. Andreas Varianos – Director of the Company
Mr. Sofoklis Michael representing ASUSPLUS AUDITORS AND TAX CONSULTANTS LTD – Tax Consultant
Mrs. Natasa Papavasileiou representing ASUSPLUS AUDITORS AND TAX CONSULTANTS LTD – Tax Consultant
Mr. Petros Stavrou on behalf of P.S.A FISCUSERVE SERVICES LTD – Secretary of the Company
Mr. Matthaïos Hadjimatheou on behalf of Mrs. Charoula Kontara representing PELEANOS & PELECANOU LLC – Legal Consultant of the Company

Election of Chairman and Opening of the Meeting

Mr. Sing Lin was unanimously appointed as Chairman of the Meeting and after being satisfied that the Meeting was properly constituted and that proper notice was given to the members of the Company, declared the Meeting open.

Mr. Petros Stavrou on behalf of P.S.A FISCUSERVE SERVICES LTD was unanimously appointed to act as the secretary of the Meeting and to co-sign the Minutes with the Chairman.

Registration of the members in attendance

IT WAS NOTED THAT 4 shareholders have attended the Meeting representing 44,3608% of the shareholding (302,654,856 shares) of the Company, through proxies/voting instructions, namely:

1. Ho Man Wai Simmy (that owns 0,0507% of the shares),
2. Rukpong Tupprasoot (that owns 0,0101% of the shares),
3. Crystal Vogage Limited (that owns 13,08% of the shares),
4. Zheng Yongxiong (that owns 31,22% of the shares)

and therefore, a quorum of the shareholders was present in accordance with the Company's Articles of Association, in particular in accordance with sections 50 and 51, and that the Meeting could proceed.

Acknowledgement and approval of the notice and agenda of the meeting.

The Notice and the Agenda convening the Meeting were taken as read and unanimously approved.

Agenda Item no. 1 - Issue of Creditors' Voluntary Liquidation of the Company

To consider and, if thought appropriate, following a relevant recommendation by the Company's Directors, to pass the following Extraordinary Resolution (affirmative voting of not less than $\frac{3}{4}$ of its members or representatives/proxies that are authorised to vote in the EGM, is needed) for the Creditors' Voluntary Liquidation of the Company, in accordance with the Articles of Association of the Company.

The full statement of the position of the company's affairs was presented to the shareholders of the Company and explained that the Company is insolvent and that there is no reasonable prospect of paying the existing creditors. Therefore, it was recommended that the Company should enter into Creditor's Voluntary Liquidation.

Extraordinary Resolution no. 1

To approve and hereby approves the Creditors' Voluntary Liquidation of the Company by virtue of Article 261(1)(b) of the Law taking into consideration the current financial solvency of the Company, its ongoing and future commercial investments, its growing financial obligations, commitments & responsibilities and its forthcoming business plan and hereby authorises the Board of directors of the Company to take all necessary actions towards the Creditors' Voluntary Liquidation of the Company.

Agenda Item no. 2 - Appointment of Liquidator

To consider and, if thought appropriate, and following a relevant recommendation by the Company's Directors, to pass the following ordinary resolution (simple majority of affirmative voting of its members or representatives/proxies that are authorised to vote at the Extraordinary General Meeting is needed) for the election and appointment of Mr. Demos Demou of Antiparou 7, Germasogeia, 4049, Limassol, Cyprus to the office of liquidator of the Company (the "Liquidator"), in accordance with the Articles of Association of the Company and being eligible to nominate his candidature for approval to the Creditors at the respective Meeting of the Creditors and to determine his remuneration.

Ordinary Resolution no. 2

To approve and hereby approves that Mr. Demos Demou, of Antiparou 7, Germasogeia, 4049, Limassol, Cyprus, be and is elected and appointed as a Liquidator of the Company and that his remuneration being the amount of Euro 18,000 The candidature of Mr. Demos Demou shall be nominated for approval at the respective Meeting of the Creditors by virtue of Section 277 of the Companies Law CAP 113 and, subject to the reservation of the said Section, if the Creditors and the Company nominate different persons, the person nominated by the Creditors shall be liquidator, and if no person is nominated by the Creditors the person nominated by the Company shall be liquidator. The official election and appointment date is to be effective as on the date of the Creditors Meeting by the Creditors of the Company.

Agenda Item no. 3 - Appointment of the Committee of Inspection

To consider and, if thought appropriate, and following a relevant recommendation by the Company's Directors, to pass the following ordinary resolution (simple majority of affirmative voting of its members or representatives/proxies that are authorised to vote at the Extraordinary General Meeting is needed) for the election and appointment of a Committee of Inspection and the members of the said Committee shall not be greater than five. The Creditors of the Company by virtue of s.278 of Cap 113 have the power to consider and, if thought appropriate, determine as well whether a Committee of Inspection shall be appointed.

Ordinary Resolution no. 3


No motion was made for the appointment of a Committee of Inspection and this matter will be considered during the Creditors' meeting as well. The Creditors reserve the right to decide on the Appointment of the Committee Inspection, at a later meeting of the Creditors.

Other Issues


In the absence of any other issues to consider the Chairman consider the Meeting closed.

Closing of the Meeting

The Meeting came to an end at 11:40 p.m.




Mr. Sing Lin
Chairman



Mr. Petros Stavrou
Secretary of the Meeting

This is the true copy of the original.




Petros Stavrou
for and on behalf of
P.S.A FISCOSSERVE SERVICES LTD
Secretary of
GENTERTAINMENT GROUP PLC³