

## IRREVOCABLE UNDERTAKING

To: The Board of Directors  
**IMAX Corporation** (the *Offeror*)  
2525 Speakman Drive,  
Mississauga, Ontario, Canada L5K 1B1

31 August 2023

Dear Sir or Madam

### **Proposal for privatisation of IMAX China Holding, Inc. (the *Company*) by way of scheme of arrangement**

#### **INTRODUCTION**

1. I, Xueqing Zhang, refer to the Offeror's proposal to privatise the Company by way of a scheme of arrangement under Section 86 of the Companies Act of the Cayman Islands substantially on the terms of the announcement made on 13 July 2023 pursuant to Rule 3.5 of the Takeovers Code (the *Announcement*). Unless otherwise specified, capitalised terms used in this undertaking shall have the meaning given to those terms in the Announcement.

#### **UNDERTAKING TO ACCEPT THE OFFER**

2. I irrevocably undertake:
- (a) not to exercise the 67,079 outstanding Share Options held by me during the offer period (as defined in the Announcement);
  - (b) to duly accept the Share Option Offer in respect of all of the Share Options held by me (in accordance with the terms and procedure for acceptance set out in the Scheme Document) within seven calendar days after the despatch of the letter to the Share Incentive Holders and to consent to the cancellation of my outstanding Share Options with effect from the Effective Date; and
  - (c) to duly accept the Share Award Offer in respect of all of the RSUs and PSUs held by me (in accordance with the terms and procedure for acceptance set out in the Scheme Document) within seven calendar days after the despatch of the letter to the Share Incentive Holders.
3. I consent to:
- (a) this undertaking being disclosed to the SFC;
  - (b) the inclusion of references to particulars of this undertaking in the Scheme Document, and any other announcement made, or document issued, by or on behalf of the Offeror in connection with the Proposal and/or the Share Incentive Proposal; and
  - (c) this undertaking being available for inspection as required by Rule 8 of the Takeovers Code.

#### **LAPSE OF UNDERTAKING**

4. This undertaking shall lapse and terminate immediately if:

- (a) the Conditions as set out in the Announcement are not fulfilled or (where applicable) waived on or before the Long Stop Date; or
- (b) the Proposal and/or the Share Incentive Proposal lapse or are withdrawn.

If this undertaking lapses and terminates in accordance with its terms, I shall have no claim against the Offeror and the Offeror shall have no claim against me in connection with the matters set out in this undertaking.


This undertaking shall be governed by and construed in accordance with Hong Kong law and I submit to the exclusive jurisdiction of the Hong Kong courts for all purposes in connection with this undertaking.

*[Signature page to follow]*

**SIGNED and DELIVERED as a DEED**

Yours faithfully,

**SIGNED, SEALED  
and DELIVERED by  
XUEQING ZHANG  
in the presence of:**

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)  
  
Cawie Zhang

Witness – Signature : Yifan He  
Name : YIFAN (Yvonne) HE  
Title/occupation : General Counsel IMAX China  
Address : 7F, 128 West Nanjing Road,  
Shanghai, China