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## **Media Asia Group Holdings Limited**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8075)**

### **ANNOUNCEMENT OF FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 31 OCTOBER 2022**

#### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This announcement, for which the directors of Media Asia Group Holdings Limited (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) for the purpose of giving information with regard to Media Asia Group Holdings Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

## FIRST QUARTERLY RESULTS

The board of directors (the “**Board**”) of Media Asia Group Holdings Limited (the “**Company**”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months ended 31 October 2022 together with the comparative unaudited figures for the corresponding period in 2021 as follows:

### CONDENSED CONSOLIDATED INCOME STATEMENT

	<i>Notes</i>	<b>Three months ended</b>	
		<b>2022</b>	<b>2021</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>HK\$’000</b>	<b>HK\$’000</b>
<b>TURNOVER</b>	3	71,434	20,213
Cost of sales		<u>(44,740)</u>	<u>(7,991)</u>
<b>Gross profit</b>		26,694	12,222
Other income		2,092	2,470
Marketing expenses		(14,331)	(744)
Administrative expenses		(28,844)	(27,212)
Other operating gains		87	2,381
Other operating expenses	4	<u>(12,438)</u>	<u>(1,273)</u>
<b>LOSS FROM OPERATING ACTIVITIES</b>		(26,740)	(12,156)
Finance costs	5	(1,910)	(86)
Share of profits and losses of joint ventures		<u>(295)</u>	<u>(31)</u>
<b>LOSS BEFORE TAX</b>		(28,945)	(12,273)
Income tax expenses	6	<u>(14)</u>	<u>(26)</u>
<b>LOSS FOR THE PERIOD</b>		<u><b>(28,959)</b></u>	<u><b>(12,299)</b></u>
Attributable to:			
Owners of the Company		(27,291)	(11,172)
Non-controlling interests		<u>(1,668)</u>	<u>(1,127)</u>
		<u><b>(28,959)</b></u>	<u><b>(12,299)</b></u>
<b>LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	7		
Basic and diluted (HK cents)		<u><b>(0.91)</b></u>	<u><b>(0.37)</b></u>

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three months ended	
	31 October	
	2022	2021
	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>LOSS FOR THE PERIOD</b>	<b>(28,959)</b>	<b>(12,299)</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS) THAT MAY BE RECLASSIFIED TO INCOME STATEMENT IN SUBSEQUENT PERIODS</b>		
Exchange differences on translation of foreign operations	(472)	559
Release of foreign currency translation reserve upon dissolution of a subsidiary	—	(176)
	(472)	383
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>(472)</b>	<b>383</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b><u>(29,431)</u></b>	<b><u>(11,916)</u></b>
Attributable to:		
Owners of the Company	(27,999)	(10,904)
Non-controlling interests	(1,432)	(1,012)
	<b>(29,431)</b>	<b>(11,916)</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the three months ended 31 October 2022*

	Attributable to owners of the Company							Total equity HK\$'000
	Issued capital HK\$'000	Share premium account HK\$'000	Contributed surplus HK\$'000	Foreign currency translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	
At 1 August 2022 (audited)	298,631	881,732	95,191	(20,917)	(980,794)	273,843	(16,753)	257,090
Loss for the period	—	—	—	—	(27,291)	(27,291)	(1,668)	(28,959)
Other comprehensive income/ (loss) for the period:								
Exchange differences on translation of foreign operations	—	—	—	(708)	—	(708)	236	(472)
Total comprehensive loss for the period	—	—	—	(708)	(27,291)	(27,999)	(1,432)	(29,431)
<b>At 31 October 2022 (unaudited)</b>	<b><u>298,631</u></b>	<b><u>881,732</u></b>	<b><u>95,191</u></b>	<b><u>(21,625)</u></b>	<b><u>(1,008,085)</u></b>	<b><u>245,844</u></b>	<b><u>(18,185)</u></b>	<b><u>227,659</u></b>
At 1 August 2021 (audited)	294,570	837,756	95,191	(19,088)	(873,426)	335,003	(15,030)	319,973
Loss for the period	—	—	—	—	(11,172)	(11,172)	(1,127)	(12,299)
Other comprehensive income/ (loss) for the period:								
Exchange differences on translation of foreign operations	—	—	—	444	—	444	115	559
Release of foreign currency translation reserve upon dissolution of a subsidiary	—	—	—	(176)	—	(176)	—	(176)
Total comprehensive income/ (loss) for the period	—	—	—	268	(11,172)	(10,904)	(1,012)	(11,916)
Placing of shares	4,061	44,674	—	—	—	48,735	—	48,735
Transactions costs of placing of shares	—	(698)	—	—	—	(698)	—	(698)
<b>At 31 October 2021 (unaudited)</b>	<b><u>298,631</u></b>	<b><u>881,732</u></b>	<b><u>95,191</u></b>	<b><u>(18,820)</u></b>	<b><u>(884,598)</u></b>	<b><u>372,136</u></b>	<b><u>(16,042)</u></b>	<b><u>356,094</u></b>

# NOTES TO CONDENSED CONSOLIDATED FIRST QUARTERLY FINANCIAL STATEMENTS

31 October 2022

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 29 February 2000 as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The Company's domicile was changed to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda on 3 December 2009. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company's issued ordinary shares have been listed and traded on GEM of the Stock Exchange since 31 May 2001.

The principal activity of the Company is investment holding. The Group's principal activities include film production and distribution; organisation, management and production of concerts and live performances; artiste management; production and distribution of television programs; music production and publishing; licensing of media contents; provision of consultancy services in planning and management of cultural, entertainment and live performance projects.

In the opinion of the Directors, the ultimate holding company of the Company is Lai Sun Garment (International) Limited, which was incorporated in Hong Kong and whose shares are listed and traded on the Main Board of the Stock Exchange.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group have not been audited by the Company's auditor but have been reviewed by the Company's audit committee.

The unaudited condensed consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance. The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the audited consolidated financial statements of the Group for the year ended 31 July 2022. These unaudited condensed consolidated results should be read in conjunction with the Company's annual report for the year ended 31 July 2022.

### 3. TURNOVER

An analysis of the Group's turnover is as follows:

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue from contracts with customers		
Entertainment event income	25,851	4,707
Album sales, licence income and distribution commission income from music publishing and licensing	5,033	8,939
Artiste management fee income	3,366	2,488
Distribution commission income and licence income from film and TV program products and film and TV program rights	37,184	4,079
	<u>71,434</u>	<u>20,213</u>

### 4. OTHER OPERATING EXPENSES

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Foreign exchange loss, net	11,488	—
Others	950	1,273
	<u>12,438</u>	<u>1,273</u>

### 5. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Interest on:		
— Loan from an intermediate holding company	1,736	—
— Lease liabilities	174	86
	<u>1,910</u>	<u>86</u>

## 6. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 31 October 2022 (three months ended 31 October 2021: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

	Three months ended	
	31 October	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Provision for tax for the period		
Current — Hong Kong		
Charge for the period	—	—
Current — Elsewhere		
Charge for the period	14	26
	<hr/>	<hr/>
Total tax expense for the period	14	26
	<hr/> <hr/>	<hr/> <hr/>

## 7. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic loss per share amounts is based on the loss for the period attributable to owners of the Company of approximately HK\$27,291,000 (2021: approximately HK\$11,172,000) and the weighted average number of ordinary shares of approximately 2,986,314,000 (2021: approximately 2,986,314,000) in issue during the period.

The Group had no potential dilutive ordinary shares in issue during the three months ended 31 October 2022 (three month ended 31 October 2021: Nil).

## 8. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 October 2022 (three months ended 31 October 2021: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

For the three months ended 31 October 2022 (the “**Current Period**”), the Group recorded a turnover of approximately HK\$71,434,000, representing an increase of approximately 253% from turnover of approximately HK\$20,213,000 for the corresponding three months ended 31 October 2021 (the “**Corresponding Period**”), mainly due to the increase in revenue from the Group’s film and entertainment event businesses.

Cost of sales increased to approximately HK\$44,740,000 for the Current Period from approximately HK\$7,991,000 for the Corresponding Period. The Group’s marketing expenses increased to approximately HK\$14,331,000 for the Current Period from approximately HK\$744,000 for the Corresponding Period. The increase in above-mentioned expenses was due to increase in the number of films released and events held during the Current Period. Administrative expenses increased to approximately HK\$28,844,000 for the Current Period from approximately HK\$27,212,000 for the Corresponding Period. These expenses are under strict control by the Company’s management. Other operating expenses increased to approximately HK\$12,438,000 for the Current Period from approximately HK\$1,273,000 for the Corresponding Period. Other operating expenses mainly included exchange loss arising from the depreciation in Renminbi.

Finance costs were approximately HK\$1,910,000 for the Current Period compared to approximately HK\$86,000 for the Corresponding Period. The increase in interest expenses is mainly due to the loan from an intermediate holding company.

Loss attributable to owners of the Company for the Current Period increased to approximately HK\$27,291,000 from approximately HK\$11,172,000 for the Corresponding Period. Basic loss per share increased to approximately HK0.91 cents from basic loss per share of approximately HK0.37 cents for the Corresponding Period.

### BUSINESS REVIEW

#### Media and Entertainment Segment

##### *Events Management*

During the Current Period, the Group organised and invested in 8 (2021: 3) shows by popular local renowned artistes, including Grasshopper and ILUB. The total revenue from these concerts and shows amounted to approximately HK\$25,851,000.

##### *Music*

During the Current Period, there was no album released by the Group (2021: 2 albums). Turnover from music publishing and recording was approximately HK\$5,033,000.

## *Artiste Management*

During the Current Period, the Group recorded a turnover of approximately HK\$3,366,000 from artiste management. The Group currently has 29 artistes under its management.

## **Film and TV Program Segment**

### *Film Production and Distribution*

During the Current Period, 2 films produced/invested by the Group were theatrically released, namely “Warriors of Future” and “Tales from The Occult”. Turnover from the licence income and distribution commission income of films was approximately HK\$35,787,000.

### *TV Program Production and Distribution*

During the Current Period, turnover from TV program licence fee and distribution commission was approximately HK\$1,397,000 recorded by the Group.

## **PROPOSED MERGER**

On 10 November 2022, the respective board of directors of eSun Holdings Limited (“**eSun**”) and Perfect Sky Holdings Limited (the “**Offeror**”, a direct wholly-owned subsidiary of eSun) requested the Board to put forward a proposal to the scheme shareholders (being the Company’s shareholders other than the Offeror) regarding the proposed merger of the Company by eSun and the Offeror by way of the privatisation of the Company through the proposed scheme of arrangement pursuant to Section 99 of the Companies Act 1981 (as amended) of Bermuda (the “**Scheme**”) and the withdrawal of the listing of the Shares (as defined below) on GEM of the Stock Exchange (“**GEM**”) (the “**Proposal**” or the “**Proposed Merger**”).

If the Proposal is approved and implemented, (1) all scheme shares (the “**Scheme Shares**”, being all the issued shares of the Company (the “**Shares**”) other than those held by the Offeror) will be cancelled and extinguished on the date upon which the Scheme becomes effective in accordance with its terms (the “**Scheme Effective Date**”) in exchange for: (i) 5 new ordinary shares of eSun (“**eSun Share(s)**”) for every 6 Scheme Shares; or (ii) 1 new eSun Share for every 6 Scheme Shares and HK\$0.24 in cash for every Scheme Share; (2) immediately after the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by applying the credit arising in the Company’s books of account as a result of the capital reduction in paying up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid, to be allotted and issued, credited as fully paid, to the Offeror. The Company will accordingly become a direct wholly-owned subsidiary of the Offeror on the Scheme Effective Date; and (3) the listing of the Shares on GEM will be withdrawn as soon as practicable following the Scheme Effective Date.

Details of the Proposed Merger are set out in the joint announcement dated 10 November 2022 issued by Lai Sun Garment (International) Limited, Lai Sun Development Company Limited, eSun, the Offeror and the Company.

## PROSPECTS

Whilst the social and economic activities in Hong Kong have largely returned to normalcy, the latest COVID-19 outbreak in Mainland China posed a challenge to the PRC entertainment market. We will continue to produce high quality and commercially viable products to rise the challenge, and has also been directing its resources towards development of online content for streaming platforms and e-commerce to capture the related market opportunities.

The Group continues to invest in original production of quality films with Chinese themes. Our current production pipeline include “Twilight of the Warriors: Walled In”, an action film directed by Cheng Poi-Shui, featuring Louis Koo, Sammo Hung, Richie Jen and Raymond Lam and “Tales From The Occult: Body and Soul” and “Tales From The Occult: Ultimate Malevolence”, psychological thriller each made up of three short stories produced by John Chong and Mathew Tang, and directed by Frank Hui, Daniel Chan and Doris Wong (Tales From The Occult: Body and Soul), and Li Chi Ngai, Peter Lee and Pater Wong (Tales From The Occult: Ultimate Malevolence).

“Dead Ringer”, a 24-episode modern-day TV drama series featuring Bosco Wong and Chrissie Chau, is in post-production stage. Projects under development include “Heir to the Throne”, a 30-episode modern-drama series tailor-made for Alibaba’s Youku Platforms. The Group is in discussion with various Chinese portals and video websites for new project development in TV drama production.

The distribution licence of our music products with Tencent Music Entertainment (Shenzhen) Co., Ltd and Warner Music continue to provide stable income to the Group. We will keep looking for new talent in Greater China and further cooperation with Asian artistes with an aim to build up a strong artiste roster for the Group.

The recent “Re: Grasshopper In Concert 2022”, “Super Junior World Tour — Super Show 9: Road in Hong Kong” and “Here & Now Ekin In Concert 2022” have earned good reputation and public praises. The Group will continue to work with prominent local and Asian artistes for concert promotion and events scheduled for next year include concerts of Joyce Cheng, Jay Fung, Yoga Lin and Tsai Chin.

Looking forward, we believe that the Group’s integrated media platform comprising movies, TV programs, music, new media, artiste management and live entertainment put us in a strong position to capture the opportunities of entertainment market by a balanced and synergistic approach and we will continue to explore cooperation and investment opportunities to enrich our portfolio, broaden our income stream and maximise value for our shareholders.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed the Company's listed securities during the three months ended 31 October 2022.

## **REVIEW OF QUARTERLY RESULTS**

The audit committee of the Company (the "**Audit Committee**") currently comprises three Independent Non-executive Directors, namely Mr. Ng Chi Ho, Dennis (Chairman), Mr. Au Hoi Fung and Mr. Poon Kwok Hing, Albert. The Audit Committee has reviewed the first quarterly results (containing the unaudited condensed consolidated financial statements) of the Company for the three months ended 31 October 2022.

By order of the Board  
**Media Asia Group Holdings Limited**  
**Lui Siu Tsuen, Richard**  
*Executive Director*

Hong Kong, 13 December 2022

*As at the date of this announcement, the Board comprises four Executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Chan Chi Kwong, Mr. Lui Siu Tsuen, Richard and Mr. Yip Chai Tuck; and three Independent Non-executive Directors, namely Mr. Au Hoi Fung, Mr. Ng Chi Ho, Dennis and Mr. Poon Kwok Hing, Albert.*

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