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Media Asia Group Holdings Limited

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

(Stock Code: 8075)

POLL RESULT OF THE SPECIAL GENERAL MEETING HELD ON 8 JANUARY 2014 AND ADJUSTMENT TO THE CONVERSION PRICES OF THE OUTSTANDING CONVERTIBLE NOTES

Poll Result of the SGM

The Proposed Resolution was passed by way of poll at the SGM held on 8 January 2014.

Adjustment to the conversion prices of the outstanding First Completion Convertible Notes and the Second Completion Convertible Notes

Pursuant to the terms and conditions of the Convertible Notes, as a result of the Share Consolidation, the conversion prices of the outstanding First Completion Convertible Notes and Second Completion Convertible Notes will be adjusted with effect from the close of business on 8 January 2014 (being the date immediately preceding the date on which the Share Consolidation becomes effective).

Poll Result of the SGM

Reference is made to the circular of Media Asia Group Holdings Limited (“**Company**”) dated 13 December 2013 (“**Circular**”) and the notice convening the SGM of the same date (“**SGM Notice**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings ascribed to them in the Circular.

The board of directors of the Company (“**Directors**” and “**Board**”, respectively) is pleased to announce that the proposed resolution (“**Proposed Resolution**”) as set out in the SGM Notice was duly passed as a special resolution by way of poll at the SGM held on Wednesday, 8 January 2014 at 10:00 a.m. and the poll result is as follows:

Special Resolution	Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve the proposed Capital Reorganisation (as defined in the circular of the Company dated 13 December 2013). <i>(Note 1)</i>	8,809,628,700 (100%)	0 (0%)	8,809,628,700

As all the votes were cast in favour of the Proposed Resolution, the Proposed Resolution was duly passed as a special resolution of the Company.

Adjustment to the conversion prices of the outstanding First Completion Convertible Notes and the Second Completion Convertible Notes

As at the date of this announcement, the following First Completion Convertible Notes and Second Completion Convertible Notes (together, “**Convertible Notes**”) remain outstanding:

- (i) First Completion Convertible Notes in a principal amount of HK\$143,000,000 entitling the relevant holders to subscribe for a total of 8,937,500,000 Shares at a conversion price of HK\$0.016 per Share;
- (ii) First Completion Convertible Notes in a principal amount of HK\$198,091,429 entitling the relevant holders to subscribe for a total of 7,112,798,157 Shares at a conversion price of HK\$0.02785 per Share; and
- (iii) Second Completion Convertible Notes in a principal amount of HK\$224,873,937 entitling the relevant holders to subscribe for a total of 8,074,468,085 Shares at a conversion price of HK\$0.02785.

Pursuant to the terms and conditions of the Convertible Notes, as a result of the Share Consolidation, the conversion prices of the outstanding First Completion Convertible Notes and Second Completion Convertible Notes will be adjusted as follows and will take effect from the close of business on 8 January 2014 (being the date immediately preceding the date on which the Share Consolidation becomes effective):

- (a) the conversion prices of the First Completion Convertible Notes set out in paragraphs (i) and (ii) above will be adjusted from HK\$0.016 per Share to HK\$0.32 per New Share and from HK\$0.02785 per Share to HK\$0.557 per New Share respectively; and
- (b) the conversion price of the Second Completion Convertible Notes will be adjusted from HK\$0.02785 per Share to HK\$0.557 per New Share.

Based on the respective principal amount held by each holder of the outstanding Convertible Notes as at the date of this announcement and the adjusted conversion prices of the outstanding Convertible Notes, the aggregate number of New Shares falling to be issued upon the exercise in full of the conversion rights attaching to the outstanding Convertible Notes will be adjusted from 24,124,766,242 Shares to 1,206,238,308 New Shares.

Pursuant to the terms and conditions of the Convertible Notes, no fraction of a New Share shall be issued on conversion of the Convertible Notes but (except in cases where any such cash entitlement would amount to less than HK\$10) a cash payment will be made to the holders of Convertible Notes in respect of such fraction.

Save for the above adjustment, all other terms and conditions of the Convertible Notes remain unchanged. The above adjustment was computed in accordance with the terms and conditions of the Convertible Notes and certified by Optima Capital Limited, the approved merchant bank engaged by the Company for the purpose of providing an opinion on the adjustment to the conversion prices of the Convertible Notes.

Notes:

1. The full text of the Proposed Resolution was set out in the SGM Notice.
2. As at the date of the SGM, there were a total of 13,383,577,647 issued Shares entitling the Shareholders to attend and vote on the Proposed Resolution at the SGM.
3. There were no restrictions on any Shareholders to cast votes on the Proposed Resolution at the SGM.
4. Computershare Hong Kong Investor Services Limited, the branch share registrars of the Company in Hong Kong, was appointed the scrutineers for the purpose of vote-taking in respect of the Proposed Resolution at the SGM.

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

Hong Kong, 8 January 2014

As at the date of this announcement, the Board comprises six executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Yu Feng, Mr. Choi Chiu Fai, Stanley, Mr. Jeffrey Soong, Mr. Lui Siu Tsuen, Richard and Mr. Chan Chi Kwong; and three independent non-executive Directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi and Mr. Ng Chi Ho, Dennis.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.mediaasia.com>.