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## **Media Asia Group Holdings Limited**

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

**(Stock Code: 8075)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of the members of **MEDIA ASIA GROUP HOLDINGS LIMITED** (the “Company”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 22 November 2013 at 2:30 p.m. (the “AGM”) for the purpose of considering and, if thought fit, passing, with or without modification, the following purposes:

#### **ORDINARY BUSINESS**

- (1) To receive and consider the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 31 July 2013;
- (2) To re-elect the retiring directors of the Company (the “Directors”) and authorise the board of Directors to fix their remuneration; and
- (3) To re-appoint Messrs. Ernst & Young, Certified Public Accountants as the independent auditors of the Company and authorise the board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

- (4) **“THAT**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional ordinary shares of HK\$0.01 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors at any time to issue, allot and deal with additional Shares and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
  - (iii) an issue of Shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or
  - (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares;

shall not exceed the aggregate of:

- (aa) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and
- (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution),

the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from (and including) the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held; and

“Rights Issue” means an offer for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Register of Members and/or the Hong Kong Branch Register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(5) **“THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares in issue on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange under the Code on Share Repurchases issued by the SFC, and that the exercise by the Directors of all powers of the Company to repurchase the Shares subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period (as defined below);
  - (ii) such mandate shall authorise the Directors to procure the Company to repurchase the Shares at such prices and on such terms as the Directors may at their absolute discretion determine;
  - (iii) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this Resolution:

“Relevant Period” means the period from (and including) the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held.”

(6) “**THAT** conditional on the passing of Resolution Nos. (4) and (5), the exercise by the Directors of the powers referred to in paragraph (a) of Resolution No. (4) in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of Resolution No. (4), be and is hereby approved and authorised.”

By Order of the Board  
**Media Asia Group Holdings Limited**  
**Etsuko Hoshiyama**  
*Company Secretary*

Hong Kong, 24 October 2013

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Unit 606, 6th Floor  
Tower II, Cheung Sha Wan Plaza  
833 Cheung Sha Wan  
Kowloon, Hong Kong

*Notes:*

1. A member of the Company (the “Member”) entitled to attend and vote at the AGM is entitled to appoint one (or, if he holds two or more shares, more than one) proxy to attend the AGM and vote on his behalf in accordance with the Company’s Bye-laws. A proxy need not be a Member but must attend the AGM in person to represent the Member.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong (the “Registrar”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or its adjourned meeting (as the case may be) and in default, the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the AGM or at any of its adjourned meeting should they so wish. In that event, their form of proxy will be deemed to have been revoked.
3. To ascertain the entitlements to attend and vote at the AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s above office not later than 4:30 p.m. on 19 November 2013 for registration.

4. Where there are joint registered holders of any share in the Company, any one of such joint holders may attend and vote at the AGM or its adjourned meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the AGM or its adjourned meeting, personally or by proxy, that one of such holders so present whose name stands first in the register/branch register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Concerning agenda item 2 of this Notice,
  - (i) in accordance with Bye-law 84 of the Company's Bye-laws, Dr. Lam Kin Ngok, Peter, Mr. Yu Feng and Mr. Lui Siu Tsuen, Richard will retire by rotation at the AGM and, being eligible, offer themselves for re-election;
  - (ii) in accordance with Bye-law 83(2) of the Company's Bye-laws, Mr. Jeffrey Soong who was appointed an executive Director with effect from 22 November 2012 will retire at the AGM and, being eligible, offer himself for re-election; and
  - (iii) in accordance with Rule 17.46(A) of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), details of the aforesaid Directors are set out in the "Biographical Details of Directors" section of the Annual Report of the Company for the year ended 31 July 2013.

For the purpose of their re-election as Directors at the AGM, there is no other information which is discloseable pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Members.

6. A circular containing details regarding Resolutions Nos (4) to (6) of this notice will be sent to Members together with the Annual Report of the Company for the year ended 31 July 2013.
7. In compliance with Rule 17.47(4) of the GEM Listing Rules and the Company's Bye-laws, voting on resolutions in respect of the above matters set out in this notice and any other resolutions properly put to the vote of the AGM will be decided by way of a poll.
8. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of the AGM, then the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 9:00 a.m. on the date of the AGM, and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the AGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

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