



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/08/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Media Asia Group Holdings Limited

Date Submitted 04/09/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>08075</u> Description : <u>MEDIA ASIA</u> | | | |
|---|------------------------|-----------------|--------------------------|
| | No. of ordinary shares | Par value | Authorised share capital |
| Balance at close of preceding month | <u>60,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$600,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>60,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$600,000,000</u> |
| (2) Stock code : <u>N/A</u> Description : _____ | | | |
| | No. of ordinary shares | Par value | Authorised share capital |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|---------------|-----------------------------|
| Stock code : | <u>N/A</u> | Description : | _____ |
| | No. of preference shares | Par value | Authorised share capital |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|---------------|-----------------------------|
| Stock code : | <u>N/A</u> | Description : | _____ |
| | No. of other classes of shares | Par value | Authorised share capital |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month : **HK\$600,000,000**

| | No. of ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|---------------------------------------|-------------------------------|------------|-------------------------|--------------------------------|
| Balance at close of preceding month | <u>13,140,257,612</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>Nil</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>13,140,257,612</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------|-----------|-----------|--------|--|---|
| Movement during the month | | | | | | |
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share Option | | | | | | |
| Scheme | | | | | | |
| (19 /11 /2009) | | | | | | |
| Ordinary shares | | | | | | |
| 1.1 Exercise price at HK0.2042 | Nil | Nil | Nil | Nil | Nil | Nil |
| 1.2 Exercise price at HK0.24504 | Nil | Nil | Nil | Nil | Nil | Nil |
| 1.3 Exercise price at HK0.26546 | Nil | Nil | Nil | Nil | Nil | Nil |
| 1.4 Exercise price at HK0.1448 | Nil | Nil | Nil | Nil | Nil | Nil |
| 1.5 Exercise price at HK0.17376 | Nil | Nil | Nil | Nil | Nil | Nil |
| 1.6 Exercise price at HK0.18824 | Nil | Nil | Nil | Nil | Nil | Nil |
| <i>(Note 1)</i> | | | | | | |
| 2. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| Total A. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | Nil | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|--|--|--|--|--|
| Currency of nominal value | | | | | Nominal value at close of the month | Exercised during the month |
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | (/ /) | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | (/ /) | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | (/ /) | |
| 4. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | | | | (/ /) | |
| Total B. | | | | | (Ordinary shares) | Nil |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Convertible Notes | HK\$ | 145,000,000 | Nil | 145,000,000 | Nil | 9,062,500,000 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.016 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (12/05/2011) | | | | | |
| 2. Convertible Notes | HK\$ | 201,386,642 | Nil | 201,386,642 | Nil | 7,231,118,192 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.02785 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (12/05/2011) | | | | | |
| 3. Convertible Notes | HK\$ | 224,873,937 | Nil | 224,873,937 | Nil | 8,074,468,085 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.02785 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (12/05/2011) | | | | | |
| 4. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options
(other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|--|
| 1. _____ _____ _____ _____ (/ /) _____ Ordinary shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>) | | |
| <div>Total D. (Ordinary shares)</div> <div>(Preference shares)</div> <div>(Other class)</div> | <div>Nil</div> <div>N/A</div> <div>N/A</div> | |

Other Movements in Issued Share Capital

| Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|------------|----------------|--|---|--|---|
| 1. | Rights issue | At price : | State currency | Class of shares issuable (<i>Note 1</i>) | _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ _____ |
| 2. | Open offer | At price : | State currency | Class of shares issuable (<i>Note 1</i>) | _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ _____ |
| 3. | Placing | At price : | State currency | Class of shares issuable (<i>Note 1</i>) | _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ _____ |
| 4. | Bonus issue | | | Class of shares issuable (<i>Note 1</i>) | _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ _____ |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|-------------------------|-------------------------------------|---|---|---|
| Type of Issue | | | | | |
| 5. | Scrip dividend | At price : State currency | <div> <div>_____</div> <div>Class of shares issuable (<i>Note 1</i>)</div> </div> <div> <div>_____</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> </div> <div> <div>_____</div> <div>EGM approval date: (dd/mm/yyyy)</div> </div> | <div>_____</div> <div>(/ /)</div> <div>_____</div> <div>(/ /)</div> | <div>_____</div> <div>_____</div> |
| 6. | Repurchase of shares | | <div> <div>_____</div> <div>Class of shares repurchased (<i>Note 1</i>)</div> </div> <div> <div>_____</div> <div>Cancellation date : (dd/mm/yyyy)</div> </div> <div> <div>_____</div> <div>EGM approval date: (dd/mm/yyyy)</div> </div> | <div>_____</div> <div>(/ /)</div> <div>_____</div> <div>(/ /)</div> | <div>_____</div> <div>_____</div> |
| 7. | Redemption of shares | | <div> <div>_____</div> <div>Class of shares redeemed (<i>Note 1</i>)</div> </div> <div> <div>_____</div> <div>Redemption date : (dd/mm/yyyy)</div> </div> <div> <div>_____</div> <div>EGM approval date: (dd/mm/yyyy)</div> </div> | <div>_____</div> <div>(/ /)</div> <div>_____</div> <div>(/ /)</div> | <div>_____</div> <div>_____</div> |
| 8. | Consideration issue | At price : State currency | <div> <div>_____</div> <div>Class of shares issuable (<i>Note 1</i>)</div> </div> <div> <div>_____</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> </div> <div> <div>_____</div> <div>EGM approval date: (dd/mm/yyyy)</div> </div> | <div>_____</div> <div>(/ /)</div> <div>_____</div> <div>(/ /)</div> | <div>_____</div> <div>_____</div> |

For Main Board and GEM listed issuers

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|----------------|---|--|---|
| Type of Issue | | | | | |
| 9. Capital reorganisation | Class of shares issuable (<i>Note 1</i>) | | | <u>N/A</u> | |
| | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | |
| | EGM approval date: (dd/mm/yyyy) | | | (/ /) | |
| 10. Other | Class of shares issuable (<i>Note 1</i>) | | | <u>N/A</u> | |
| | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | | |
| | | | EGM approval date: (dd/mm/yyyy) | | |
| | | | | | |
| Total E. (Ordinary shares) | | | | <u>Nil</u> | |
| (Preference shares) | | | | <u>N/A</u> | |
| (Other class) | | | | <u>N/A</u> | |

| | | |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>Nil</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

Submitted by: Etsuko HOSHIYAMA

Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*