

FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name: Media Asia Group Holdings Limited

Stock code (ordinary shares): 8075

This information sheet contains certain particulars concerning the above company (“**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (“**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 12 November 2014.

A. General

Place of incorporation: Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 31 May 2001

Name of Sponsor(s): N/A

Names of directors:
*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Executive Directors:
Dr. Lam Kin Ngok, Peter (Chairman)
Mr. Yu Feng
Dr. Choi Chiu Fai, Stanley
Mr. Lui Siu Tsuen, Richard
Mr. Chan Chi Kwong
Mr. Yip Chai Tuck

Independent Non-Executive Directors:
Mr. Chan Chi Yuen
Mr. Zhang Xi
Mr. Ng Chi Ho, Dennis

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Name</u> Perfect Sky Holdings Limited	<u>No. of shares</u> 842,675,225	<u>Percentage</u> 62.89%
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Note:
Perfect Sky Holdings Limited is wholly-owned by eSun Holdings Limited (“eSun”). eSun is owned as to approximately 41.92% by Transtrend Holdings Limited (“Transtrend”). Transtrend is wholly-owned by Lai Sun Development Company Limited (“LSD”). LSD is approximately 51.97% owned by Lai Sun Garment (International) Limited (“LSG”) and two of LSG’s wholly-owned subsidiaries, namely Zimba International Limited and Joy Mind Limited. LSG is approximately 12.65% owned by Dr. Lam Kin Ngok, Peter (“Dr. Lam”) and is approximately 29.99% owned by Wisdoman Limited which is in turn over 99.99% beneficially owned by Dr. Lam.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 July

Registered address: Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business: 11th Floor, Lai Sun Commercial Centre,
680 Cheung Sha Wan Road,
Kowloon, Hong Kong

Web-site address (if applicable): <http://www.mediaasia.com>

Share registrar: **Principal Share Registrar:**
Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Branch Share Registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong

Auditors: Ernst & Young

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)
The principal activity of the Company is investment holding. The Company and its subsidiaries are principally engaged in entertainment businesses.

C. Ordinary shares

Number of ordinary shares in issue: 1,339,865,820
Par value of ordinary shares in issue: HK\$0.01 each
Board lot size (in number of shares): 4,000
Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A
Board lot size: N/A
Expiry date: N/A
Exercise price: N/A
Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) N/A
No. of warrants outstanding: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

Convertible Notes:

On 9 June 2012, the Company issued 3-year to maturity, zero coupon Second Completion Convertible Notes (“SCCN”) in an aggregate principal amount of HK\$224,873,937 which carries the conversion right entitling the relevant holders to subscribe for a total of 8,074,468,085 shares at an initial conversion price of HK\$0.02785 per share.

As a result of the Capital Reorganisation approved by the shareholders of the Company on 8 January 2014, the conversion price of the outstanding SCCN was adjusted to HK\$0.557 per share (after capital reorganisation) from the close of business on 8 January 2014.

As at 12 November 2014, SCCN in a principal amount of HK\$182,873,937 entitling the relevant holders to subscribe for a total of 328,319,453 shares at a conversion price of HK\$0.557 (as adjusted) remains outstanding.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (“**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“**Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Lam Kin Ngok, Peter
By his attorney **Lui Siu Tsuen, Richard**

Yu Feng
By his attorney **Lui Siu Tsuen, Richard**

Choi Chiu Fai, Stanley
By his attorney **Lui Siu Tsuen, Richard**

Lui Siu Tsuen, Richard

Chan Chi Kwong
By his attorney **Lui Siu Tsuen, Richard**

Yip Chai Tuck
By his attorney **Lui Siu Tsuen, Richard**

Chan Chi Yuen
By his attorney **Lui Siu Tsuen, Richard**

Zhang Xi
By his attorney **Lui Siu Tsuen, Richard**

Ng Chi Ho, Dennis
By his attorney **Lui Siu Tsuen, Richard**

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transmission to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*