

**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 4 June 2015....

**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>	<u>No. of shares</u>	<u>Percentage</u>
	Perfect Sky Holdings Limited	1,264,012,837	60.41%

**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 51.88% 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 12.62% (excluding share option) owned by Dr. Lam Kin Ngok, Peter (“Dr. Lam”) and is approximately 29.74% owned by Wisdoman Limited which is in turn 100% 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: 11<sup>th</sup> Floor, Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon, Hong Kong

Web-site address (if applicable): [www.mediaasia.com](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  
17<sup>th</sup> 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: 2,092,388,703  
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

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### **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

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### **E. Other securities**

Details of any other securities in issue.

#### **Convertible Notes:**

1. 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 SCCNs was adjusted to HK\$0.557 per share (after Capital Reorganisation) from the close of business on 8 January 2014. As a result of the open offer conducted by the Company, the conversion price was further adjusted to HK\$0.482 per share with retroactive effect from 8 May 2015.

As at the date of this Information Sheet, certain holders of the SCCNs in an aggregate principal amount of HK\$39,808,368 have submitted conversion notices to convert their SCCNs at a conversion price of HK\$0.482 per share and a total of 82,589,973 new shares of the Company were issued. The outstanding principal amount of SCCNs is HK\$143,065,569 which will be redeemed on 8 June 2015, the maturity date.

2. On 13 May 2015, the Company issued 3-year zero coupon convertible notes in the principal amount of HK\$130,000,000 which carries the conversion right entitling the relevant holder to subscribe for a total of 245,746,691 shares at an initial conversion price of HK\$0.529 per share. As a result of the open offer conducted by the Company, the conversion price and the number of conversion shares were adjusted to HK\$0.458 per share and 267,973,164 shares (taken into account the number of shares issuable under the general mandate granted at the annual general meeting of the Company held on 9 December 2014) with retroactive effect from 8 May 2015.

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

N/A

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### **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.*