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## **Pegasus Entertainment Holdings Limited**

**天馬娛樂控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8039)**

### **COMPLETION OF PLACING OF NON-LISTED WARRANTS**

The Board is pleased to announce that all conditions precedent under the Warrant Placing Agreement have been fulfilled. Completion of the Warrant Placing took place on 12 December 2013.

Reference is made to the announcement (the “**Announcement**”) of Pegasus Entertainment Holdings Limited (the “**Company**”) dated 13 November 2013 in relation to, among other matters, the Warrant Placing. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all conditions precedent under the Warrant Placing Agreement have been fulfilled. Completion of the Warrant Placing took place on 12 December 2013 in accordance with the terms of the Warrant Placing Agreement. A total of 96,000,000 Warrants had been successfully placed by the Placing Agent to 12 individual Warrant Placees who are Independent Third Parties at the issue price of HK\$0.01 per Warrant.

Upon full exercise of the subscription rights attaching to the Warrants, a total of 96,000,000 Warrant Shares would be issued, representing (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Shares upon full exercise of the subscription rights attaching to the Warrants (assuming there being no other changes in the share capital of the Company).

By order of the Board  
**Pegasus Entertainment Holdings Limited**  
**Wong Pak Ming**  
*Chairman*

Hong Kong, 12 December 2013

*As at the date of this announcement, the executive Directors are Mr. Wong Pak Ming, Ms. Wong Yee Kwan Alvina and Mr. Wong Chi Woon Edmond and the independent non-executive Directors are Mr. Lam Kam Tong, Mr. Lo Eric Tien-cheuk and Mr. Tang Kai Kui Terence.*

*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: (a) the information contained in this announcement is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this announcement misleading; and (c) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days from the date of its posting and on the Company’s website ([www.pegasusmovie.com](http://www.pegasusmovie.com)).*