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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Pegasus Entertainment Holdings Limited (the “Company”) will be held at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 27 June 2014 at 3:00 p.m. (the “EGM”), as a special business, to consider and, if thought fit, to pass the following resolution with or without amendments as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained and the entering of the proposed new dual foreign name on the register of companies maintained by the Registrar of Companies in the Cayman Islands, the name of the Company “Pegasus Entertainment Holdings Limited 天馬娛樂控股有限公司” be changed such that the existing dual foreign name “天馬娛樂控股有限公司” be removed and the English name shall remain unchanged, i.e. “Pegasus Entertainment Holdings Limited”, and that “天馬影視文化控股有限公司” be adopted as the dual foreign name of the Company, and that any one of the directors of the Company be and is hereby authorised to attend to any necessary registration and/or filing for and on behalf of the Company and do all such acts and things and execute all such documents and make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient in connection with the implementation of or to giving effect to the aforesaid and the transactions contemplated hereunder.”

By Order of the Board
PEGASUS ENTERTAINMENT HOLDINGS LIMITED
Wong Pak Ming
Chairman

Hong Kong, 4 June 2014

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (5) According to Rule 17.47(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM"), the voting at the EGM will be taken by poll.

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

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this notice 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 notice misleading; and (c) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The notice will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least seven days from the date of its posting and on the Company's website at (www.pegasusmovie.com).