

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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Company name: Pegasus Entertainment Holdings Limited 天馬影視文化控股有限公司

Stock code (ordinary shares): 8039

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “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 (the “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 16 September 2014.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 31 October 2012

Name of Sponsor(s): Altus Capital Limited

Names of directors: Wong Pak Ming (黃栢鳴) Executive Director

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

Wong Yee Kwan Alvina (黃漪鈞) Executive Director

Wong Chi Woon Edmond (黃子樞) Executive Director

Lam Kam Tong (林錦堂) Independent Non-Executive Director

Lo Eric Tien-cheuk (羅天爵) Independent Non-Executive Director

Tang Kai Kui Terence (鄧啟駒) Independent Non-Executive Director

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	Honour Grace Limited	Beneficial owner of 300,000,000 ordinary shares of the Company (representing 56.50% of the total issued share capital of the Company)
	Wong Pak Ming	Interest in 300,000,000 ordinary shares of the Company (representing 56.50% of the total issued share capital of the Company) (Note 1)
		Beneficial owner of 4,180,000 ordinary shares of the Company (representing 0.79% of the total issued share capital of the Company)
	Zee Ven Chu Lydia	Interest in 304,180,000 ordinary shares of the Company (representing 57.29% of the total issued share capital of the Company) (Note 2)

Note 1: These Shares are registered in the name of Honour Grace Limited, the entire issued share capital of which is legally and beneficially owned as to 60% by Mr. Wong Pak Ming, 20% by Mr. Wong Chi Woon Edmond and 20% by Ms. Wong Yee Kwan Alvina. Under the SFO, Mr. Wong Pak Ming is deemed to be interested in all the Shares registered in the name of Honour Grace Limited.

Note 2: Ms. Zee Ven Chu Lydia (徐文娟), spouse of Mr. Wong Pak Ming, is deemed under the SFO to be interested in all the Shares in which Mr. Wong Pak Ming is deemed to be interested.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	Not applicable
Financial year end date:	30 June
Registered address:	Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands
Head office and principal place of business:	Rooms 1801-02, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong
Web-site address (if applicable):	www.pegasusmovie.com
Share registrar:	Principal share registrar: Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands
	Hong Kong branch share registrar: Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

Auditors: Deloitte Touche Tohmatsu
Certified Public Accountants
35th Floor, One Pacific Place, 88 Queensway, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company is principally engaged in film and television series production, distribution and licensing of film rights.

C. Ordinary shares

Number of ordinary shares in issue: 531,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not applicable

D. Warrants

Stock code: Not applicable (unlisted warrants)

Board lot size: Not applicable

Expiry date: 11 December 2016

Exercise price: HK\$0.93 per warrant

Conversion ratio: Not applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: 95,000,000

No. of shares falling to be issued upon the exercise of outstanding warrants: 95,000,000

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Not applicable

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the 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:

Wong Pak Ming (黃栢鳴)

Wong Yee Kwan Alvina (黃漪鈞)

Wong Chi Woon Edmond (黃子桓)

Lam Kam Tong (林錦堂)

Lo Eric Tien-cheuk (羅天爵)

Tang Kai Kui Terence (鄧啟駒)

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 transaction 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.*