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Pegasus Entertainment Holdings Limited

天馬影視文化控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8039)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 OCTOBER 2014

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders by way of poll at the AGM held on 31 October 2014.

Reference is made to the notice of the annual general meeting of Pegasus Entertainment Holdings Limited (the “**Company**”) dated 25 September 2014 (the “**Notice of AGM**”) and the circular of the Company dated 25 September 2014 (the “**Circular**”).

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 31 October 2014 (the “**AGM**”).

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Shares Actually Voted (%)	
		For	Against
1.	To receive and approve the audited financial statements of the Company and the reports of the Directors and auditor of the Company for the year ended 30 June 2014.	308,856,010 (100%)	0 (0%)
2.	(i) To re-elect Mr. Lo Eric Tien-cheuk as independent non-executive Director.	308,856,010 (100%)	0 (0%)
	(ii) To re-elect Mr. Tang Kai Kui Terence as independent non-executive Director.	308,856,010 (100%)	0 (0%)
	(iii) To authorise the Board to fix the remuneration of the Directors.	308,856,010 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration.	308,856,010 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot and issue shares of the Company (the “ Shares ”).	308,856,010 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase Shares.	308,856,010 (100%)	0 (0%)
6.	To extend the general mandate to the Directors to issue Shares by the number of Shares repurchased.	308,856,010 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions number 1 to 6, all resolutions were duly passed as ordinary resolutions of the Company.

Notes:

- As at the date of the AGM, the total number of issued Shares was 531,000,000 shares, which represented the total number of shares entitling the holders to attend and vote the proposed resolutions at the AGM.
- There were no Shareholders, who, pursuant to Rule 17.47A of the Rules Governing Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”), were required to abstain from voting favour of any of the proposed resolutions at the AGM, nor were there any Shareholders who were required under the GEM Listing Rules to abstain from voting.
- None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.
- For the above resolutions, the Shareholders, authorised proxies or authorised representatives holding in aggregate of 308,856,010 Shares, representing approximately 58.16% of the total voting Shares, were present at the AGM.

5. The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

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

Hong Kong, 31 October 2014

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.

The announcement 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 (www.pegasusmovie.com).