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Media Asia Group Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8075)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the members (the “**Members**”) of Media Asia Group Holdings Limited (the “**Company**”) will be held at Grand Ballroom 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 16 July 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions each as an ordinary resolution of the Company. The capitalised terms defined in the circular dated 30 June 2021 issued by the Company (the “**Circular**”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the share subscription agreement dated 4 June 2021 (a copy of which is produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company as issuer and THL G Limited as subscriber (the “**Subscription Agreement**”) in respect of, among other things, the subscription of an aggregate of 83,333,333 new shares of the Company (the “**Shares**”) at a subscription price of HK\$1.20 each, to be allotted and issued in two tranches (the first tranche comprising 42,721,136 new Shares which have been allotted and issued under the general mandate granted to the directors of the Company (the “**Directors**”) at the annual general meeting of the Company on 18 December 2020, and the second tranche comprising 40,612,197 new shares (the “**Tranche B Subscription Shares**”) to be allotted and issued pursuant to a specific mandate to be sought from the Members), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified in all respects;
- (b) the Directors be and are hereby granted a specific mandate to allot and issue the Tranche B Subscription Shares in accordance with the terms of the Subscription Agreement; and

- (c) any one or more Directors be and are hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal of the Company or not) and to take all steps and to do all such acts or things deemed by the Director(s) to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of the Tranche B Subscription Shares pursuant thereto) as the Director(s) may in his/their absolute discretion consider necessary, desirable or expedient to give effect to the Subscription Agreement and the implementation of all transactions contemplated thereunder (including the allotment and issue of the Tranche B Subscription Shares pursuant thereto) and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and the Members as a whole.”

2. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors at any time to allot, issue and deal with additional Shares and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
 - (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company (the “**Bye-laws**”) from time to time; or

- (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares,

shall not exceed 20% of the number of the issued Shares at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution,

“**Relevant Period**” means the period from the date of passing this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members and/or the Hong Kong branch register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

By order of the Board
Media Asia Group Holdings Limited
Wong Lai Chun
Company Secretary

Hong Kong, 30 June 2021

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Notes:

- (1) *A Member entitled to attend and vote at the SGM convened by the above notice (the “**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he, she or it holds two or more Shares, more than one) proxy to attend the SGM and vote on his/her/its behalf in accordance with the Bye-laws. A proxy need not be a Member. A form of proxy for use at the SGM or its adjournment (as the case may be) is enclosed with the Circular and is also available on the respective websites of GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company.*
- (2) *To be valid, a form of proxy or a photocopy thereof, duly signed and completed, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be lodged with the branch share registrar of the Company in Hong Kong (the “**Share Registrar**”), Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending and voting in person at the SGM or at its adjourned meeting (as the case may be) should they so wish. In that event, the said form(s) of proxy will be deemed to be revoked.*

The contact phone number of the Share Registrar is (852) 2980 1333.

- (3) *To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the Share Registrar’s office not later than 4:30 p.m. on Monday, 12 July 2021 for registration.*
- (4) *Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be), personally or by proxy, then one of such holders so present whose name stands first in the register of members and/or Hong Kong branch register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*
- (5) *In compliance with Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the Bye-laws, voting on all resolutions proposed in the Notice and any other resolutions properly put to the vote of the SGM will be decided by way of poll.*

- (6) *If a tropical cyclone warning signal no. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 8:00 a.m. on the date of the SGM, then the SGM will be proposed to be adjourned. If the SGM is adjourned for less than 14 days, Members will be informed of the date, time and venue of the adjourned SGM by a notice posted on the respective websites of GEM and the Company.*

If a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the SGM, the SGM will be held as scheduled. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the SGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

- (7) *Members are advised to read the Circular which contains information concerning the resolutions to be proposed in the SGM.*
- (8) *Considering the outbreak of the novel coronavirus (COVID-19), certain measures will be implemented at the SGM or its adjourned meeting (as the case may be) with a view to addressing the risk to attendees of infection, including the following:*
- (i) all attendees will be required to undergo body temperature check;*
 - (ii) all attendees will be required to complete a health declaration form (a copy of the form is enclosed with the Circular), which may be used for contact tracing, if required and comply with the entry requirements of the SGM venue prior to entry to the SGM venue;*
 - (iii) any attendees who are subject to health quarantine prescribed by the Government of Hong Kong Special Administrative Region of the People's Republic of China will not be admitted to the SGM venue;*
 - (iv) all attendees will be required to wear surgical face masks throughout the SGM;*
 - (v) each attendee will be assigned a designated seat at the time of registration to ensure social distancing;*
 - (vi) any person who does not comply with the measures above may be denied entry into, or be required to leave, the SGM venue; and*
 - (vii) no refreshments or beverages will be provided, and there will be no corporate gifts.*
- (9) *The Company reminds Members that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. The Company would like to remind Members that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and **strongly recommends that Members appoint the chairman of the SGM as their proxy** and submit their form of proxy as early as possible. In light of the risks posed by the COVID-19 pandemic, the Company **strongly encourages Members NOT to attend the SGM in person.***

(10) *The Company will keep the evolving COVID-19 situation and the associated legal restrictions on public gatherings under constant review and may implement additional measures, which will be announced closer to the date of the SGM.*

As at the date of this announcement, the board of directors of the Company comprises four executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Messrs. Chan Chi Kwong, Lui Siu Tsuen, Richard and Yip Chai Tuck; and three independent non-executive Directors, namely Messrs. Au Hoi Fung, Ng Chi Ho, Dennis and Poon Kwok Hing, Albert.

*This announcement, for which the directors of the Company (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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.mediaasia.com.