

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Media Asia Group Holdings Limited

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

(Stock Code: 8075)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting 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, 17 December 2021 at 9:15 a.m. (the “**2021 AGM**”) for the following purposes:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2021 and the reports of the directors and the independent auditor thereon;
2. To re-elect directors of the Company (the “**Directors**”) and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young, Certified Public Accountants, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

4. “**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 of the Company (the “**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 (the “**AGM**”);
- (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 AGM 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 Hong Kong branch register of Members 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).”

5. **“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back the issued Shares on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, regulations and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of the issued Shares at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) 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 AGM;
 - (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 AGM is required by law or the Bye-laws to be held.”

6. “**THAT** subject to the passing of the Resolutions Nos. 4 and 5 in the notice convening this meeting, the general mandate granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of an amount representing the number of Shares which has been bought back by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to buy back such Shares, provided that such amount shall not exceed 10% of the number of the issued Shares at the date of passing this Resolution.”

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

Hong Kong, 29 October 2021

Notes:

- (1) *A Member entitled to attend and vote at the 2021 AGM 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/it holds two or more Shares, more than one) proxy to attend the 2021 AGM 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 2021 AGM or its adjournment (as the case may be) is enclosed with the Company’s circular dated 29 October 2021 (the “**Circular**”) and is also available on the respective websites of GEM of the Stock Exchange and the Company.*
- (2) *To be valid, a form of proxy, 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 “**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 2021 AGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy will not preclude Members from attending and voting in person at the 2021 AGM or 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 have been revoked.*

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

- (3) *To ascertain the entitlements to attend and vote at the 2021 AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar not later than 4:30 p.m. on Monday, 13 December 2021 for registration.*

- (4) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the 2021 AGM 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 2021 AGM 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 in respect of such Shares will alone be entitled to vote in respect thereof.*
- (5) *In regard of Resolution No. 2 of the Notice,*
- (a) *in accordance with Bye-law 84 of the Bye-laws, Dr. Lam Kin Ngok, Peter, Mr. Chan Chi Kwong (both Executive Directors) and Mr. Ng Chi Ho, Dennis (an Independent Non-executive Director) will retire from office as Directors by rotation at the 2021 AGM and, being eligible, offer themselves for re-election; and*
- (b) *in accordance with Rule 17.46A of the GEM Listing Rules, the requisite details of the aforesaid retiring Directors are set out in Appendix II to the Circular and the section headed “Biographical Details of Directors” of the Company’s Annual Report for the year ended 31 July 2021.*
- (6) *In regard of Resolution No. 3 of the Notice, the Board (which concurs with the audit committee of the Company) has recommended that subject to the approval of Members at the 2021 AGM, Ernst & Young will be re-appointed the independent auditor of the Company for the year ending 31 July 2022 (the “Year 2022”). Members should note that in practice, independent auditor’s remuneration for the Year 2022 cannot be fixed at the 2021 AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditor is being called upon to undertake in any given year. To enable the Company to determine the amount of such independent auditor’s remuneration charged as operating expenses for the Year 2022, Members’ approval to delegate the authority to the Board to fix the independent auditor’s remuneration for the Year 2022 is required, and is hereby sought, at the 2021 AGM.*
- (7) *Details regarding Resolutions Nos. 4 to 6 of the Notice are set out in the Circular.*
- (8) *In compliance with Rule 17.47(4) of 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 2021 AGM will be decided by way of a poll at the 2021 AGM.*
- (9) *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 7:15 a.m. on the date of the 2021 AGM, then the 2021 AGM will be proposed to be adjourned. Members will be informed of the date, time and venue of the adjourned 2021 AGM by a supplementary notice posted on the respective websites of GEM of the Stock Exchange (www.hkgem.com) and the Company (www.mediaasia.com).*

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 7:15 a.m. on the date of the 2021 AGM and where conditions permit, the 2021 AGM will be held as scheduled. The 2021 AGM 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 2021 AGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

(10) In light of the epidemic situation of the novel coronavirus (COVID-19), certain measures will be implemented at the 2021 AGM or its adjourned meeting (as the case may be) with a view to reducing 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 2021 AGM venue prior to entry to the 2021 AGM 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 2021 AGM venue;*
- (iv) all attendees will be required to wear surgical face masks throughout the 2021 AGM;*
- (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 2021 AGM venue; and*
- (vii) no refreshments or beverages will be provided, and there will be no corporate gifts.*

*(11) The Company reminds Members that they should carefully consider the risks of attending the 2021 AGM, taking into account their own personal circumstances. The Company would like to remind Members that physical attendance in person at the 2021 AGM is not necessary for the purpose of exercising their voting rights and **strongly recommends that Members appoint the chairman of the 2021 AGM 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 2021 AGM in person.***

(12) 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 2021 AGM.

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

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, 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.