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## **Media Asia Group Holdings Limited**

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

**(Stock Code: 8075)**

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

The Board announces that for the purposes of (i) providing greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as an electronic meeting and/or as a hybrid meeting where the Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; (ii) bringing the existing bye-laws (the “**Existing Bye-laws**”) in line with the amendments made to the GEM Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the GEM Listing Rules) and applicable laws of Bermuda; and (iii) making certain minor housekeeping amendments to the Existing Bye-laws, the Board proposes to amend the Existing Bye-laws by way of adopting a new set of bye-laws of the Company (the “**New Bye-laws**”) in substitution for and to the exclusion of the Existing Bye-laws.

A circular containing, among other things, details of the proposed adoption of the New Bye-laws, together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable. As no Shareholder has a material interest in the proposed adoption of the New Bye-laws, no Shareholder is required to abstain from voting on the resolutions proposed to consider and approve the proposed adoption of the New Bye-laws.

The Company will make further announcement(s) to inform the Shareholders of the results of the AGM and the effective date of the proposed adoption of the New Bye-laws as and when appropriate.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

|                     |   |
|---------------------|---|
| “AGM”               | the annual general meeting of the Company to be held in relation to, among other things, approving the proposed adoption of the New Bye-laws;   |
| “Board”             | the board of Directors of the Company;  |
| “Company”           | Media Asia Group Holdings Limited (寰亞傳媒集團有限公司), an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed and traded on the GEM of the Stock Exchange (Stock Code: 8075); |
| “Directors”         | the directors of the Company;   |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of the Stock Exchange;   |
| “Share(s)”          | ordinary share(s) of HK\$0.1 each in the share capital of the Company;  |
| “Shareholder(s)”    | holder(s) of the Shares; and  |
| “Stock Exchange”    | The Stock Exchange of Hong Kong Limited.  |

By order of the Board  
**Media Asia Group Holdings Limited**  
**Lui Siu Tsuen, Richard**  
*Executive Director*

Hong Kong, 17 October 2022

*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.*

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