

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 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 9:15 a.m. on Monday, 13 February, 2023 at Grand Ballrooms 1 and 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong (or immediately after the conclusion or adjournment of the MAGHL Court Meeting convened at the direction of the Court for the same day and place, if later), for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications) as a special resolution and an ordinary resolution of the Company, respectively.

Unless otherwise defined, capitalised terms defined in the composite scheme document dated 12 January, 2023 (the “**Scheme Document**”) of which this notice forms part shall have the same meanings when used herein.

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the Scheme (with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court) between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the MAGHL Court Meeting, on the Scheme Effective Date, any reduction of the issued share capital of the Company associated with or effected by the cancellation of the Scheme Shares be and is hereby approved.”

ORDINARY RESOLUTION

2. “**THAT:**

- (a) subject to and immediately following the cancellation of the Scheme Shares, the issued share capital of the Company shall be increased to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new MAGHL Shares as is equal to the number of Scheme Shares cancelled, credited as fully paid, by the application of the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par such new MAGHL Shares and the directors of the Company be and are hereby authorised to allot and issue the new MAGHL Shares accordingly; and
- (b) any one MAGHL Director be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by him to be necessary or desirable for or in connection with the implementation and completion of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the MAGHL Shares on the GEM of the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of the Company; (iii) the allotment and issue of the new MAGHL Shares referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

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

Hong Kong, 12 January, 2023

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

Head Office and Principal Place of Business:
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/it holds two or more MAGHL Shares, more than one) proxy to attend the SGM and vote on his/her/its behalf in accordance with the Company’s bye-laws (the “**Bye-laws**”). A proxy need not be a Member. A **white** form of proxy for use at the SGM or its adjournment (as the case may be) is enclosed with the Scheme Document and is also available on the respective websites of Hong Kong Exchanges and Clearing Limited (“**HKEX**”) and the Company.
2. To be valid, a **white** 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 and transfer office of the Company in Hong Kong (the “**Registrar**”), Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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 will not be treated as valid. Completion and return of the **white** 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, their **white** form 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 SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s office at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 7 February, 2023 for registration.
4. Where there are joint registered holders of any MAGHL 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 MAGHL 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), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Hong Kong branch register of Members in respect of the joint holding.
5. In compliance with Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) and the Bye-laws, voting on all resolutions in respect of the above matters set out 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 7:00 a.m. on the date of the SGM, then the SGM will be proposed to be adjourned. Members will be informed of the date, time and venue of the adjourned SGM by a supplementary notice posted on the respective websites of HKEX and the Company.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 7:00 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 Scheme Document which contains information concerning the resolutions to be proposed in the SGM.*
 8. *In light of the epidemic situation of 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 wear surgical face masks throughout the SGM; and*
 - (ii) *no refreshments or beverages will be provided, and there will be no corporate gifts.*
- Any person who does not comply with the precautionary measure referred to above or any other additional precautionary measures as may be implemented in accordance with the prevailing requirements or guidelines of the Hong Kong government and/or regulatory authorities, or as considered appropriate in light of the COVID-19 situation, may be denied entry into, or be required to leave, the venue of the SGM.*
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.*
 10. *The Company will keep the evolving COVID-19 situation 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 (the “**Directors**”) 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 Announcements” page of HKEX’s website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at www.mediaasia.com.