

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred all** your shares in **Modern Media Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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## **MODERN MEDIA HOLDINGS LIMITED**

### **現代傳播控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 72)**

## **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the Extraordinary General Meeting to be held at 7/F, Global Trade Square, 21 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 14 January 2022 at 3:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you intend to attend the Extraordinary General Meeting, you are requested to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the Extraordinary General Meeting (i.e. on or before 3:00 p.m. on Wednesday, 12 January 2022 (Hong Kong time)) or any adjournment thereof to the Company’s Hong Kong branch share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	ii
<b>Letter from the Board</b> .....	1
<b>Introduction</b> .....	1
<b>Proposed Change of Company Name</b> .....	2
<b>EGM</b> .....	3
<b>Closure of register of members</b> .....	3
<b>Responsibility statement</b> .....	4
<b>Recommendation</b> .....	4
<b>Precautionary Measures for the EGM</b> .....	5
<b>Notice of the EGM</b> .....	6

*This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular will prevail.*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Announcement”	the announcement of the Company dated 15 December 2021 in relation to, among other things, the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Modern Media Holdings Limited 現代傳播控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 72)
“Director(s)”	director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held at 7/F, Global Trade Square, 21 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 14 January 2022 at 3:00 p.m., the notice of which is set out on pages 6 to 7 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Modern Media Holdings Limited” to “Meta Media Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “現代傳播控股有限公司” to “超媒體控股有限公司”
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**MODERN MEDIA HOLDINGS LIMITED**

**現代傳播控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 72)**

*Executive Directors:*

Mr. SHAO Zhong (*Chairman and Chief Executive Officer*)  
Ms. YANG Ying  
Mr. LI Jian  
Mr. DEROCHE Alain, Jean-Marie, Jacques

*Registered office:*

Second Floor, Century Yard, Cricket Square  
P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Independent Non-executive Directors:*

Mr. YICK Wing Fat Simon  
Ms. WEI Wei  
Mr. WAN Jie

*Principal place of business in Hong Kong:*

7/F, Global Trade Square 21  
Wong Chuk Hang Road  
Aberdeen  
Hong Kong

23 December 2021

*To the Shareholders*

Dear Sir/Madam

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 15 December 2021 in relation to, among others, the Proposed Change of Company name.

The purpose of this circular is to provide you with information on the resolution to be proposed at the EGM regarding the Proposed Change of Company name, and to give you the notice of the EGM.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change of the English name of the Company from “Modern Media Holdings Limited” to “Meta Media Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “現代傳播控股有限公司” to “超媒體控股有限公司”.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group and its direction of future development. The Company’s development is also from one-dimensional to two-dimensional and then to three-dimensional, and in the future, it will be a media form characterized by super-dimensional. The media form will also be transformed from the current reality-oriented form to a virtual reality-oriented hypermedia form. Therefore, the new English and Chinese names of the Company can more comprehensively reflect the development trend of the Company and the era, transcend media boundaries, and meet the business development of the Company. The Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at an EGM to approve the Proposed Change of Company Name; and
- (2) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issuance of a certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position. The existing certificates of securities in issue bearing the present name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing

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## LETTER FROM THE BOARD

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the new name of the Company. Once the Proposed Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

### **EGM**

Set out on pages 6 to 7 of this circular is a notice convening the EGM to consider and, if thought fit, to approve the special resolution relating to the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong Share Registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, the resolution put to vote at the EGM will be taken by way of poll.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 11 January 2022 to Friday, 14 January 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the office of the Company's branch share registrar and transfer office in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong, not later than 4:30 p.m. on Monday, 10 January 2022.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

### RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM on pages 6 to 7 of this circular.

Yours faithfully

By order of the Board

**MODERN MEDIA HOLDINGS LIMITED**

**Shao Zhong**

*Chairman*

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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The health of our Shareholders, staff and other participants of the EGM (the “**Stakeholders**”) is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the EGM to protect the Stakeholders from the risk of infection, which include but not limited to:

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served and there will be no corporate gift.
- (iv) Attendees who are subject to health quarantine prescribed by the Hong Kong Government may be denied entry into the meeting venue or be required to leave the meeting venue.
- (v) Anyone attending the EGM is reminded to observe good personal hygiene at all times.

In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages Shareholders NOT to attend the EGM in person and advises Shareholders to appoint the Chairman of the EGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

**Shareholders are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company’s principal place of business in Hong Kong or to our email at [hk@modernmedia.com.hk](mailto:hk@modernmedia.com.hk).





**MODERN MEDIA HOLDINGS LIMITED**

**現代傳播控股有限公司**

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**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Modern Media Holdings Limited (“**Company**”) will be held at 7/F, Global Trade Square, 21 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 14 January 2022 at 3:00 p.m. to consider and, if thought fit, transact the following business:

**SPECIAL RESOLUTION**

1. “Subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Modern Media Holdings Limited” to “Meta Media Holdings Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “現代傳播控股有限公司” to “超媒體控股有限公司” (the “**Proposed Change of Company Name**”); and that any one director or the secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall in his/her absolute and unfettered discretion deem necessary, desirable or expedient to give effect to the Proposed Change of Company Name and to attend any necessary registration and/or filing for and on behalf of the Company.”

Details of the above resolution is set out in the circular of the EGM of the Company dated 23 December 2021. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board

**MODERN MEDIA HOLDINGS LIMITED**

**Shao Zhong**

*Chairman*

Hong Kong, 23 December 2021

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

- 1 All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- 2 A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles, vote in his/her stead. A proxy need not be a member of the Company.
- 3 To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time of the meeting (i.e. on or before 3:00 p.m. on Wednesday, 12 January 2022 (Hong Kong time)) or any adjourned meeting.
- 4 The register of members of the Company will be closed from Tuesday, 11 January 2022 to Friday, 14 January 2022, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the forthcoming extraordinary general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 January 2022.
- 5 Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 6 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the above meeting, 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 7 If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 3 hours before the meeting time on the date of the meeting, then the meeting will be postponed. The Company will post an announcement on the website of the Company ([www.modernmedia.com.cn](http://www.modernmedia.com.cn)) and HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.