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Media Asia Group Holdings Limited

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

(Stock Code: 8075)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 26 JUNE 2015

The Board is pleased to announce that all the Proposed Resolutions were duly passed by way of poll at the SGM held on 26 June 2015.

Reference is made to the circular of Media Asia Group Holdings Limited (the “**Company**”) dated 10 June 2015 (the “**Circular**”) and the notice of the special general meeting of the Company of the same date (the “**SGM Notice**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings ascribed to them in the Circular.

Poll Results of the SGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the SGM, all the proposed resolutions as set out in the SGM Notice (the “**Proposed Resolutions**”) were duly passed as ordinary resolutions by way of poll as more than 50% of the votes were cast in favour of each of the Proposed Resolutions.

The poll results of the Proposed Resolutions are as follows:

Ordinary resolutions		Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To approve, confirm and ratify the Fubon Subscription Agreement and the transactions contemplated thereunder	1,553,995,862 (100%)	0 (0%)	1,553,995,862
2.	To approve, confirm and ratify the Kbro Subscription Agreement and the transactions contemplated thereunder	1,454,808,362 (100%)	0 (0%)	1,454,808,362

Ordinary resolutions	Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
	For	Against	
3. To approve, confirm and ratify the MOMO Subscription Agreement and the transactions contemplated thereunder	1,653,183,362 (100%)	0 (0%)	1,653,183,362
4. To approve, confirm and ratify the Perfect Sky Subscription Agreement and the transactions contemplated thereunder	389,170,525 (100%)	0 (0%)	389,170,525
5. To refresh a general mandate to the Directors to issue, allot and otherwise deal with additional Shares, not exceeding 20% of the aggregate nominal amount of the issued Shares at the date of passing this resolution	389,024,353 (99.96%)	146,172 (0.04%)	389,170,525

Notes:

- 1) The full text of the Proposed Resolutions was set out in the SGM Notice.
- 2) As at the date of the SGM, there were a total of 2,092,388,703 issued ordinary shares of HK\$0.01 each in the Company.
- 3) By virtue of its interest in the Fubon Subscription Agreement, Fubon Financial, holding 99,187,500 Shares representing approximately 4.74% of the total issued share capital of the Company as at the date of the SGM, was required to and did abstain from voting on the first resolution set out above. The total number of issued Shares entitling the Shareholders (other than Fubon Financial) to attend and vote for or against the first resolution was 1,993,201,203 Shares as at the date of the SGM.

By virtue of Fubon Financial's interest in Kbro Media and Kbro Media's interest in the Kbro Subscription Agreement, both Fubon Financial and Kbro Media, holding an aggregate of 198,375,000 Shares representing approximately 9.48% of the total issued share capital of the Company as at the date of the SGM, were required to and did abstain from voting on the second resolution set out above. The total number of issued Shares entitling the Shareholders (other than Fubon Financial and Kbro Media) to attend and vote for or against the second resolution was 1,894,013,703 Shares as at the date of the SGM.

No Shareholder was required to abstain from voting on the third resolution set out above. The total number of issued Shares entitling the Shareholders to attend and vote for or against the third resolution was 2,092,388,703 Shares as at the date of the SGM.

Perfect Sky, being the controlling shareholder of the Company holding 1,264,012,837 Shares representing approximately 60.41% of the total issued share capital of the Company as at the date of the SGM, and its associates were required to and did abstain from voting on the fourth and fifth resolutions set out above. The total number of issued Shares entitling the Independent Shareholders to attend and vote for or against the fourth and fifth resolutions was 828,375,866 Shares as at the date of the SGM.

- 4) Computershare Hong Kong Investor Services Limited, the branch share registrars of the Company in Hong Kong, was appointed as the scrutineers for the purpose of vote-taking in respect of the Proposed Resolutions at the SGM.

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

Hong Kong, 26 June 2015

As at the date of this announcement, the Board comprises six executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Yu Feng, Dr. Choi Chiu Fai, Stanley, Mr. Lui Siu Tsuen, Richard, Mr. Chan Chi Kwong and Mr. Yip Chai Tuck; and three independent non-executive Directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi and Mr. Ng Chi Ho, Dennis.

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 Company Announcements" 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.