

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.  
本申請表格須整份交回方為有效。

IMPORTANT  
重要提示

THIS APPLICATION FORM (“AF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO ACCEPTANCE CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 22 MAY 2015.

本申請表格(「申請表格」)具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。申請最遲須於二零一五年五月二十二日(星期五)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS AF OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Media Asia Group Holdings Limited dated 8 May 2015 (the “Prospectus”) unless the context otherwise requires.

除文義另有所指外，本申請表格所用之詞彙與寰亞傳媒集團有限公司於二零一五年五月八日刊發之章程(「章程」)所界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AF, 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 AF.

香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份之買賣可透過中央結算系統進行結算，而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

各章程文件副本連同於章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件，已按照公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對上述任何文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定，發售股份將獲香港結算接納為合資格證券，可由發售股份在聯交所開始買賣日期或香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。



# Media Asia Group Holdings Limited 寰亞傳媒集團有限公司

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

(Stock Code: 8075)

(於開曼群島註冊成立及於百慕達存續之有限公司)

(股份代號：8075)

OPEN OFFER OF 669,932,910 OFFER SHARES  
AT HK\$0.30 PER OFFER SHARE ON THE BASIS OF ONE (1) OFFER SHARE  
FOR EVERY TWO (2) EXISTING SHARES HELD  
ON THE RECORD DATE  
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4: 00 P.M. ON FRIDAY, 22 MAY 2015

以每股發售股份0.30港元公開發售669,932,910股發售股份  
基準為於記錄日期每持有兩(2)股現有股份獲發一(1)股發售股份  
股款最遲須於二零一五年五月二十二日(星期五)下午四時正接納時繳足

Head office and principal place of business:  
總辦事處及主要營業地點：

11th Floor, Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon, Hong Kong  
香港九龍  
長沙灣道680號  
麗新商業中心11樓

Registered office:

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Branch share registrar in Hong Kong:  
香港股份過戶登記分處：

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓  
1712-1716號舖

## APPLICATION FORM

### 申請表格

You are entitled to accept any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this AF. Subject to as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on Thursday, 7 May 2015. If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (the “EAF”), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares, you should complete and sign this AF, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and made payable to “MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT” for Offer Shares under assured allotment and crossed “ACCOUNT PAYEE ONLY” and comply with the procedures set out in the page hereafter.

閣下有權透過填寫本申請表格申請相等於或少於背頁乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述者之規限下，上述配額乃按於二零一五年五月七日(星期四)每持有兩(2)股現有股份獲發一(1)股發售股份的基準，向名列於本公司股東名冊並為合資格股東之股東作出。倘閣下擬申請發售股份數目多於背頁乙欄所列閣下獲保證配發之發售股份數目(即額外發售股份)，則閣下亦須另行填寫額外申請表格(「額外申請表格」)，並連同就額外發售股份涉及之全數應繳款項之個別股款一併交回。倘閣下欲申請任何發售股份，請填妥及簽署本申請表格，並將表格連同申請發售股份涉及之全數應繳款項之足額股款，交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請發售股份股款必須以港元繳付，並須註明抬頭人為「MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT」保證配發之發售股份及以「只准入抬頭人賬戶」方式劃線開出，並須符合後續頁所載手續。

All dates or deadlines specified in this AF refer to Hong Kong local time.

本申請表格所述之所有日期或限期均指香港本地時間。

NO RECEIPT WILL BE GIVEN. 將不另發收據。

To: Media Asia Group Holdings Limited  
致：寰亞傳媒集團有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.30 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept such Offer Shares on the terms and conditions of the Prospectus dated 8 May 2015 and subject to the memorandum of continuance and bye-laws of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for acceptance set out overleaf and agree to be bound thereby.

敬啟者：

本人／吾等為背頁所列股份之合資格股東，現接納乙欄(或倘已填妥乙欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.30港元之價格計算須於接納時繳足之全數股款\*\*。本人／吾等謹此依照日期為二零一五年五月八日之章程所載之條款及條件，以及在貴公司之存續大綱及公司細則之規限下，接納該等數目之發售股份。本人／吾等謹此授權貴公司將本人／吾等之姓名列入貴公司股東名冊，作為此等發售股份之持有人，並授權貴公司將有關股票按背頁地址以普通郵遞方式寄予本人／吾等，郵遞風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及接納手續，並同意受其約束。

\*\* Cheque or banker's cashier order should be crossed “ACCOUNT PAYEE ONLY” and made payable to “MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT” (see the section headed “PROCEDURES FOR APPLICATION” on the reverse side of this AF).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT」為抬頭人劃線開出(請參閱本申請表格背頁「申請手續」一節)。

Valid acceptance for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have accepted the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have accepted the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，合資格股東有效接納少於或相等於其所獲保證配發之發售股份數目將獲全數有效配發。倘背頁各欄內並無填上數目，則閣下將被視作接納就此支付的款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需之股款，則閣下將被視作接納本公司就此已收妥之款項所代表之發售股份數目。此項申請將被視為申請完整之發售股份數目而作出。閣下不會就有關股款獲發任何收據。

Name(s) and address(es) of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Thursday, 7 May 2015  
於二零一五年五月七日 (星期四) 以閣下名義登記之股份數目

Box A  
甲欄

Number of Offer Shares in your assured allotment subject to payment in full  
on application by no later than 4:00 p.m. on Friday, 22 May 2015  
閣下獲保證配發之發售股份數目 (須不遲於二零一五年五月二十二日 (星期五)  
下午四時正申請時繳足)

Box B  
乙欄

Acceptance can only be made by the registered Qualifying Shareholder(s) named above.  
Please enter in Box D the number of Offer Shares accepted and the amount of remittance enclosed (calculated as  
number of Offer Shares accepted multiplied by HK\$0.30)  
只有上述已登記之合資格股東方可接納。  
請於丁欄填寫所接納之發售股份數目及隨附之股款金額 (以接納之發售股份數目乘以 0.30 港元計算)

Amount payable on assured allotment when applied in full  
悉數申請認購保證配額時應繳款項

Box C  
丙欄

BOX D  
丁欄

Number of Offer Shares applied for  
申請認購之發售股份數目

HK\$  
港元

Name of bank on which cheque/  
banker's cashier order is drawn  
支票／銀行本票之付款銀行名稱

Cheque/banker's cashier  
order number  
支票／銀行本票號碼

Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholders must sign)  
合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) (2) (3) (4)

Contact telephone no. 聯絡電話號碼：

Date 日期：

Please staple  
your payment  
here  
請將  
股款  
緊釘在此



Media Asia Group Holdings Limited  
寰亞傳媒集團有限公司



# Media Asia Group Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(Stock Code: 8075)

## CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of this AF and/or the EAF will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or some person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this AF and/or the EAF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or the excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or the excess Offer Shares which they have applied for subject to the memorandum of continuance and bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares and/or the excess Offer Shares which does/do not comply with the procedures set out herein and/or in the EAF(s). Completion and return of this AF by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such acceptance have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

## PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this AF.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this AF the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.30). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this AF, this number should be inserted in Box D of this AF. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this AF, i.e. the excess Offer Shares, you should use the separate EAF and enter in the appropriate space provided in the EAF the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.30). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, you will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This AF and/or the EAF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Friday, 22 May 2015 (or, under bad weather conditions, such Latest Time for Acceptance as mentioned in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT" and/or made payable to "MEDIA ASIA GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT" for excess Offer Shares and crossed "ACCOUNT PAYEE ONLY". Unless this AF and/or the EAF, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this AF and/or the appropriate remittance shown in the EAF has/have been received by 4:00 p.m. on Friday, 22 May 2015, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Tuesday, 2 June 2015 at your own risk.

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter's obligations thereunder on the occurrence of certain events. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination, any of the following happens:

- (i) any of the following shall have come to the notice of the Underwriter or the Underwriter shall have reasonable cause to believe that:
  - (a) any statement contained in any of the Announcement, the Prospectus Documents or any supplementary Prospectus (either as to the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole and be likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
  - (b) any matter has arisen or been discovered which would, if the Announcement, the Prospectus Documents or any supplementary Prospectus had been issued at that time, constitute a material omission therefrom if it had not been disclosed in the Announcement, the Prospectus Documents or any supplementary Prospectus; or
  - (c) any of the representations and warranties set out in the Underwriting Agreement is (or would if repeated at that time be) untrue or breached; or
  - (d) there is any breach of any of the obligations or undertakings of the Company under the Underwriting Agreement; or
  - (e) the permission to deal in and the listing of the Offer Shares has been withdrawn by the Stock Exchange; or
- (ii) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances; or
  - (e) a change or development involving a prospective material change in taxation in Hong Kong or the implementation of exchange controls which shall or might materially adversely affect the Company; or
  - (f) any material change in market conditions, taxation or exchange control or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities); or
- (iii) there develops, occurs, exists or comes into force:
  - (a) any event or series of events in the nature of force majeure (including, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, outbreak or escalation of hostilities (whether or not war is declared) or declaration of national or international emergency or calamity or crisis) in Hong Kong or Bermuda or any other place in which any member of the Group conducts or carries on business; or
  - (b) any event or series of events concerning or relating to or otherwise having an effect on, or any change in, local (including, without limitation, Hong Kong), national, regional or international financial, political, military, industrial, economic, legal, fiscal or regulatory matters or conditions,

and which, in any such case and in the absolute opinion of the Underwriter, will or may (1) be materially adverse to, or materially and prejudicially affect, the business or financial or trading position or prospects of the Group as a whole or the Open Offer or the success thereof or (2) make it inadvisable or inexpedient to proceed with the Open Offer or (3) have the effect of making any part of the Underwriting Agreement incapable of performance in accordance with its terms.

If the Underwriting Agreement is terminated by the Underwriter on or before the Latest Time for Termination or does not become unconditional, the Underwriting Agreement shall terminate (save in respect of any rights and obligations which may accrue under the Underwriting Agreement prior to such termination) and the Open Offer will not proceed and neither the Company nor the Underwriter shall have any claim against the other party for costs, damages, compensation or otherwise in connection with the Underwriting Agreement.

## CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this AF and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

## STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

## SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Tuesday, 2 June 2015 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

## GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgement of this AF and/or the EAF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This AF and/or the EAF and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



# 寰亞傳媒集團有限公司

(於開曼群島註冊成立及於百慕達存續之有限公司)  
(股份代號：8075)

## 條件

1. 非合資格股東不得申請任何發售股份及／或額外發售股份。
2. 本公司概不會就收到之申請款項發出收據，惟預期申請獲全數或部份接納之任何發售股份及／或額外發售股份股票將以普通郵遞方式按表格所列地址寄予承配人；如屬聯名承配人，則寄予名列首位之承配人，郵誤風險概由其自行承擔。
3. 填妥本申請表格及／或額外申請表格將構成申請人指示及授權本公司及／或香港中央證券登記有限公司或其就此獲提名之若干人士代表認購人辦理本申請表格及／或額外申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事情，以根據章程所述安排，將認購人所申請之數目或任何較少數目之發售股份及／或額外發售股份登記於認購人名下。
4. 發售股份及／或額外發售股份之認購人承諾簽署一切文件並採取一切其他必要行動，以便彼等登記為所申請發售股份及／或額外發售股份之持有人，惟須符合本公司存續大綱及公司細則之規定。
5. 申請款項將於本公司收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。倘支票於首次過戶時未能兌現，則有關申請將可遭拒絕受理。
6. 閣下申請發售股份及／或額外發售股份之權利不得轉讓或放棄。
7. 本公司保留權利接受或拒絕任何不符合本申請表格及／或額外申請表格所載手續之發售股份及／或額外發售股份申請。任何香港境外人士填妥及交回本申請表格表示向本公司作出保證及聲明，已經妥為遵守有關接納之所有有關司法權區一切登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司將不會作出任何上述保證及聲明，或受其所限。

## 申請手續

閣下可透過填寫本申請表格申請相等於或少於乙欄所載 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請之發售股份數目及應繳款項總額(以申請之發售股份數目乘以0.30港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所涉及之有關較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表數目之發售股份。

倘 閣下欲申請多於本申請表格乙欄所載 閣下獲保證配發之任何發售股份數目(即額外發售股份)，則 閣下應另行使用額外申請表格，並於額外申請表格之適當位置填上 閣下欲申請之額外發售股份數目及應繳款項總額(以申請之額外發售股份數目乘以0.30港元計算)。 閣下可申請任何額外發售股份數目。倘所收到之相應款項少於所填上之額外發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之較少額外發售股份數目。

填妥本申請表格及／或額外申請表格並將適當之股款相應地緊釘其上後，應將表格對摺並在不遲於二零一五年五月二十二日(星期五)下午四時正(或在惡劣天氣情況下，章程[預期時間表]一節所述之有關接納之最後時間)交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款均須以港元繳付。支票或銀行本票須以香港之持牌銀行賬戶付款或由香港之持牌銀行開出，註明抬頭人為「**MEDIA ASIA GROUP HOLDINGS LIMITED – OPEN OFFER ACCOUNT**」及／或以「**MEDIA ASIA GROUP HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**」為抬頭人申請額外發售股份，並以「**只准入抬頭人賬戶**」方式劃線開出。除非本公司於二零一五年五月二十二日(星期五)下午四時正前收到填妥之本申請表格及／或額外申請表格，連同本申請表格內欄或丁欄(視情況而定)所示之適當股款及／或額外申請表格所示之適當股款，否則 閣下申請發售股份及／或額外發售股份之權利以及一切有關權利將當作已被放棄及將予註銷。

預期股票將於二零一五年六月二日(星期二)或之前以普通郵遞方式寄予 閣下，郵誤風險概由 閣下自行承擔。

## 終止包銷協議

包銷協議載有條文，授予包銷商權利在若干事件發生時透過發出書面通知終止包銷商根據該協議承擔之責任。倘於終止之最後時間前發生以下任何事件，則包銷商可於終止之最後時間或之前終止包銷協議：

- (i) 包銷商獲悉以下任何事項或包銷商有理由相信：
  - (a) 該公佈、章程文件或任何補充章程(本公司於包銷協議日期前未有公佈或刊發)所載之任何陳述(不論是本集團之條件或其遵守任何法例或創業板上市規則或任何適用法規)，而包銷商可能全權認為對本集團整體而言屬重大及可能對公開發售能否順利進行產生重大不利影響或可能導致審慎投資者不會申請其於公開發售有關發售股份之保證配額；或
  - (b) 倘該公佈、章程文件或任何補充章程其時已經刊發，發生或被發現任何事宜(而未有於該公佈、章程文件或任何補充章程內披露)將可能構成重大遺漏；或
  - (c) 包銷協議載列之任何聲明及保證為(或倘於當時重申，將為)不真實或遭違反；或
  - (d) 本公司違反其於包銷協議之任何責任或承諾；或
  - (e) 聯交所撤回有關發售股份上市及買賣之批准；或
- (ii) 包銷商全權認為，公開發售如順利進行將會受到下列事故的重大不利影響：
  - (a) 引入任何新規例或現行法例或規例(或有關司法詮釋)出現任何變動或出現其他任何性質之變動，而包銷商全權認為可能對本集團整體業務或財政或營運狀況或前景構成重大不利影響，或對公開發售構成重大不利影響；或
  - (b) 任何地區、國家或國際出現政治、軍事、金融、經濟或其他性質之事件或變動(不論是否組成包銷協議訂立日期及／或後出現或持續出現連串事件或變動之一部份)，或任何地區、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝突升級，或影響當地證券市場，而包銷商全權認為可能對本集團整體業務或財政或營運狀況或前景構成重大不利影響；或
  - (c) 本集團整體業務或財政或營運狀況或前景出現任何重大不利變動；或
  - (d) 由於發生特殊金融狀況而對在聯交所之一般證券買賣施加任何禁售、暫停或重大限制；或
  - (e) 涉及香港稅項或執行外匯管制之可能重大變動或發展，而應會或可能會對本公司構成重大不利影響；或
  - (f) 香港之市況、稅務或外匯管制或多於一種以上之情況之任何重大變動(包括但不限於證券買賣被暫停或受到重大限制)；或
- (iii) 以下事件發展、出現、存在或生效：
  - (a) 於香港或百慕達或本集團任何成員公司進行或經營業務之任何其他地方發生任何一件或一連串性質屬不可抗力之事件(包括但不限於天災、戰爭、騷亂、擾亂公眾秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或閉廠、敵對行為爆發或升級(無論有否宣戰)或宣佈全國或國際間進入緊急狀態或災難或危機)；或
  - (b) 出現任何一件事件或一連串事件，而其涉及或有關或以其他方式影響當地(包括但不限於香港)、國家、地區或國際金融、政治、軍事、工業、經濟、法律、財政或監管事宜或狀況或其任何變動，

而在任何有關情況下，包銷商全權認為，將會或可能(1)對本集團整體業務或財務或貿易狀況或前景或公開發售或其順利完成產生重大不利影響或構成重大損害或(2)導致繼續進行公開發售成為不智或不適宜或(3)導致包銷協議任何部份未能根據其條款履行。

倘包銷協議於終止之最後時間或之前被包銷商終止或並無成為無條件，則包銷協議將告終止(惟於終止前可能根據包銷協議產生之任何權利及責任除外)，而公開發售將不會進行，本公司或包銷商亦不得就與包銷協議有關之成本、損害賠償、補償或其他款項，向另一方提出任何申索。

## 支票或銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。填妥及交回本申請表格及／或額外申請表格，連同支付所接納發售股份之支票或銀行本票，將構成 閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現所涉及之接納可遭拒絕受理。在此情況下，相關保證配額及其項下之一切權利將當作已被放棄及將予註銷。

## 發售股份之地位

發售股份(於繳足股款及獲配發後)將在各方面與於配發日期之已發行股份享有同等權益。該等發售股份之持有人將有權收取未來宣派、作出或派付(其記錄日期定於發售股份配發及發行日期或之後)之一切股息及分派。

## 股票

待公開發售之條件獲達成後，發售股份之股票預期將於二零一五年六月二日(星期二)或之前以普通郵遞方式郵寄予該等有權收取股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將就 閣下名義登記之所有相關發售股份獲發一張股票。

## 一般事項

所有文件將以普通郵遞方式寄往有權收取有關文件之人士之登記地址，郵誤風險由彼等承擔。

倘本申請表格及／或額外申請表格由獲發本申請表格及／或額外申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

本申請表格及／或額外申請表格及據此之發售股份之任何接納均受香港法律管轄並據此詮釋。