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## **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 of the members of **MEDIA ASIA GROUP HOLDINGS LIMITED** (the “Company”) will be held at Crystal Rooms 1 and 2, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 December 2011 at 11:30 a.m. (the “SGM”) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

- (1) To receive and consider the audited financial statements of the Company and the reports of the directors and the independent auditors for the four months ended 31 July 2011; and
- (2) To elect the following directors of the Company (the “Directors”):
  - (a) Mr. Tang Jun as an executive Director;
  - (b) Mr. Choi Chiu Fai, Stanley as an executive Director; and
  - (c) Mr. Ng Chi Ho, Dennis as an independent non-executive Director.

By Order of the Board  
**Media Asia Group Holdings Limited**  
**Etsuko Hoshiyama**  
*Company Secretary*

Hong Kong, 31 October 2011

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
23rd Floor  
Sunshine Plaza  
353 Lockhart Road  
Wanchai, Hong Kong

*Notes:*

1. A member of the Company (the “Member”) entitled to attend and vote at the SGM is entitled to appoint one (or, if he holds two or more shares, more than one) proxy to attend the SGM and vote on his behalf in accordance with the Company’s Bye-laws. A proxy need not be a Member but must attend the SGM in person to represent the Member.
2. To be valid, a form of proxy, together with the 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 lodged with the branch share registrar of the Company in Hong Kong (the “Registrar”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the SGM or at any of its adjourned meeting should they so wish. In that event, their forms of proxy will be deemed to have been revoked.
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 above office not later than 4:30 p.m. on 14 December 2011 for registration.
4. Where there are joint registered holders of any share in the Company, any one of such joint holders may attend and vote at the SGM or its adjourned meeting, either in person or by proxy, in respect of such 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, personally or by proxy, that one of such holders so present whose name stands first in the register/branch register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Concerning agenda item 2 of this Notice,
  - (i) in accordance with Bye-law 83(2) of the Company’s Bye-laws and code provision A.4.2 of the Code on Corporate Governance Practice set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), Mr. Ng Chi Ho, Dennis (appointed an independent non-executive director to fill a casual vacancy with effect from 3 October 2011) will retire and, being eligible, offer himself for re-election.

As a good corporate governance practice, Mr. Tang Jun (appointed an executive director and the chief executive officer of the Company with effect from 6 September 2011) and Mr. Choi Chiu Fai, Stanley (appointed an executive director with effect from 24 October 2011) will voluntarily retire as directors and, offer themselves for re-election though they are due to retire only at the annual general meeting to be held in 2012; and

- (ii) in accordance with Rule 17.46(A) of the GEM Listing Rules, details of the aforesaid Directors are set out in the “Biographical Details of Directors” section of the Annual Report of the Company for the period ended 31 July 2011.

For the purpose of their re-election as Directors at the SGM, there is no other information which is discloseable pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Members.

6. In compliance with Rule 17.47(4) of the GEM Listing Rules and the Company’s Bye-laws, voting on resolutions in respect of the above matters set out in this notice and any other resolutions properly put to the vote of the SGM will be decided by way of a poll.
7. 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 between 9:00 a.m. and 5:00 p.m. on the date of the SGM, then the SGM will be postponed and the Members will be informed of the date, time and venue of the postponed SGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 9:00 a.m. on the date of the SGM, and where conditions permit, 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.

*As at the date of this announcement, the board of Directors comprises eight executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Yu Feng, Mr. Choi Chiu Fai, Stanley, Mr. Tang Jun (Chief Executive Officer), Mr. Lui Siu Tsuen, Richard, Mr. Chan Chi Kwong, Ms. Etsuko Hoshiyama and Mr. Chan Chi Ming, Alvin; 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 <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.maghl.com>.*