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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Media Asia Group Holdings Limited (the “**Company**”) will be held at Kellett Room IV, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 5 March 2012 at 3:00 p.m. to consider and, if thought fit, passing the following resolutions (with or without modifications) as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Artistes Engagement Framework Agreement (as defined in the circular of the Company dated 17 February 2012 (the “**Circular**”)) and the terms and the transactions contemplated thereunder (a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) together with the relevant proposed annual caps in relation to such transactions for each of the three financial years ending 31 July 2014 set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any steps and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Artistes Engagement Framework Agreement or the transactions contemplated thereunder.”

2. “**THAT:**

- (a) each of the Music Catalogue Licence Agreements (as defined in the Circular) and the terms and the transactions contemplated thereunder (copies of which have been produced to the Meeting and marked “B”, “C” and “D” respectively and initialled by the chairman of the Meeting for the purpose of identification) together with the

relevant proposed annual caps in relation to such transactions for each of the three financial years ending 31 July 2014 set out in the Circular be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorised to take any steps and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with each of the Music Catalogue Licence Agreements or the transactions contemplated thereunder.”

3. **“THAT:**

- (a) each of the Film Library Licence Agreements (as defined in the Circular) and the terms and the transactions contemplated thereunder (copies of which have been produced to the Meeting and marked “E” and “F” respectively and initialled by the chairman of the Meeting for the purpose of identification) together with the relevant proposed annual caps in relation to such transactions for each of the three financial years ending 31 July 2014 set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any steps and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with each of the Film Library Licence Agreements or the transactions contemplated thereunder.”

4. **“THAT:**

- (a) the Concert Co-production Framework Agreement (as defined in the Circular) and the terms and the transactions contemplated thereunder (a copy of which has been produced to the Meeting and marked “G” and initialled by the chairman of the Meeting for the purpose of identification) together with the relevant proposed annual caps in relation to such transactions for each of the three financial years ending 31 July 2014 set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any steps and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Concert Co-production Framework Agreement or the transactions contemplated thereunder.”

By Order of the Board
Media Asia Group Holdings Limited
Tang Jun
Executive Director and Chief Executive Officer

Hong Kong, 17 February 2012

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

*Head office and principal place
of business in Hong Kong:*
11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the SGM convened by the above notice (the “**Notice**”) is entitled to appoint one (or, if he/she/it holds two or more shares, more than one) proxy to attend the SGM and vote on his/her/its behalf in accordance with the bye-laws of the Company (the “**Bye-laws**”). A proxy need not be a Member.
2. A form of proxy for use at the SGM is enclosed with this Notice.
3. To be valid, a form of proxy and 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 deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Registrar**”) 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 its adjourned meeting should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone and fax numbers of the Registrar are (852) 2862 8555 and (852) 2529 6087 respectively.

4. To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer documents and share certificate(s) at the transfer office of the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 29 February 2012 for registration.
5. 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 adjournment (as the case may be), either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. However, should more than one of such joint holders be present at the SGM or its adjournment, 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 holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members or the Hong Kong branch register of members of the Company in respect of the joint holding.
6. In compliance with Rule 17.47(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Bye-laws, voting on the resolutions in respect of the above matters set out in this Notice 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 after considering 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 of the Company 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 of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited 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>.