



# Media Asia Group Holdings Limited

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

**(Stock Code: 8075)**

## **FIRST QUARTERLY REPORT**

For the three months ended 31 October 2022

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This report, for which the directors of Media Asia Group Holdings Limited (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) for the purpose of giving information with regard to Media Asia Group Holdings Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report 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 report misleading.*

# CORPORATE INFORMATION

## PLACE OF INCORPORATION

Incorporated in the Cayman Islands and continued in Bermuda

## BOARD OF DIRECTORS

### *Executive Directors*

Lam Kin Ngok, Peter (*Chairman*)  
Chan Chi Kwong  
Lui Siu Tsuen, Richard  
Yip Chai Tuck

### *Independent Non-executive Directors*

Au Hoi Fung  
Ng Chi Ho, Dennis  
Poon Kwok Hing, Albert

## AUDIT COMMITTEE

Ng Chi Ho, Dennis (*Chairman*)  
Au Hoi Fung  
Poon Kwok Hing, Albert

## NOMINATION COMMITTEE

Poon Kwok Hing, Albert (*Chairman*)  
Au Hoi Fung  
Lui Siu Tsuen, Richard  
Ng Chi Ho, Dennis  
Yip Chai Tuck

## REMUNERATION COMMITTEE

Ng Chi Ho, Dennis (*Chairman*)  
Au Hoi Fung  
Lui Siu Tsuen, Richard  
Poon Kwok Hing, Albert  
Yip Chai Tuck

## AUTHORISED REPRESENTATIVES

Lui Siu Tsuen, Richard  
Wong Lai Chun

## COMPLIANCE OFFICER

Lui Siu Tsuen, Richard

## COMPANY SECRETARY

Wong Lai Chun

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS

11th Floor  
Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## INDEPENDENT AUDITOR

Ernst & Young  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*

## PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited

## LISTING INFORMATION

### *Place of Listing*

GEM of The Stock Exchange of Hong Kong Limited

### *Stock Code*

8075

### *Board Lot*

12,000 shares

## WEBSITE

www.mediaasia.com

## INVESTOR RELATIONS

Tel: (852) 2370 5825  
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Email: cosec@mediaasia.com

# FIRST QUARTERLY RESULTS

The board of directors (the “**Board**”) of Media Asia Group Holdings Limited (the “**Company**”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the three months ended 31 October 2022 together with the comparative unaudited figures for the corresponding period in 2021 as follows:

## CONDENSED CONSOLIDATED INCOME STATEMENT

		Three months ended 31 October	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
	Notes		
<b>TURNOVER</b>	3	<b>71,434</b>	20,213
Cost of sales		<b>(44,740)</b>	(7,991)
<b>Gross profit</b>		<b>26,694</b>	12,222
Other income		<b>2,092</b>	2,470
Marketing expenses		<b>(14,331)</b>	(744)
Administrative expenses		<b>(28,844)</b>	(27,212)
Other operating gains		<b>87</b>	2,381
Other operating expenses	4	<b>(12,438)</b>	(1,273)
<b>LOSS FROM OPERATING ACTIVITIES</b>		<b>(26,740)</b>	(12,156)
Finance costs	5	<b>(1,910)</b>	(86)
Share of profits and losses of joint ventures		<b>(295)</b>	(31)
<b>LOSS BEFORE TAX</b>		<b>(28,945)</b>	(12,273)
Income tax expenses	6	<b>(14)</b>	(26)
<b>LOSS FOR THE PERIOD</b>		<b>(28,959)</b>	(12,299)
Attributable to:			
Owners of the Company		<b>(27,291)</b>	(11,172)
Non-controlling interests		<b>(1,668)</b>	(1,127)
		<b>(28,959)</b>	(12,299)
<b>LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	7		
Basic and diluted (HK cents)		<b>(0.91)</b>	(0.37)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<b>LOSS FOR THE PERIOD</b>	<b>(28,959)</b>	(12,299)
<b>OTHER COMPREHENSIVE INCOME/(LOSS) THAT MAY BE RECLASSIFIED TO INCOME STATEMENT IN SUBSEQUENT PERIODS</b>		
Exchange differences on translation of foreign operations	(472)	559
Release of foreign currency translation reserve upon dissolution of a subsidiary	—	(176)
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>(472)</b>	383
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>(29,431)</b>	(11,916)
Attributable to:		
Owners of the Company	(27,999)	(10,904)
Non-controlling interests	(1,432)	(1,012)
	<b>(29,431)</b>	(11,916)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 October 2022

	Attributable to owners of the Company							
	Issued capital	Share premium account	Contributed surplus	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 August 2022 (audited)	298,631	881,732	95,191	(20,917)	(980,794)	273,843	(16,753)	257,090
Loss for the period	–	–	–	–	(27,291)	(27,291)	(1,668)	(28,959)
Other comprehensive income/(loss) for the period:								
Exchange differences on translation of foreign operations	–	–	–	(708)	–	(708)	236	(472)
Total comprehensive loss for the period	–	–	–	(708)	(27,291)	(27,999)	(1,432)	(29,431)
<b>At 31 October 2022 (unaudited)</b>	<b>298,631</b>	<b>881,732</b>	<b>95,191</b>	<b>(21,625)</b>	<b>(1,008,085)</b>	<b>245,844</b>	<b>(18,185)</b>	<b>227,659</b>
At 1 August 2021 (audited)	294,570	837,756	95,191	(19,088)	(873,426)	335,003	(15,030)	319,973
Loss for the period	–	–	–	–	(11,172)	(11,172)	(1,127)	(12,299)
Other comprehensive income/(loss) for the period:								
Exchange differences on translation of foreign operations	–	–	–	444	–	444	115	559
Release of foreign currency translation reserve upon dissolution of a subsidiary	–	–	–	(176)	–	(176)	–	(176)
Total comprehensive income/(loss) for the period	–	–	–	268	(11,172)	(10,904)	(1,012)	(11,916)
Placing of shares	4,061	44,674	–	–	–	48,735	–	48,735
Transactions costs of placing of shares	–	(698)	–	–	–	(698)	–	(698)
At 31 October 2021 (unaudited)	298,631	881,732	95,191	(18,820)	(884,598)	372,136	(16,042)	356,094

# NOTES TO CONDENSED CONSOLIDATED FIRST QUARTERLY FINANCIAL STATEMENTS

31 October 2022

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 29 February 2000 as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The Company's domicile was changed to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda on 3 December 2009. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company's issued ordinary shares have been listed and traded on GEM of the Stock Exchange since 31 May 2001.

The principal activity of the Company is investment holding. The Group's principal activities include film production and distribution; organisation, management and production of concerts and live performances; artiste management; production and distribution of television programs; music production and publishing; licensing of media contents; provision of consultancy services in planning and management of cultural, entertainment and live performance projects.

In the opinion of the Directors, the ultimate holding company of the Company is Lai Sun Garment (International) Limited, which was incorporated in Hong Kong and whose shares are listed and traded on the Main Board of the Stock Exchange.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group have not been audited by the Company's auditor but have been reviewed by the Company's audit committee.

The unaudited condensed consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance. The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the audited consolidated financial statements of the Group for the year ended 31 July 2022. These unaudited condensed consolidated results should be read in conjunction with the Company's annual report for the year ended 31 July 2022.

# NOTES TO CONDENSED CONSOLIDATED FIRST QUARTERLY FINANCIAL STATEMENTS

31 October 2022

## 3. TURNOVER

An analysis of the Group's turnover is as follows:

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue from contracts with customers		
Entertainment event income	25,851	4,707
Album sales, licence income and distribution commission income from music publishing and licensing	5,033	8,939
Artiste management fee income	3,366	2,488
Distribution commission income and licence income from film and TV program products and film and TV program rights	37,184	4,079
	<b>71,434</b>	20,213

## 4. OTHER OPERATING EXPENSES

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Foreign exchange loss, net	11,488	—
Others	950	1,273
	<b>12,438</b>	1,273

## 5. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

	Three months ended 31 October	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Interest on:		
— Loan from an intermediate holding company	1,736	—
— Lease liabilities	174	86
	<b>1,910</b>	86

# NOTES TO CONDENSED CONSOLIDATED FIRST QUARTERLY FINANCIAL STATEMENTS

31 October 2022

## 6. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 31 October 2022 (three months ended 31 October 2021: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

	<b>Three months ended 31 October</b>	
	<b>2022 (Unaudited) HK\$'000</b>	2021 (Unaudited) HK\$'000
Provision for tax for the period		
Current — Hong Kong		
Charge for the period	—	—
Current — Elsewhere		
Charge for the period	<b>14</b>	26
Total tax expense for the period	<b>14</b>	26

## 7. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic loss per share amounts is based on the loss for the period attributable to owners of the Company of approximately HK\$27,291,000 (2021: approximately HK\$11,172,000) and the weighted average number of ordinary shares of approximately 2,986,314,000 (2021: approximately 2,986,314,000) in issue during the period.

The Group had no potential dilutive ordinary shares in issue during the three months ended 31 October 2022 (three month ended 31 October 2021: Nil).

## 8. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 October 2022 (three months ended 31 October 2021: Nil).

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

For the three months ended 31 October 2022 (the “**Current Period**”), the Group recorded a turnover of approximately HK\$71,434,000, representing an increase of approximately 253% from turnover of approximately HK\$20,213,000 for the corresponding three months ended 31 October 2021 (the “**Corresponding Period**”), mainly due to the increase in revenue from the Group’s film and entertainment event businesses.

Cost of sales increased to approximately HK\$44,740,000 for the Current Period from approximately HK\$7,991,000 for the Corresponding Period. The Group’s marketing expenses increased to approximately HK\$14,331,000 for the Current Period from approximately HK\$744,000 for the Corresponding Period. The increase in above-mentioned expenses was due to increase in the number of films released and events held during the Current Period. Administrative expenses increased to approximately HK\$28,844,000 for the Current Period from approximately HK\$27,212,000 for the Corresponding Period. These expenses are under strict control by the Company’s management. Other operating expenses increased to approximately HK\$12,438,000 for the Current Period from approximately HK\$1,273,000 for the Corresponding Period. Other operating expenses mainly included exchange loss arising from the depreciation in Renminbi.

Finance costs were approximately HK\$1,910,000 for the Current Period compared to approximately HK\$86,000 for the Corresponding Period. The increase in interest expenses is mainly due to the loan from an intermediate holding company.

Loss attributable to owners of the Company for the Current Period increased to approximately HK\$27,291,000 from approximately HK\$11,172,000 for the Corresponding Period. Basic loss per share increased to approximately HK0.91 cents from basic loss per share of approximately HK0.37 cents for the Corresponding Period.

## BUSINESS REVIEW

### *Media and Entertainment Segment*

#### *Events Management*

During the Current Period, the Group organised and invested in 8 (2021: 3) shows by popular local renowned artistes, including Grasshopper and ILUB. The total revenue from these concerts and shows amounted to approximately HK\$25,851,000.

#### *Music*

During the Current Period, there was no album released by the Group (2021: 2 albums). Turnover from music publishing and recording was approximately HK\$5,033,000.

#### *Artiste Management*

During the Current Period, the Group recorded a turnover of approximately HK\$3,366,000 from artiste management. The Group currently has 29 artistes under its management.

# MANAGEMENT DISCUSSION AND ANALYSIS

## **BUSINESS REVIEW** *(continued)*

### *Film and TV Program Segment*

#### *Film Production and Distribution*

During the Current Period, 2 films produced/invested by the Group were theatrically released, namely “Warriors of Future” and “Tales from The Occult”. Turnover from the licence income and distribution commission income of films was approximately HK\$35,787,000.

#### *TV Program Production and Distribution*

During the Current Period, turnover from TV program licence fee and distribution commission was approximately HK\$1,397,000 recorded by the Group.

## **PROPOSED MERGER**

On 10 November 2022, the respective board of directors of eSun Holdings Limited (“**eSun**”) and Perfect Sky Holdings Limited (“**Perfect Sky**” or the “**Offeror**”, a direct wholly-owned subsidiary of eSun) requested the Board to put forward a proposal to the scheme shareholders (being the Company’s shareholders other than the Offeror) regarding the proposed merger of the Company by eSun and the Offeror by way of the privatisation of the Company through the proposed scheme of arrangement pursuant to Section 99 of the Companies Act 1981 (as amended) of Bermuda (the “**Scheme**”) and the withdrawal of the listing of the Shares (as defined below) on GEM of the Stock Exchange (“**GEM**”) (the “**Proposal**” or the “**Proposed Merger**”).

If the Proposal is approved and implemented, (1) all scheme shares (the “**Scheme Shares**”, being all the issued shares of the Company (the “**Shares**”) other than those held by the Offeror) will be cancelled and extinguished on the date upon which the Scheme becomes effective in accordance with its terms (the “**Scheme Effective Date**”) in exchange for: (i) 5 new ordinary shares of eSun (“**eSun Share(s)**”) for every 6 Scheme Shares; or (ii) 1 new eSun Share for every 6 Scheme Shares and HK\$0.24 in cash for every Scheme Share; (2) immediately after the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by applying the credit arising in the Company’s books of account as a result of the capital reduction in paying up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid, to be allotted and issued, credited as fully paid, to the Offeror. The Company will accordingly become a direct wholly-owned subsidiary of the Offeror on the Scheme Effective Date; and (3) the listing of the Shares on GEM will be withdrawn as soon as practicable following the Scheme Effective Date.

Details of the Proposed Merger are set out in the joint announcement dated 10 November 2022 issued by Lai Sun Garment (International) Limited (“**LSG**”), Lai Sun Development Company Limited (“**LSD**”), eSun, the Offeror and the Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

## PROSPECTS

Whilst the social and economic activities in Hong Kong have largely returned to normalcy, the latest COVID-19 outbreak in Mainland China posed a challenge to the PRC entertainment market. We will continue to produce high quality and commercially viable products to rise the challenge, and has also been directing its resources towards development of online content for streaming platforms and e-commerce to capture the related market opportunities.

The Group continues to invest in original production of quality films with Chinese themes. Our current production pipeline include “Twilight of the Warriors: Walled In”, an action film directed by Cheng Poi-Shui, featuring Louis Koo, Sammo Hung, Richie Jen and Raymond Lam and “Tales From The Occult: Body and Soul” and “Tales From The Occult: Ultimate Malevolence”, psychological thriller each made up of three short stories produced by John Chong and Mathew Tang, and directed by Frank Hui, Daniel Chan and Doris Wong (Tales From The Occult: Body and Soul), and Li Chi Ngai, Peter Lee and Pater Wong (Tales From The Occult: Ultimate Malevolence).

“Dead Ringer”, a 24-episode modern-day TV drama series featuring Bosco Wong and Chrissie Chau, is in post-production stage. Projects under development include “Heir to the Throne”, a 30-episode modern-drama series tailor-made for Alibaba’s Youku Platforms. The Group is in discussion with various Chinese portals and video websites for new project development in TV drama production.

The distribution licence of our music products with Tencent Music Entertainment (Shenzhen) Co., Ltd and Warner Music continue to provide stable income to the Group. We will keep looking for new talent in Greater China and further cooperation with Asian artistes with an aim to build up a strong artiste roster for the Group.

The recent “Re: Grasshopper In Concert 2022”, “Super Junior World Tour — Super Show 9: Road in Hong Kong” and “Here & Now Ekin In Concert 2022” have earned good reputation and public praises. The Group will continue to work with prominent local and Asian artistes for concert promotion and events scheduled for next year include concerts of Joyce Cheng, Jay Fung, Yoga Lin and Tsai Chin.

Looking forward, we believe that the Group’s integrated media platform comprising movies, TV programs, music, new media, artiste management and live entertainment put us in a strong position to capture the opportunities of entertainment market by a balanced and synergistic approach and we will continue to explore cooperation and investment opportunities to enrich our portfolio, broaden our income stream and maximise value for our shareholders.

## OTHER INFORMATION

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 October 2022, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Stock Exchange and the Company pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

#### (1) Interests in the Company

Name of Director	Long positions in the Shares			Approximate percentage of total issued Shares (Note 1)
	Number of Shares		Total	
	Corporate interests	Personal interests		
Lam Kin Ngok, Peter	2,021,848,647 (Note 2)	—	2,021,848,647	67.70%

#### (2) Interests in the Associated Corporations

##### (a) LSG

Name of Directors	Long positions in the ordinary shares of LSG ("LSG Shares") and underlying LSG Shares				Approximate percentage of total issued LSG Shares (Note 3)
	Number of LSG Shares		Number of underlying LSG Shares Personal interests	Total	
	Corporate interests	Personal interests			
Lam Kin Ngok, Peter	172,112,124 (Note 4)	74,807,359	1,737,333 (Note 5)	248,656,816	42.22%
Lui Siu Tsuen, Richard	—	— (Note 6)	—	—	—

## OTHER INFORMATION

### DIRECTORS' INTERESTS IN SECURITIES *(continued)*

#### (2) *Interests in the Associated Corporations (continued)*

##### (b) *LSD*

Name of Directors	Long positions in the ordinary shares of LSD ("LSD Shares") and underlying LSD Shares				
	Number of LSD Shares		Number of underlying LSD Shares	Total	Approximate percentage of total issued LSD Shares <i>(Note 7)</i>
	Corporate interests	Personal interests	Personal interests		
Lam Kin Ngok, Peter	515,389,531 <i>(Note 8)</i>	650,605	486,452 <i>(Note 9)</i>	516,526,588	53.31%
Lui Siu Tsuen, Richard	—	—	121,232 <i>(Note 10)</i>	121,232	0.01%

##### (c) *eSun*

Name of Director	Long positions in eSun Shares and underlying eSun Shares				
	Number of eSun Shares		Number of underlying eSun Shares	Total	Approximate percentage of total issued eSun Shares <i>(Note 11)</i>
	Corporate interests	Personal interests	Personal interests		
Lam Kin Ngok, Peter	1,113,260,072 <i>(Note 12)</i>	2,794,443	—	1,116,054,515	74.81%

## OTHER INFORMATION

### DIRECTORS' INTERESTS IN SECURITIES (continued)

#### (2) Interests in the Associated Corporations (continued)

##### (d) Lai Fung Holdings Limited (“Lai Fung”)

Name of Director	Long positions in the ordinary shares of Lai Fung (“Lai Fung Shares”) and underlying Lai Fung Shares				Approximate percentage of total issued Lai Fung Shares (Note 13)
	Number of Lai Fung Shares		Number of underlying Lai Fung Shares	Total	
	Corporate interests	Personal interests	Personal interests		
Lam Kin Ngok, Peter	182,318,266 (Note 14)	—	321,918 (Note 15)	182,640,184	55.17%

##### (e) Lai Sun MTN Limited (“LSMTN”)

#### Long positions in the 5% guaranteed medium term notes due 2026

Name of Director	Capacity	Nature of Interests	Principal amount
Lam Kin Ngok, Peter	Beneficial owner	Personal	USD10,000,000 (Note 16)

#### Notes:

- The total number of issued Shares as at 31 October 2022 (that is, 2,986,314,015 Shares) has been used for the calculation of the approximate percentage.
- The Shares were owned by Perfect Sky. As at 31 October 2022, eSun was indirectly owned as to approximately 74.62% by LSD. LSD was approximately 53.19% directly and indirectly owned by LSG. LSG was approximately 12.70% (excluding share option) owned by Dr. Lam Kin Ngok, Peter (“**Dr. Lam**”, the Chairman of the Board and an Executive Director) and approximately 29.23% owned by Wisdoman Limited (“**Wisdoman**”) which was in turn 100% beneficially owned by Dr. Lam. Therefore, Dr. Lam was deemed to be interested in the Shares owned indirectly by eSun as shown in the section headed “Substantial Shareholders’ Interests in Securities” below pursuant to Part XV of the SFO.
- The total number of issued LSG Shares as at 31 October 2022 (that is, 588,915,934 LSG Shares) has been used for the calculation of the approximate percentage.
- By virtue of his interests in Wisdoman as described in Note 2 above, Dr. Lam was deemed to be interested in such LSG Shares owned directly by Wisdoman.
- On 19 June 2017, Dr. Lam was granted a share option by LSG to subscribe (after the adjustments for its share consolidation effective on 15 August 2017 and rights issue effective on 2 August 2021) for 425,033 underlying LSG Shares at the exercise price of HK\$11.763 per LSG Share with the exercise period from 19 June 2017 to 18 June 2027.

## OTHER INFORMATION

### DIRECTORS' INTERESTS IN SECURITIES *(continued)*

Notes: *(continued)*

- On 25 January 2022, Dr. Lam was granted a share option by LSG to subscribe for 1,312,300 underlying LSG Shares at the exercise price of HK\$3.874 per LSG Share with the exercise period from 25 January 2022 to 24 January 2032.
6. On 16 August 2022, Mr. Lui Siu Tsuen, Richard ("**Mr. Lui**", an Executive Director) has completed a sale of 93,400 LSG Shares and no LSG Shares were held by him since then.
  7. The total number of issued LSD Shares as at 31 October 2022 (that is, 968,885,887 LSD Shares) has been used for the calculation of the approximate percentage.
  8. By virtue of his deemed controlling shareholding interests in LSG as described in Note 2 above, Dr. Lam was deemed to be interested in such LSD Shares owned directly and indirectly by LSG.
  9. On 18 January 2013, Dr. Lam was granted a share option by LSD to subscribe (after the adjustments for its rights issue effective on 17 February 2016 and 6 October 2021 respectively and share consolidation effective on 15 August 2017) for 486,452 underlying LSD Shares at the exercise price of HK\$13.811 per LSD Share with the exercise period from 18 January 2013 to 17 January 2023.
  10. On 18 January 2013, Mr. Lui was granted a share option by LSD to subscribe (after the adjustments for its rights issue effective on 17 February 2016 and 6 October 2021 respectively and share consolidation effective on 15 August 2017) for 121,232 underlying LSD Shares at the exercise price of HK\$13.811 per LSD Share with the exercise period from 18 January 2013 to 17 January 2023.
  11. The total number of issued eSun Shares as at 31 October 2022 (that is, 1,491,854,598 eSun Shares) has been used for the calculation of the approximate percentage.
  12. By virtue of his deemed controlling shareholding interests in LSD as described in Note 2 above, Dr. Lam was deemed to be interested in such eSun Shares owned indirectly by LSD.
  13. The total number of issued Lai Fung Shares as at 31 October 2022 (that is, 331,033,443 Lai Fung Shares) has been used for the calculation of the approximate percentage.
  14. By virtue of his deemed controlling shareholding interests in LSD as described in Note 2 above, Dr. Lam was deemed to be interested in 1,717,510 and 180,600,756 Lai Fung Shares held by Transtrend Holdings Limited and Holy Unicorn Limited (both being wholly-owned subsidiaries of LSD), respectively.
  15. On 18 January 2013, Dr. Lam was granted a share option by Lai Fung to subscribe (after the adjustment for its share consolidation effective on 15 August 2017) for 321,918 underlying Lai Fung Shares at the exercise price of HK\$11.40 per Lai Fung Share with the exercise period from 18 January 2013 to 17 January 2023.
  16. On 28 October 2021, Dr. Lam purchased a USD10,000,000 LSMTN 5% guaranteed medium term notes due 2026.

Save as disclosed above, as at 31 October 2022, none of the Directors had, or was deemed to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Stock Exchange and the Company pursuant to Rule 5.46 of the GEM Listing Rules.

## OTHER INFORMATION

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 October 2022, the interests and short positions of the persons (other than the Directors)/corporations, in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long Position in the Shares

Name of Shareholders	Capacity in which interests are held	Number of Shares	Approximate percentage of total issued Shares <i>(Note 1)</i>
Lai Sun Garment (International) Limited	Interest of controlled corporations	2,021,848,647 <i>(Note 2)</i>	67.70%
Lai Sun Development Company Limited	Interest of controlled corporations	2,021,848,647 <i>(Note 2)</i>	67.70%
eSun Holdings Limited	Interest of controlled corporation	2,021,848,647 <i>(Note 2)</i>	67.70%

Notes:

1. The total number of issued Shares as at 31 October 2022 (that is, 2,986,314,015 Shares) has been used for the calculation of the approximate percentage.
2. LSG, LSD and eSun were deemed to be interested in the same 2,021,848,647 Shares held by Perfect Sky. Please refer to Note 2 as shown in the section headed "Directors' Interests in Securities" above for further details.

Save as disclosed above, as at 31 October 2022, no other persons (other than the Directors)/corporations had any interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## OTHER INFORMATION

### INTERESTS IN COMPETING BUSINESSES

During the period under review and up to the date of this report, eSun and four Executive Directors, namely, Dr. Lam, Mr. Chan Chi Kwong, Mr. Lui and Mr. Yip Chai Tuck (collectively, the “**Interested Directors**”) are considered to have interests in businesses which compete or may compete with the businesses of the Group pursuant to the GEM Listing Rules.

The Interested Directors held shareholding interests and/or other interests and/or directorships in companies/entities in the group of eSun which engage in the businesses including the development, operation of and investment in media and entertainment, music production and distribution, the investment in and production and distribution of television programs, films and video format products and cinema operation.

However, the Board is independent from the boards of directors/governing committees of the aforesaid companies/entities and none of the Interested Directors can personally control the Board. Further, each of the Interested Directors is fully aware of, and has been discharging, his fiduciary duty to the Company and has acted and will continue to act in the best interest of the Company and its shareholders (the “**Shareholders**”) as a whole. Therefore, the Group is capable of carrying on its businesses independently of, and at arm’s length from, the businesses of such companies/entities.

Save as disclosed above, none of the Directors, the controlling Shareholder and their respective close associates competes or may compete with the businesses of the Group and has or may have any other conflict of interest with the Group.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed the Company’s listed securities during the three months ended 31 October 2022.

### REVIEW OF QUARTERLY REPORT

The audit committee of the Company (the “**Audit Committee**”) currently comprises three Independent Non-executive Directors, namely Mr. Ng Chi Ho, Dennis (Chairman), Mr. Au Hoi Fung and Mr. Poon Kwok Hing, Albert. The Audit Committee has reviewed the first quarterly report (containing the unaudited condensed consolidated financial statements) of the Company for the three months ended 31 October 2022.

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

Hong Kong, 13 December 2022