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eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

Discloseable Transaction Increase in Shareholding in a Subsidiary Media Asia Group Holdings Limited

The Company acquired the Acquired Shares on the market in a series of transactions conducted between 22 April 2016 and 29 April 2016 at a total consideration of approximately HK\$58,864,000 (exclusive of transaction costs).

As a result of the Acquisitions, the Company totally holds 1,369,192,837 MAGHL Shares and the interest of the Company held in MAGHL Shares increased from 59.18% as at 21 April 2016 to approximately 64.10% as at 29 April 2016.

The Acquisitions constitute a discloseable transaction for the Company under the Listing Rules, and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE ACQUISITIONS

The Board is pleased to announce that the Company, through Perfect Sky, one of its wholly-owned subsidiaries, acquired the Acquired Shares (i.e. an aggregate of 105,180,000 MAGHL Shares, representing about 4.92% of the entire issued share capital of MAGHL as at the date of this announcement) on the market in a series of transactions conducted between 22 April 2016 and 29 April 2016 at the price range between HK\$0.53 and HK\$0.59 per MAGHL Share (exclusive of transaction costs). The average price for the acquisition of each Acquired Share (exclusive of transaction costs) is approximately HK\$0.56 at a total consideration of approximately HK\$58,864,000 (exclusive of transaction costs), which has been/will be paid/payable by the Group in cash from its internal resources.

As a result of the Acquisitions, the Company totally holds 1,369,192,837 MAGHL Shares and the interest of the Company held in MAGHL Shares increased from 59.18% as at 21 April 2016 to approximately 64.10% as at 29 April 2016. As at the date of this announcement, Perfect Sky also owns the unsecured and unguaranteed 3-year zero coupon Specific Mandate Convertible Notes in an aggregate principal amount of HK\$100,000,000, which are convertible into a maximum 218,340,611 MAGHL Shares at the conversion price of HK\$0.458 per MAGHL Share in accordance with the terms and conditions of Specific Mandate Convertible Notes.

As the Acquisitions were made on the market, the Company is not aware of the identities of the sellers of the Acquired Shares and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, such sellers are Independent Third Parties.

Save as aforesaid, the Group did not acquire or dispose of any MAGHL Shares listed on the Stock Exchange on the market within the period of 12 months immediately preceding the date of this announcement.

The Group does not preclude making further acquisitions of MAGHL Shares on market subject to market conditions. Further announcement(s) will be made by the Company regarding such acquisitions as and when required in accordance with the Listing Rules.

INFORMATION ON MAGHL

MAGHL is a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability, the issued MAGHL Shares are listed and traded on the Growth Enterprise Market of the Stock Exchange. MAGHL's principal activities include film production and distribution; organisation, management and production of concerts and live performances; artiste management; production and distribution of television programmes; music production and publishing; licensing of media contents; provision of advertising services and consultancy services in planning and management of cultural, entertainment and live performance projects.

Based on the annual report of MAGHL for the year ended 31 July 2015, the net asset value of each MAGHL Share attributable to owners of MAGHL as at 31 July 2015 was HK42.9 cents. The following information is extracted respectively from the published audited financial statements of MAGHL for the two financial years ended 31 July 2015 and 31 July 2014:

	For the year ended 31 July	
	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(loss) before taxation	29,501	(147,713)
Profit/(loss) for the year attributable to owners of MAGHL	25,850	(153,154)

INFORMATION ON PERFECT SKY AND THE COMPANY

Perfect Sky is a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company. The principal business of Perfect Sky is investment holding.

The Company is an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange. The Company acts as an investment holding company and the principal activities of the Group include the development, operation and investment in media and entertainment, music production and distribution, the investment in and production and distribution of television programmes, films and video format products, cinema operation, the sale of cosmetic products as well as property development for sale and property investment for rental purposes.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

Having considered the Mainland China entertainment consumption continues to grow at an unprecedented pace and with the upcoming quality movies, TV dramas, the live entertainment events and the expansion strategies of MAGHL, the Company considers that the Acquisitions are an attractive investment and can enhance the profitability and asset value of the Company.

As the Acquisitions were made on the market at the then prevailing prices, the Directors are of the view that the Acquisitions were fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as set out in Rule 14.07 of the Listing Rules) in respect of the Acquisitions is more than 5% but less than 25%, the Acquisitions constitute a disclosable transaction of the Company under the Listing Rules, and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following respective meanings:

“Acquired Shares”	an aggregate of 105,180,000 MAGHL Shares representing approximately 4.92% of the total issued MAGHL Shares as at 29 April 2016 (being 2,136,056,825 MAGHL Shares);
“Acquisitions”	acquisition of the Acquired Shares by the Company;
“Board”	board of Directors;
“Company”	eSun Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 571);
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Parties”	third parties independent of the Company and its connected persons (as defined in the Listing Rules);

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“MAGHL”	Media Asia Group Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability, and the issued MAGHL Shares are listed and traded on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8075);
“MAGHL Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of MAGHL;
“Perfect Sky”	Perfect Sky Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company;
“Specific Mandate Convertible Notes”	on 3 July 2015, MAGHL issued to certain subscribers (including Perfect Sky) the 3-year zero coupon convertible notes in an aggregate principal amount of HK\$186,840,000 carrying the conversion right entitling the relevant holders to subscribe for a total of 407,947,597 MAGHL Shares at a conversion price of HK\$0.458 per MAGHL Share as adjusted for MAGHL’s open offer pursuant to the terms and conditions of the Specific Mandate Convertible Notes;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning as ascribed to it under the Listing Rules; and
“%”	per cent.

By Order of the Board
eSun Holdings Limited
Lui Siu Tsuen, Richard
Executive Director and
Chief Executive Officer

Hong Kong, 29 April 2016

As at the date of this announcement, the Board comprises four Executive Directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; two Non-executive Directors, namely Madam U Po Chu and Mr. Andrew Y. Yan; and four Independent Non-executive Directors, namely Messrs. Low Chee Keong (Chairman), Lo Kwok Kwei, David and Alfred Donald Yap and Dr. Ng Lai Man, Carmen.