
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your securities in Mei Ah Entertainment Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 0391)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Mei Ah Entertainment Group Limited to be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on 30th August 2018 at 4:30 p.m. is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

31st July 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 4:30 p.m. on 30th August 2018, the notice of which is set out on pages 11 to 14 of this circular
“Board”	the board of Directors of the Company
“Business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company
“Company”	Mei Ah Entertainment Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandates”	the Repurchase Mandate and the general mandate to issue shares to be sought at the AGM
“Group”	the Company and its subsidiaries
“HK\$” and “cent(s)”	Hong Kong dollars and cent(s) respectively
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Kuo Hsing”	Kuo Hsing Holdings Limited, a substantial shareholder of the Company, Kuo Hsing is incorporated in the British Virgin Islands with limited liability and beneficially controlled by Mr. Li Kuo Hsing, a director and the Chairman of the Company
“Latest Practicable Date”	24th July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option”	means an option to subscribe for Shares granted pursuant to the Share Option Scheme
“Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, to authorise the Directors to repurchase Shares in the manner as set out in the notice of the AGM
“SFO”	The Securities and Futures Ordinance
“Share(s)”	share(s) of HK\$0.02 each in the capital of the Company
“Share Option Scheme”	the existing share option scheme of the Company adopted on 1st September 2014
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Merger
“%”	per cent

LETTER FROM THE BOARD



美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 0391)

Executive Directors:

Mr. Li Kuo Hsing (*Chairman*)
Mr. Tong Hing Chi (*Managing Director*)
Mr. Li Tang Yuk
Dr. Dong Ming

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-Executive Directors:

Mr. Hugo Shong
Mr. Alan Cole-Ford

Principal place of business:

5/F., Mei Ah Centre
28 Chun Choi Street
Tseung Kwan O Industrial Estate
Kowloon
Hong Kong

Independent Non-Executive Directors:

Dr. Lam Lee G.
Mr. Guo Yan Jun
Mr. Leung Tak Sing, Dominic

31st July 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to give you notice of the AGM, and information on matters to be dealt with at the AGM. They are:— (i) grant of the General Mandates to issue and repurchase Shares; (ii) re-election of Directors; and (iii) the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

The Directors have taken the opportunity afforded by the necessity to propose a resolution to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of the resolution (1,184,747,705 Shares based on 20% of number of Shares in issue as at the Latest Practicable Date). An ordinary resolution will also be proposed at the AGM to grant to the Directors a general mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of such resolution. The general mandate granted to the Directors to allot and issue Shares is also proposed to be extended by the total nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and its Shareholders as a whole if the General Mandates were granted at the Annual General Meeting. The need for an issue of Shares under the general mandate to issue Shares could provide flexibility for issuing new Shares.

In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions to approve the granting of a mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such explanatory statement is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with the requirements under the Bye-laws and the Listing Rules, Dr. Dong Ming, Mr. Alan Cole-Ford and Mr. Leung Tak Sing, Dominic, will retire at the AGM and, being eligible, will offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The re-election of Directors who are proposed to be re-elected at the AGM under resolution 2(a) will be individually voted by the Shareholders.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman in good faith, decides to allow

LETTER FROM THE BOARD

a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly all resolutions to be proposed at the AGM shall be voted by poll.

NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 11 to 14 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person if you so wish.

RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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 document 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 document misleading.

RECOMMENDATION

The Directors are of the opinion that the proposals for the General Mandates to issue and to repurchase the Shares and the re-election of the Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Mei Ah Entertainment Group Limited
Li Kuo Hsing
Chairman

GENERAL MANDATES

This is an explanatory statement given to the Shareholders relating to a resolution authorising the Company to repurchase its own Shares proposed to be passed by the Shareholders by means of an ordinary resolution at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

- as at the Latest Practicable Date, there were a total of 5,923,738,525 Shares in issue;
- assuming that no further Shares is issued or repurchased between the Latest Practicable Date and the date of AGM, there will be 5,923,738,525 Shares and exercise in full of the Repurchase Mandate would result in up to a maximum of 592,373,852 Shares (representing 10% of the issued share capital of the Company at the date of passing the resolution) being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4 of the notice of the AGM;
- the Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders;
- in repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of securities made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account;

- the Directors consider the repurchase of Shares in full at any time during the proposed repurchase period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31st March 2018, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company;
- none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries;
- the Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda;
- the Company had not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date; and
- No connected persons, being the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or the associates of any of them, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

GENERAL

If as a result of a share repurchase by the Company, a proportionate interest in the voting rights of the Company held by a Shareholder increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. If the Company were to repurchase Shares up to the permitted maximum of 10% of the issued share capital of the Company, such parties may together with any other parties acting in concert with them become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin, spouse of Mr. Li Kuo Hsing, which are acting in concert, beneficially held 3,017,788,800 Shares in aggregate, representing approximately 50.94% of the issued share capital of the Company within the meaning of Part XV of the SFO. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full, the shareholding of Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin in aggregate would be increased to approximately 56.60% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Directors have no intention to exercise the Repurchase Mandate to repurchase shares to such an extent that would give rise an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
August	0.380	0.340
September	0.430	0.345
October	0.410	0.345
November	0.350	0.285
December	0.315	0.265
2018		
January	0.465	0.305
February	0.435	0.365
March	0.375	0.295
April	0.330	0.260
May	0.355	0.250
June	0.310	0.245
July (up to the Latest Practicable Date)	0.250	0.214

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are details of Dr. Dong Ming, Mr. Alan Cole-Ford and Mr. Leung Tak Sing, Dominic who will retire at the AGM and being eligible, offer themselves for re-election.

Dr. Dong Ming, aged 60, has been appointed as an Executive Director and Chief Operating Officer of the Company with effect from 1st September 2014. He held master and doctor degrees from the London School of Economics and Political Science and has over 25 years' experience in investment banking, asset management and corporate management. Prior to joining the Company, Dr. Dong had been a Senior Managing Director of Bear Stearns and Director of Merrill Lynch, and responsible for China marketing and corporate financing. He also worked as an Executive Director of China Taiping Insurance Holdings Company Limited and Tianjin Development Holdings Limited (both shares of which are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange")) and responsible for investment management, strategic planning and merger and acquisition.

As at the Latest Practicable Date, Dr. Dong, beneficially held 5,000,000 Shares of the Company, representing 0.08% of the issued share capital of the Company. The emoluments received by Dr. Dong for the year ended 31st March 2018 was HK\$2,160,000.

Mr. Alan Cole-Ford, aged 71, has been appointed as a non-executive director of the Company with effect from 18th October 2011 and is a corporate executive with a distinguished career in the fields of media, technology and finance. He served as Executive Vice-President of MGM Inc., and as Senior Vice-President at Paramount Pictures Corporation. He was later the CEO of Seattle-based NVST Inc, a private equity research firm. His business experience in Asia dates back to 1989 when he first managed Paramount's role in the consortium which won the government-sponsored bidding for Hong Kong's cable tv franchise. He became a partner in Hong Kong based Stone Drum Capital in 2005, and since that time has played a key role in the development and continues to be the President and the Chief Operating Officer and a member of its Board of Directors of eChinaCash Inc., a Beijing-based card services company which is partnered with SinoPec Group in China. Over the past decade, he has also provided consulting and strategic advisory services to a number of international corporations.

During the year ended 31st March 2018, Mr. Alan Cole-Ford received director's fees of HK\$80,000.

Mr. Leung Tak Sing, Dominic, aged 62, was appointed as an independent non-executive director of the Company on 1st March 2016, is an seasoned executive in the information and communication technologies industry. He has served Hong Kong Telecommunications ("HKT") for 34 years and has held many senior management positions in his tenure of service. Prior to his retirement at HKT, he was the Managing Director of Business Processes and responsible for reviewing and overhauling HKT's business processes and

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

related systems. Mr. Leung had also been the Managing Director of TV & New Media, where he was responsible for now TV, MOOV and now.com.hk, as well as business development of Internal Protocol Television (“IPTV”) opportunities internationally. Mr. Leung joined Cable & Wireless HKT’s multimedia business unit in 1994. His previous appointments also included the Executive Vice President of Consumer Marketing & Business, and responsible for marketing, product development and management of PCCW’s consumer telephone and broadband services.

Mr. Leung had served the Communication Association of Hong Kong as a member of the Executive Committee from 2006 to 2010. He was also a member of the Hong Kong Trade Development Council’s Entertainment Industry Advisory Committee member between 2008 to 2010.

Mr. Leung graduated from the University of Toronto with a Bachelor of Arts degree in 1979, and from Canada’s University of Windsor with a Bachelor of Commerce degree in 1980.

During the year ended 31st March 2018, Mr. Leung Tak Sing, Dominic received director’s fees of HK\$80,000.

Other than disclosed above, the Directors proposed for re-election do not have any relationship with other directors, senior management or substantial or controlling shareholders of the Company, have not hold any major positions and directorships in other listed public companies in the past three years and do not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and the Directors proposed for re-election and no other forms of bonus entitlements were received by the Directors proposed for re-election. The fees and emoluments of the Directors proposed for re-election were determined by the Board with reference to their time and effort. The Directors proposed for re-election are subject to retirement by rotation in accordance with the Bye-laws of the Company and the requirements under the Listing Rules.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(a) to (x) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of the Directors proposed for re-election.

NOTICE OF ANNUAL GENERAL MEETING



美亞娛樂資訊集團有限公司

MEI AH ENTERTAINMENT GROUP LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 0391)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong, on 30th August 2018 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and of the auditors for the year ended 31st March 2018;
2. To:
 - (a) re-elect the following directors:
 - (i) Dr. Dong Ming;
 - (ii) Mr. Alan Cole-Ford; and
 - (iii) Mr. Leung Tak Sing, Dominic
 - (b) authorise the Board of Directors to fix the Directors' remuneration and set a maximum number of Directors;
3. To re-appoint PricewaterhouseCoopers as auditors and authorise the Board of Directors to fix their remuneration;
4. To consider as Special Business and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution the said approval shall be limited accordingly; and
 - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
5. To consider as Special Business and, if though fit, pass the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal in additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or deal in during or after the end of the Relevant Period, in addition to any shares which may be issued on the exercise of the subscription rights under the warrants issued by the Company, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, the total nominal amount of additional shares issued, allotted, deal in or agreed conditionally or unconditionally to be issued, allotted or deal

NOTICE OF ANNUAL GENERAL MEETING

in (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issued on the date of this Resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;

6. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:

“**THAT** conditional upon Resolutions 4 and 5 being passed, the general mandate granted to the Directors of the Company pursuant to Resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue of the date on this Resolution.”

By Order of the Board
Chan Lun Ho
Company Secretary

Hong Kong, 31st July 2018

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) The instrument appointing a 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 lodged with the Company's Branch Registrars in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (c) A circular setting out further information regarding Resolutions 2(a) and 4 to 6 above will be despatched to shareholders.