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Magnum Entertainment Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2080)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Reference is made to the announcements (the “**Announcements**”) of Magnum Entertainment Group Holdings Limited (the “**Company**”) dated 29 January 2015 and 27 February 2015 regarding the possible disposal of shares in the Company by the Company’s controlling shareholder. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

The Board announces that on 9 February 2015 and 26 February 2015, 162,000 Shares and 32,000 Shares have been allotted and issued by the Company upon exercise of 162,000 Options and 32,000 Options at an exercise price of HK\$0.99 per Share, respectively. 16,000 Options have lapsed in February 2015 as a result of an employee (who was independent to the directors of the Company and any of their respective parties acting in concert) who had left the Group in January 2015.

As at the date of this announcement (after the issue of the aggregate 194,000 Shares and the lapse of 16,000 Options as mentioned above), there are 312,794,000 Shares in issue and 2,490,000 outstanding Options. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

Due to inadvertent oversight, the publication of the information contained in this announcement as required under Rule 3.8 of the Takeovers Code has been delayed.

The associates (as defined in the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By order of the Board
Magnum Entertainment Group Holdings Limited
Chan Chi Wah
Executive Director

Hong Kong, 3 March 2015

As at the date of this announcement, the executive Directors are Mr. Chan Chi Wah, Ms. Mok Kung Yee, Ms. Tsang Kwok Shan, Sandy and Mr. Lam Jhug Ching; the non-executive Director is Mr. Yip Mow Lum and the independent non-executive Directors are Mr. Yung Ha Kuk, Victor, Mr. Leung Chun Kuen, Noel and Mr. Lam Kwok Fai, Osmond.

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.