

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Pegasus Entertainment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s), or to the bank or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or transferee(s).

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**Pegasus Entertainment Holdings Limited**

**天馬影視文化控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1326)**

- (1) PROPOSED CHANGE OF THE COMPANY NAME**  
**(2) PROPOSED AMENDMENTS OF THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**  
**(3) NOTICE OF THE EGM**

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A notice convening the EGM of the Company to be held at Conference Room, Flat B, 14/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 13 March 2018 at 11:00 a.m. is set out on pages 8 to 10 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of a form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish.

13 February 2018

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## DEFINITIONS

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

|   |  |
|---|--|
| “Articles of Association”   | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;  |
| “Board”   | the board of Directors;  |
| “Company”   | Pegasus Entertainment Holdings Limited (天馬影視文化控股有限公司) (stock code: 1326), a company incorporated in Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange;  |
| “Directors”   | the directors of the Company;  |
| “EGM”   | the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and if thought fit, approve, among other matters, the Proposed Change of the Company Name and Proposed Amendments of the Memorandum and Articles of Association; |
| “EGM Notice” or<br>“Notice of the EGM”                              | the notice convening the EGM as set out on pages 8 to 10 of this circular;   |
| “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;   |
| “Listing Rules”   | the Rules Governing the Listing of Securities on the Stock Exchange;   |
| “Memorandum”  | the memorandum of association of the Company, as amended, modified or otherwise supplemented from time to time;  |
| “Proposed Amendments of the Memorandum and Articles of Association” | the proposed amendments to the Memorandum and Articles of Association for the purpose of reflecting the Proposed Change of the Company Name;   |
| “Proposed Change of the Company Name”                               | the proposed change of the English name of the Company from “Pegasus Entertainment Holdings Limited” to “Transmit Entertainment Limited” and the proposed change of the dual foreign name in Chinese of the Company from “天馬影視文化控股有限公司” to “傳遞娛樂有限公司”;                     |

## DEFINITIONS

|                     |   |
|---------------------|---|
| “Share(s)”          | ordinary share(s) of HK\$0.0025 each in the share capital of the Company;                 |
| “Shareholder(s)”    | registered holder(s) of Share(s);   |
| “Stock Exchange”    | The Stock Exchange of Hong Kong Limited; and  |
| “Stock Short Names” | the stock short names of the Company for trading in the securities on the Stock Exchange. |

LETTER FROM THE BOARD



**Pegasus Entertainment Holdings Limited**

**天馬影視文化控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1326)**

*Executive Directors:*

Mr. ZHANG Liang Johnson (*Chairman*)  
Mr. LEE Hin Kwong Patrick  
Mr. WONG Pak Ming

*Independent Non-Executive Directors:*

Mr. WANG Bo  
Mr. XIANG Feng  
Mr. CHANG Eric Jackson

*Registered Office:*

Cricket Square Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Rooms 1801-02, Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

13 February 2018

*To Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF THE COMPANY NAME**  
**(2) PROPOSED AMENDMENTS OF THE MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 12 February 2018 in relation to the Proposed Change of the Company Name and the Proposed Amendments of the Memorandum and Articles of Association.

The purpose of this circular is to provide you with information regarding the Proposed Change of the Company Name and the Proposed Amendments of the Memorandum and Articles of Association and to give you the EGM Notice.

## LETTER FROM THE BOARD

### 2. PROPOSED CHANGE OF THE COMPANY NAME

The Board proposes to change the English name of the Company from “Pegasus Entertainment Holdings Limited” to “Transmit Entertainment Limited” and to change the dual foreign name in Chinese of the Company from “天馬影視文化控股有限公司” to “傳遞娛樂有限公司”.

#### **Reasons for the Proposed Change of the Company Name**

With further development and expansion of the business scope of the Group, the Board considers the Proposed Change of the Company Name will provide the Company a more appropriate corporate identity, and reflect the relationship between the Company and its controlling Shareholder, and believes that it is in the interests of the Company and the Shareholders as a whole.

#### **Conditions of the change of Company’s name**

The Proposed Change of the Company Name will be subject to the passing of a special resolution by the Shareholders approving the Proposed Change of the Company Name at the EGM to be convened, as well as the Registrar of Companies in the Cayman Islands approving the Proposed Change of the Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of the Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will then carry out all corresponding necessary filing procedures with the Registrar of Companies in Hong Kong regarding the Proposed Change of the Company Name.

#### **Effect of Proposed Change of the Company Name**

The Proposed Change of the Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of the Company Name becoming effective, continue to be evidence of title to such Shares and valid for trading, settlement, registration and delivery purpose. Accordingly, there will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new name of the Company. Once the Proposed Change of the Company Name becomes effective, any new share certificates thereafter will be issued only in the new name of the Company.

The Company intends to change its Stock Short Names upon the Proposed Change of the Company Name becoming effective and further announcement will be made on the Proposed Change of the Company Name and the proposed change of the Stock Short Names once the Proposed Change of the Company Name becomes effective and the proposed change of the Stock Short Names has been approved by the Stock Exchange.

## LETTER FROM THE BOARD

### 3. PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of the Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of the Company Name by replacing all references therein to “Pegasus Entertainment Holdings Limited 天馬影視文化控股有限公司” with “Transmit Entertainment Limited 傳遞娛樂有限公司”. The Proposed Amendments of the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective subject to the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

The Board confirms that there is nothing unusual about the Proposed Amendments of the Memorandum and Articles of Association for a company incorporated in Cayman Islands and listed on the Stock Exchange.

The full text of the special resolution containing such Proposed Amendments of the Memorandum and Articles of Association is set out in the EGM Notice on pages 8 to 10 of this circular.

#### **Details of the Proposed Amendments of the Memorandum and Articles of Association**

The Board proposes to make certain amendments to the existing Memorandum and Articles of Association for housekeeping purposes. The principal effect of the proposed amendments to the existing Memorandum and Articles of Association are to reflect the Proposed Change of the Company Name and consolidate all previous amendments passed by the Shareholders at general meetings.

Subject to and conditional upon the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands:

- (i) the existing Memorandum and Articles of Association be and is hereby amended by replacing all references therein to “Pegasus Entertainment Holdings Limited 天馬影視文化控股有限公司” with “Transmit Entertainment Limited 傳遞娛樂有限公司”. The details of the amendments are amongst others, as follows:
  - a. the existing Memorandum be and is hereby amended by deleting the existing paragraph 1 in its entirety and substituting therefor the following new paragraph 1:

“1. The name of the Company is Transmit Entertainment Limited and its dual foreign name is 傳遞娛樂有限公司.”





## LETTER FROM THE BOARD

### 7. VOTING BY POLL

The special resolutions set out in the EGM Notice shall be taken by poll in accordance with the Listing Rules and the Memorandum and Articles of Association. The chairman of the EGM would explain the detailed procedures for voting by way of a poll at the EGM.

### 8. RECOMMENDATION

The Board believes that the proposals mentioned above, including the Proposed Change of the Company Name and the Proposed Amendments of the Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all of the special resolutions to be proposed at the EGM.

### 9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By Order of the Board  
**Pegasus Entertainment Holdings Limited**  
**Zhang Liang Johnson**  
*Chairman*

## NOTICE OF THE EGM



### **Pegasus Entertainment Holdings Limited**

**天馬影視文化控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1326)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Pegasus Entertainment Holdings Limited (the “**Company**”) will be held at Conference Room, Flat B, 14/F, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 13 March 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions of the Company, with or without amendment:

#### **SPECIAL RESOLUTIONS**

##### **1. PROPOSED CHANGE OF THE COMPANY NAME**

“**THAT**

- (a) Subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Pegasus Entertainment Holdings Limited” to “Transmit Entertainment Limited” and the dual foreign name of the Company be changed from “天馬影視文化控股有限公司” to “傳遞娛樂有限公司” (the “**Proposed Change of Company Name**”); and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she/it may in his/her/its absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

##### **2. PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

“**THAT**

- (a) the memorandum and articles of association of the Company be amended by replacing all references to “Pegasus Entertainment Holdings Limited 天馬影視文化控股有限公司” with “Transmit Entertainment Limited 傳遞娛樂有限公司” to reflect the Proposed Change of Company Name (the “**Proposed Amendments of the Memorandum and Articles Of Association**”);

## NOTICE OF THE EGM

- (b) subject to and conditional upon the Proposed Change of the Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands:
- (iii) the existing memorandum of association and articles of association of the Company be and is hereby amended by replacing all references therein to “Pegasus Entertainment Holdings Limited 天馬影視文化控股有限公司” with “Transmit Entertainment Limited 傳遞娛樂有限公司”. The details of the amendments are as follows:
- a. the existing memorandum of association of the Company be and is hereby amended by deleting the existing paragraph 1 in its entirety and substituting therefor the following new paragraph 1:
- “1. The name of the Company is Transmit Entertainment Limited and its dual foreign name is 傳遞娛樂有限公司.”
- b. the existing articles of association of the Company be and are hereby amended by replacing the existing definition of “Company” in Article 2 with:
- “Company”                      Transmit Entertainment Limited 傳遞娛樂有限公司.
- (iv) the amended and restated memorandum of association and articles of association of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she/it may in his/her/its absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

Yours faithfully,  
By Order of the Board  
**Pegasus Entertainment Holdings Limited**  
**Zhang Liang Johnson**  
*Chairman*

Hong Kong, 13 February 2018

## NOTICE OF THE EGM

*Registered Office:*  
Cricket Square Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*  
Rooms 1801–02, Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

*Notes:*

- (1) In order to determine the entitlement of members to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 7 March 2018 to Tuesday, 13 March 2018, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22 Hopewell Centre 183 Queen's Road East Hong Kong, not later than 4:30 pm on Tuesday, 6 March 2018.
- (2) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. All proxies must be deposited with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22 Hopewell Centre 183 Queen's Road East Hong Kong 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 a member from attending and voting in person at the meeting or any adjournment thereof if he/she/it so wishes.
- (3) Where there are joint holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands in the register of members of the Company in respect of the joint holding.
- (4) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 1 not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (5) The chairman of the meeting will demand a poll at the meeting and accordingly the resolutions proposed at the meeting will be voted upon by way of a poll.

*As at the date of this circular, the executive directors of the Company are Mr. ZHANG Liang Johnson (Chairman), Mr. LEE Hin Kwong Patrick and Mr. WONG Pak Ming and the independent non-executive directors of the Company are Mr. WANG Bo, Mr. XIANG Feng and Mr. CHANG Eric Jackson.*

*In the case of any inconsistency, the English text of this circular shall prevail over the Chinese text.*