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(Incorporated in the Cayman Islands with limited liability)

(Stock code : 1360)

PROFIT WARNING AND INSIDE INFORMATION

This announcement is made by the Company pursuant to the Inside Information Provisions under Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that, based on the preliminary assessment of the Group's unaudited management accounts for the year ended 30 June 2014 and the information currently available to the Board, the Group expects to record a decline in net profit for the year ended 30 June 2014 as compared to that for the year ended 30 June 2013.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Mega Expo Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the "**Listing Rules**") under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**") and Rule 13.09(2) of the Listing Rules.

The board (the "**Board**") of directors (the "**Directors**") of the Company wishes to inform the shareholders of the Company (the "**Shareholders**") and potential investors that, based on the preliminary assessment of the Group's unaudited management accounts for the year ended 30 June 2014 and the information currently available to the Board, the Group expects to report a decline in its net profit to approximately HK\$12 million for the year ended 30 June 2014 as compared to the net profit of approximately HK\$26 million for the year ended 30 June 2013.

To the best of the Directors' knowledge, certain key costs factors contributed to the decline in net profit of the Group, which included the (i) staging of the Group's first Asian Lighting & Consumer Electronics Exhibition in Guangzhou, China, in 2014, which require additional manpower and a higher promotional budget in order to launch effectively a brand new exhibition. It incurred a deficit of approximately HK\$5 million, which the Directors consider as usual when a new trade show is held for the first time; (ii) enhanced promotion for existing 4 exhibitions which resulted in an increased promotion cost of approximately HK\$4 million; and (iii) increase in listing expenses of approximately HK\$5 million as compared to the

corresponding period, representing the remaining portion of the listing expenses to be recognized in the current year.

The Group is still in the process of finalising its results for the year ended 30 June 2014. The information contained in this announcement is only based on the preliminary assessment made by the Board with reference to the unaudited management accounts of the Group for the year ended 30 June 2014 and the information currently available to the Board, and the same has not been reviewed by or discussed with the auditors of the Company nor the Company's audit committee. Actual financial results of the Group for the year ended 30 June 2014 may be different from what is disclosed in this announcement. Further details of the Group's financial results for the year ended 30 June 2014 will be disclosed in the 2014 annual report and annual results announcement of the Company.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Mega Expo Holdings Limited
Lee Chi Sang
Chairman

Hong Kong, 15 August 2014

As at the date of this announcement, the Board comprises Mr. Lee Chi Sang and Mr. Si Tze Fung as executive Directors; Mr. Leung Hung Kee and Mr. Chu Kwok Man as independent non-executive Directors.