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新傳媒集團控股有限公司

NEW MEDIA GROUP HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 708)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

FINANCIAL HIGHLIGHTS (UNAUDITED)

	Six months ended 31 December	
	2012	2011 (restated)
	HK$'000	*HK$'000*
Turnover		
Advertising income	**216,741**	208,047
Circulation income	**49,059**	59,633
Digital business income	**5,839**	5,794
Provision of magazine content	**1,116**	800
	272,755	274,274
Gross profit	**92,055**	95,351
Profit for the period attributable to the owners of the company	**20,586**	25,997
Earnings per share – Basic and diluted	**HK2.38 cents**	HK3.06 cents

The board of directors (the "Board" or the "Directors") of New Media Group Holdings Limited (the "Company") announces the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 31 December 2012 (the "Period") together with comparative figures for the corresponding period in 2011 as set out below:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 31 December 2012

		Six months ended 31 December	
		2012	2011
		(unaudited)	(unaudited)
			(restated)
	Notes	***HK$'000***	*HK$'000*
Turnover	*4*	**272,755**	274,274
Direct operating costs		**(180,700)**	(178,923)
Gross profit		**92,055**	95,351
Other income		**1,066**	1,814
Selling and distribution costs		**(36,648)**	(36,684)
Administrative expenses		**(30,873)**	(27,953)
Finance costs		**(405)**	(424)
Profit before taxation		**25,195**	32,104
Taxation charge	*6*	**(4,609)**	(6,107)
Profit and total comprehensive income for the Period		**20,586**	25,997
Earnings per share – Basic and diluted	*8*	**HK2.38 cents**	HK3.06 cents

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2012

		As at	
		31 December	30 June
		2012	2012
		(unaudited)	(audited)
	Notes	***HK$'000***	*HK$'000*
Non-current assets			
Property, plant and equipment	*9*	**336,282**	343,427
Intangible assets		**–**	–
Goodwill		**695**	695
		336,977	344,122
Current assets			
Inventories		**4,315**	1,142
Trade and other receivables	*10*	**135,808**	108,051
Income tax recoverable		**–**	1,078
Bank balances and cash		**102,852**	111,421
		242,975	221,692
Current liabilities			
Trade and other payables	*11*	**74,389**	71,684
Income tax payable		**499**	2,944
Secured bank mortgage loan		**50,624**	53,458
		125,512	128,086
Net current assets		**117,463**	93,606
Total assets less current liabilities		**454,440**	437,728
Non-current liability			
Deferred taxation liabilities		**2,448**	2,866
		451,992	434,862
Capital and reserves			
Share capital		**8,640**	8,640
Reserves		**443,352**	426,222
		451,992	434,862

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2012

1. BASIS OF PRESENTATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the Period are the same as those followed in the preparation of the Group's annual financial statements for the year ended 30 June 2012.

In current interim Period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA.

Amendments to HKAS 1	Presentation of items of other comprehensive income;
Amendments to HKAS 12	Deferred tax: Recovery of underlying assets;
Amendments to HKFRS 7	Financial instruments: Disclosures – Transfers of financial assets; and
Amendments to HKAS 1	As part of the annual improvements to HKFRSs 2009 – 2011 cycle issued in 2012.

Amendments to HKAS 1 Presentation of items of other comprehensive income

The amendments to HKAS 1 *Presentation of Items of Other Comprehensive Income* introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, a "statement of comprehensive income" is renamed as a "statement of profit or loss and other comprehensive income" and an "income statement" is renamed as a "statement of profit or loss". The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The Directors considered the amendments have no effect on the condensed consolidated financial statements as the Directors decided that the terminology currently used remains unchanged and there is no item of other comprehensive income noted in the condensed consolidated statement of comprehensive income.

Amendments to HKAS 1 Presentation of Financial Statements (as part of the Annual Improvements to HKFRSs 2009 – 2011 cycle issued in June 2012)

In current Period, the Group has applied for the first time the amendments to HKAS 1 in advance of the effective date (annual periods beginning on or after 1 January 2013).

HKAS 1 requires an entity that changes accounting policies retrospectively, or makes a retrospective restatement or reclassification to present a statement of financial position as at the beginning of the preceding period (third statement of financial position). The amendments to HKAS 1 clarify that an entity is required to present a third statement of financial position only when the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position and that related notes are not required to accompany the third statement of financial position. The reclassification as mentioned in note 12 has no material effect on the information in the condensed consolidated statement of financial position as at 1 July 2011 and so no third statement of financial position will be presented in the consolidated financial statements for the year ending 30 June 2013.

The application of the other amendments to HKFRSs in the current period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosure set out in these condensed consolidated financial statements.

3. SEGMENT INFORMATION

Segment revenue and results

The chief operating decision maker (the "CODM"), who are the executive directors of the Group, regularly review revenue and operating results derived from services on publication of advertisements, sales of magazines and books, digital business services and provision of magazine content on an aggregated basis and consider them as one single operating segment. The turnover and profit before taxation in the condensed consolidated statement of comprehensive income represent the segment turnover and segment result respectively.

No analysis of segment assets or segment liabilities is regularly provided to the CODM for review.

Other segment information

Turnover from major products and services

The Group principally engages in magazine publishing and generates advertising income, circulation income, digital business income and income from provision of magazine content. Details are disclosed in note 4.

Geographical information

The Group's revenue from external customers based on the location where the sales occurred and information about its non-current assets by geographical location of the assets are detailed below:

	Revenue from external customers		**Non-current assets**	
	Six months ended 31 December		**As at 31 December**	As at 30 June
	2012	2011	**2012**	2012
	(unaudited)	(unaudited)	**(unaudited)**	(audited)
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Hong Kong	**272,491**	274,274	**336,738**	343,822
People's Republic of China	**264**	–	**239**	300
	272,755	274,274	**336,977**	344,122

Information about major customers

Revenues from customers of the corresponding period contributing over 10% of the total sales of the Group are as follows:

	Six months ended 31 December	
	2012	2011
	(unaudited)	(unaudited)
	HK$'000	*HK$'000*
Customer A	**46,335**	57,817
Customer B	**29,215**	29,780

Customer A is a sole distributor of the magazines published by the Group and Customer B is an advertising agency, which generate circulation income and advertising income respectively to the Group.

4. TURNOVER

Turnover represents the amounts received and receivable during the Period. An analysis of the Group's turnover for the Period is as follows:

	Six months ended 31 December	
	2012	2011
	(unaudited)	(unaudited)
	HK$'000	*HK$'000*
Advertising income	**216,741**	208,047
Circulation income	**49,059**	59,633
Digital business income	**5,839**	5,794
Provision of magazine content	**1,116**	800
	272,755	274,274

5. DEPRECIATION

During the Period, depreciation amounting to HK$11,595,000 (six months ended 31 December 2011: HK$4,415,000) were charged to profit or loss in respect of the Group's property, plant and equipment.

6. TAXATION CHARGE

	Six months ended 31 December	
	2012	2011
	(unaudited)	(unaudited)
	HK$'000	*HK$'000*
The charge comprises:		
Hong Kong Profits Tax calculated at 16.5% of the estimated assessable profits for the Period	**5,027**	6,070
Deferred taxation (credit) charge	**(418)**	37
	4,609	6,107

7. DIVIDENDS

On 13 December 2012, a final dividend of HK0.4 cent per share amounted to HK$3,456,000 for the year ended 30 June 2012 (six months ended 31 December 2011: final dividend of HK0.6 cent per share amounted to HK$5,184,000) was paid to shareholders.

The Directors determined the payment of an interim dividend of HK0.35 cent (six months ended 31 December 2011: HK0.6 cent) per share to shareholders for the Period.

8. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to the owners of the Company for the Period of HK$20,586,000 (six months ended 31 December 2011: HK$25,997,000) and the weighted average number of 864,000,000 shares (six months ended 31 December 2011: 850,695,652 shares) for the Period.

The computation of diluted earnings per share does not include the Company's potential dilutive ordinary shares as the exercise price of the shares options of the Company is higher than the average market price of the Company's shares for both six-month ended 31 December 2011 and 31 December 2012.

9. ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired property, plant and equipment amounting to approximately HK$4,451,000 (six months ended 31 December 2011: HK$4,121,000).

10. TRADE AND OTHER RECEIVABLES

	As at 31 December 2012 (unaudited) *HK$'000*	30 June 2012 (audited) *HK$'000*
Trade receivables from		
– third parties	**120,646**	91,264
– related companies	**619**	203
	121,265	91,467
Other receivables, prepayments and deposits	**14,543**	16,584
	135,808	108,051

The related companies are companies ultimately owned by Albert Yeung Holdings Limited ("AY Holdings") which is held by STC International Limited ("STC International") being the trustee of The Albert Yeung Discretionary Trust (the "AY Trust"), of which Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung") is the founder and a deemed substantial shareholder of the Company.

The Group normally grants credit terms of 30 days to 120 days to its customers with reference to their historical payment records and business relationship. Settlement of the sales from circulation income from magazines shall be made by the distributor to the Group within 10 days after the verification of the quantity of magazines sold. Credit limit and outstanding balance from advertising income will be reviewed by the management once a month. The following is an aged analysis of trade receivables based on invoice date at the end of the reporting period:

	As at 31 December 2012 (unaudited) *HK$'000*	30 June 2012 (audited) *HK$'000*
Age		
0 – 30 days	**49,436**	34,208
31 – 90 days	**54,788**	42,532
Over 90 days	**17,041**	14,727
	121,265	91,467

11. TRADE AND OTHER PAYABLES

	As at 31 December 2012 (unaudited) *HK$'000*	30 June 2012 (audited) *HK$'000*
Trade payables to		
– third parties	**41,915**	43,999
– related companies	**604**	1,315
	42,519	45,314
Other payables and accrued charges	**31,870**	26,370
	74,389	71,684

The related companies are companies ultimately owned by AY Holdings which is held by STC International being the trustee of the AY Trust, of which Dr. Albert Yeung is the founder and a deemed substantial shareholder of the Company.

The Group normally receives credit terms of 60 days to 90 days from its suppliers. The following is an aged analysis of trade payables based on invoice date at the end of the reporting period:

	As at 31 December 2012 (unaudited) *HK$'000*	30 June 2012 (audited) *HK$'000*
Age		
0 – 90 days	**40,143**	44,548
91 – 180 days	**1,873**	692
Over 180 days	**503**	74
	42,519	45,314

12. COMPARATIVE INFORMATION

For the purpose of consistent presentation in the condensed consolidated statement of comprehensive income for both periods, the related costs of complimentary items amounting to HK$10,077,000 which were previously included in selling and distribution costs have been reclassified to direct operating costs for the six months ended 31 December 2011. The Directors considered that such reclassification would present a more relevant information on the gross profit analysis for both periods in the condensed consolidated statement of comprehensive income.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The Group is one of the leading magazine groups in Hong Kong. The Group mainly owns and publishes five weekly magazines, namely *Oriental Sunday (東方新地)*, *Weekend Weekly (新假期)*, *New Monday (新Monday)*, *Fashion and Beauty (流行新姿)* and *Economic Digest (經濟一週)*. Each magazine owns a distinguished and well-established position in its respective market, with loyal readership from distinctive sectors and age groups. Apart from magazine publishing, the Group also engages in digital business and currently runs several thematic websites, including "imore.hk", "gotrip.hk", "beeweb.hk" and "meetu.hk".

During the Period, the global business environment was still tense and full of uncertainties. Facing fierce competition, the Group had to work hard and put in extra efforts to make the best use of its resources to prove its competitive edges, and it did manage to achieve slight growth in advertising revenue when compared with the same period of the prior year.

The Period also saw the Group settling well into its new territory, both physically in its new self-owned office premises, and virtually in the new digital horizon. It has literally "moved on", no longer in a transition period, and is working in full force to diverge from traditional media to a multi-dimensional content distribution and content marketing total solution multimedia platform, delivering content whenever and wherever the target viewers want them.

Having seen early what lies in the future of the media business, the Group has instinctively been paving its own road towards the new cross-platform operating business model over the past few years. "Media convergence" is now a widely used term these days, and the Group is already receiving awards and recognition for its efforts in keeping up with the market's changing needs. It is certainly on the right track and, with a broader view and unconstrained mindset, the Group and its team will increase its pace and cautiously explore further into the potentials and opportunities that are growing everyday, and create even more possibilities that will drive business and revenue growths.

Financial Review

Amid keen competition among diverse industry players, the Group was still able to maintain a stable turnover of HK$272.8 million (2011: HK$274.3 million) during the Period. Attributable to the enhanced sales efforts on exploring new advertisers, advertising income increased by 4.2% to HK$216.7 million (2011: HK$208.0 million), accounting for 79.5%(2011: 75.9%) of the Group's total revenue. The Group reported a gross profit of HK$92.1 million (2011: HK$95.4 million (restated)). Profit for the Period attributable to the owners of the Company decreased to HK$20.6 million (2011: HK$26.0 million). The decrease was primarily attributable to (i) an increase in depreciation expense resulting from the relocation to its new office premises; and (ii) an uprise of staff costs. Basic earnings per share was HK2.38 cents (2011: HK3.06 cents). The Board has resolved to declare an interim dividend of HK0.35 cent per share (2011: HK0.6 cent).

Review of Operations

The Group's well-established flagship magazine brands continue to provide a rich collection of themes and content to various targeted reader groups. With new and diverged multi-layered platforms, the editorial teams are able to reach out more efficiently and communicate effectively in many more ways than ever before. Content distribution also requires unconventional approaches to keep up with the changing needs and is also well-supported by different delivery mechanisms.

New digital platforms also break regional boundaries and bring in new opportunities. In the finance sector, increasing interests in the Hong Kong stock market especially by mainland investors and developers led to increase in demands for the latest related news and content. The iPad version of *Economic Digest* allows mainland and overseas readers to subscribe and stay connected through the expanded links and informative data search and archive functions. It is currently the only local Chinese weekly financial magazine recommended by Apple and displayed on the banner of its App Store. While the print version continues to serve its existing loyal readers, the iPad version's subscription is increasing steadily and can be expected to grow even further as this trend becomes more significant.

New consumer behaviours mean new challenges for advertising clients. Tailoring to the needs of the advertisers' new measuring standards, the Group's total solution multimedia marketing packages provide all round media plans and promotional strategies to help advertisers use the most sophisticated and impressive means to reach consumers.

The Group's NM+ platform has already successfully proved its strength and established its status among advertisers, particularly among sports and fashion brands due to its well-developed positioning in trendy sports like cycling, basketball, and running. During the Period, the team has successfully completed a few sports events and campaigns, lining and setting up strong links and collaboration networks among local universities and sports associations, all of which gave high exposure and promotion opportunities for advertisers aiming at young and active sports loving trend followers. The increasingly popular "NM+ Live" mobile app also pushes daily update fashion and product news, and even offers attractive e-coupons for instant download, which appeal highly both to advertisers and consumers on both ends.

Enhancements on existing platforms are also being carried out constantly to create new initiatives among existing user groups. One of the latest developments during the Period was a new dedicated extension of the existing "iMore" website called "iTrial". Riding on the professional image of "iMore", which targets female beauty product consumers, the dedicated "iTrial" is a more focused section that provides opportunities to try out and share experiences on using the latest cosmetics products, allowing advertisers to interact closely with their target consumers, and on the other hand, let this elite group of users take advantage of the special chances to proactively explore new products.

During the Period, the Group's efforts in producing quality content and transforming into a multimedia platform have also been recognised through the granting of awards by various organisations in both local and international competitions. Awards attained during the Period are listed below,

NM+ New Monday

- Media Convergence Awards 2012 organised by the Hong Kong Association of Interactive Marketing (HKAIM):
  - Silver Award on Overall Excellence
  - Gold Award in Weekly Magazine Category
  - Gold Award on ICT Innovation and Creativity
  - Bronze Award on Site/App Usability
  - Bronze Award on Digital Marketing
  - Merit Award

NM+ New Monday "Tissot – Racing Touch Your Life" special e-magazine supplement

- Galaxy Awards 2012 organised by MerComm, Inc., USA: Honors Award in "Emerging Media: e-Magazine" category
- Mob-Ex Awards 2012 organised by Marketing Magazine: Gold Award in "Best Campaign for tablet/other devices" category

NM+ Live

- Mob-Ex Awards 2012 organised by Marketing Magazine: Certificate in "Best App/Content by a Media Owner"

Weekend Weekly

- Media Convergence Awards 2012 organised by the Hong Kong Association of Interactive Marketing (HKAIM):
  - Silver Award in Weekly Magazine Category
  - Merit Award

Fashion & Beauty issue 448: Fall Winter Preview of Japan Fashion Brand – deicy

- Asian Publishing Awards 2012 organised by the Asian Publishing Convention (APC): Award of Excellence in "Best Feature on Asian Fashion" category

Outlook

The Group has moved on and beyond, having reshaped and redefined the concept of media as a content provider, and focusing on a much bigger picture than ever before. It has already proved that it has invested in the right equipment, in the right personnel, and is gearing towards the right path. It will continue to cautiously move further ahead, along with the new trends and technologies, making sure that it is keeping up with the changing needs of its clients.

With a well-developed structure and a team of well experienced players, the Group has already blended comfortably into the whole new game and phenomena of multimedia content distribution and marketing. Looking ahead and seeing a much broadened scope of business opportunities under a widened media horizon, it will continue to learn and grow in the process, and catching on to the new perspectives of the digital environment. It will target to open up more innovative means to deliver quality and creative content to help clients connect with consumers. The challenges ahead will be the Group's incentive to be more creative and work even harder and achieve stronger growths.

OTHER ANALYSIS

Capital Structure, Liquidity and Financial Resources

The Group financed its operations by shareholders' equity, bank borrowings and cash generated from operations.

As at 31 December 2012, the Group had HK$50.6 million bank borrowings (30 June 2012: HK$53.5 million) denominated in Hong Kong dollars with interest rates followed market rates.

As at 31 December 2012, the Group's gearing ratio was 11.2% (30 June 2012: 12.3% (restated)) (calculated based on the basis of total bank borrowings over shareholders' equity).

The Group had limited exposure to fluctuation in exchange rates.

Employee and Share Option Scheme

As at 31 December 2012, the Group has 714 employees (30 June 2012: 683). Total staff costs (including Directors' remuneration) were approximately HK$93.6 million (six months ended 31 December 2011: HK$86.9 million).

To provide incentives or rewards to the staff and Directors, the Company adopted a share option scheme on 18 January 2008. No option was granted by the Company under such share option scheme since its adoption and up to 31 December 2012.

On 18 January 2008, a total of 7,500,000 share options were granted to two Executive Directors of the Company at an exercise price of HK$0.68 per share under the terms of the Pre-IPO Share Option Scheme adopted by a resolution in writing passed by the sole shareholder on 18 January 2008. No share options were exercised since 18 January 2008 and up to 31 December 2012 and accordingly the outstanding share options as at 31 December 2012 were 7,500,000 share options.

Charge on Assets

As at 31 December 2012, the Group's land and building with carrying value of approximately HK$262.1 million (30 June 2012: HK$265.8 million) was pledged as security for banking facilities.

Contingent Liabilities

Certain subsidiaries of the Group were involved in legal proceedings or claims against them in the ordinary course of their business activities during the Period. In the opinion of the Directors, resolution of such litigation and claims will not have a material adverse effect on the Group's financial position and no further provision for any potential liability in the condensed consolidated statement of financial position is considered necessary.

As at 31 December 2012, the Company did not have significant contingent liabilities.

INTERIM DIVIDEND

The Board is pleased to declare an interim dividend of HK0.35 cent per share ("Dividend") for the financial year ending 30 June 2013 (2011/2012: HK0.6 cent per share) amounting to HK$3,024,000 (2011/2012: HK$5,184,000). The Dividend will be payable on 21 March 2013 (Thursday) to shareholders whose names appear on the register of members of the Company at the close of business on 14 March 2013 (Thursday).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the Dividend, from 13 March 2013 (Wednesday) to 14 March 2013 (Thursday), during which period no share transfer will be registered.

In order to qualify for the Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 12 March 2013 (Tuesday).

REVIEW OF INTERIM RESULTS

These unaudited condensed consolidated interim financial statements of the Group have not been audited, but have been reviewed by the Company's auditor, Deloitte Touche Tohmatsu and the audit committee of the Company, which comprises the three Independent Non-executive Directors of the Company.

CORPORATE GOVERNANCE

Corporate Governance Code

The Company had complied throughout the Period with all the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

Model Code for Securities Transactions

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry to the Directors, all of them confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PUBLICATION OF THE UNAUDITED INTERIM RESULTS AND INTERIM REPORT

The interim results announcement is published on the Stock Exchange's website (http://www.hkex.com.hk) and the Company's website (http://www.nmg.com.hk). The interim report will be dispatched to the shareholders of the Company and will be available on the websites of the Stock Exchange and the Company in due course.

By order of the Board
New Media Group Holdings Limited
Percy Hughes, Shirley
Executive Director & Chief Executive Officer

Hong Kong, 22 February 2013

As at the date of hereof, the Board comprises:

Executive Directors:
Ms. Percy Hughes, Shirley
Mr. Lee Che Keung, Danny
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:
Ms. Hui Wai Man, Shirley
Mr. Tse Hin Lin, Arnold
Ms. Kwan Shin Luen, Susanna