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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)

**GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES**

**FILING OF THE APPLICATION FOR PROPOSED OFFERING AND LISTING  
OF TAIWAN DEPOSITARY RECEIPTS**

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 27 April 2011 in relation to the proposed TDR Issue. The Board is pleased to announce that on 27 May 2011, the Company made an application to the Taiwan Stock Exchange and the Taiwan Central Bank for the offering and listing of TDR, representing not more than 144 million New Shares to be issued by the Company, on the Taiwan Stock Exchange. The TDR Issue is also subject to approval by the Taiwan Securities and Futures Bureau, application for which will be made after the grant of approvals by the Taiwan Stock Exchange and the Taiwan Central Bank. The Company will also apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

It is expected that the New Shares will be issued under the General Mandate and therefore no Shareholders' approval is required.

As at the date of this announcement, the Board has not yet finalized whether and when the TDR Issue will be launched. Further announcement will be made by the Company in relation to the TDR Issue as and when appropriate.

**The TDR Issue may or may not proceed. Shareholders and potential investors are recommended to exercise caution when dealings in the Shares.**

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Listing Rules.

## **THE TDR ISSUE**

Reference is made to the announcement of the Company dated 27 April 2011 in relation to the proposed TDR Issue. The Board is pleased to announce that on 27 May 2011, the Company made an application to the Taiwan Stock Exchange and the Taiwan Central Bank for the offering and listing of TDR, representing not more than 144 million New Shares to be issued by the Company, on the Taiwan Stock Exchange. The TDR Issue is also subject to approval by the Taiwan Securities and Futures Bureau, application for which will be made after the grant of approvals by the Taiwan Stock Exchange and the Taiwan Central Bank. The Company will also apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

It is currently proposed that the TDR will be offered to the public in Taiwan by way of offer for subscription by the public in Taiwan and to selected institutional and individual investors in Taiwan. None of the TDR will be offered to the general public in Hong Kong nor will they be placed to any connected persons of the Group.

Details in respect of the TDR Issue, including the size and structure of the TDR Issue, the number of New Shares to be issued by the Company pursuant to the TDR Issue and the expected timetable, have not yet been finalized as at the date of this announcement. A further announcement will be made by the Company upon finalization of the structure of the TDR Issue.

The preliminary structure of the TDR Issue is proposed as follows:

**Type of securities to be issued** : TDR, to be issued by a depository bank in Taiwan evidencing the entitlement of the holders of TDR to the Shares that are held in custody by a custodian bank.

**Number of TDR to be issued** : Not more than 28.8 million units of TDR, each representing 5 Shares. The final number of TDR to be issued and offered and the structure of the TDR Issue shall be subject to the approval by the Relevant Authorities and the adjustment (if any) by the Board and the underwriter of the TDR Issue.

**Number of Shares to which TDR Issue relates** : Not more than 144 million Shares, which are expected to be allotted and issued by the Company under the General Mandate.

The 144 million New Shares represent (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the enlarged issued share capital of the

Company following the issue of the 144 million New Shares under the TDR Issue. The New Shares will rank pari passu in all respects with the Shares then in issue on the date of issue of the New Shares.

**Basis for determining the issue price of the TDR**

- : The issue price of the TDR will be agreed in writing between the Company and Sinopac Securities Corporation the underwriter for the TDR Issue and is expected to be determined with reference to the then prevailing market conditions, the closing price of the Shares, the industry conditions at the time of the TDR Issue, the performance of the Company as well as and conditions for future development of the Company's business.

**Use of proceeds**

- : The Group intends to use the proceeds raised from issuing TDR primarily in:
- i) Business development of magazine and digital content
  - ii) setup a data centre and renovation of new office
  - iii) General working capital

The issue price for the TDR Issue, if proceeded with, and the amount of funds to be raised from the TDR Issue have not been fixed as at the date of this announcement.

**Listing applications**

- : Application will be made to the Taiwan Stock Exchange and the Taiwan Central Bank for the listing of the TDR on the Taiwan Stock Exchange. Application will be made to the Taiwan Securities and Futures Bureau for the TDR Issue after the grant of approvals thereof by the Taiwan Stock Exchange and the Taiwan Central Bank.

An application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

**REASONS FOR AND BENEFITS OF THE TDR ISSUE**

The Directors are of the view that the TDR Issue will be the most appropriate method of raising extra funds for the Group's future business development having taken into account the Group's current working capital requirement, the prevailing market conditions and the cost involved in the TDR Issue when compared with other means of fund raising exercises.

The Directors believe that the TDR is an attractive alternative for international investors, particularly potential investors in Taiwan, to invest and deal in the Shares which will broaden and diversify the shareholder base of the Company and provide an additional fundraising platform for the Group. The Directors consider that the TDR Issue will also increase the public awareness of the Group and will promote the Group's corporate image internationally, which will enhance its competitiveness and be beneficial to the Group's overall business development and is therefore in the best interests of the Shareholders as a whole.

## SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the TDR Issue based on the assumption that an aggregate of 144 million New Shares will be issued pursuant to the TDR Issue and there shall be no change in the Company's share capital prior to the completion of the TDR Issue:

	As at the date of this announcement		Immediately upon completion of the TDR Issue	
	Number of Shares	%	Number of Shares	%
Velba ( <i>Note</i> )	450,000,000	62.50	450,000,000	52.08
Shikumen Special Situation Fund	66,710,000	9.27	66,710,000	7.72
TDR Holders	-	-	144,000,000	16.67
Other public Shareholders	203,290,000	28.23	203,290,000	23.53
Total	<u>720,000,000</u>	<u>100.00</u>	<u>864,000,000</u>	<u>100.00</u>

*Note : The shares are held by Velba. The entire issued share capital of Velba is held by Million Way Holdings Limited which is in turn wholly-owned by STC International Limited, being the trustee of The Albert Yeung Discretionary Trust ("Trust"), a discretionary trust set up by Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung"). Dr. Albert Yeung, as founder of the Trust, is deemed to be interested in the 450,000,000 shares held by Velba. By virtue of being the spouse of Dr. Albert Yeung, Ms. Luk Siu Man, Semon is also deemed to be interested in the said shares.*

## GENERAL MANDATE

By a resolution of the Shareholders passed at the annual general meeting of the Company held on 18 November 2010, the Company granted the General Mandate to the Directors to allot and issue up to 144,000,000 Shares, being 20% of the aggregate nominal value of the share capital of the Company in issue as at 18 November 2010, to be extended by an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company during the relevant period of the General Mandate. The Directors have not exercised the power to allot and issue any new Shares pursuant to the General Mandate. It is expected that the New Shares will be issued under the General Mandate and thus no Shareholders' approval is required.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not carried out any capital fund raising activities during the 12 months immediately preceding the date of this announcement.

<b>Date of announcement</b>	<b>Fund raising activities</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds up to the date of this announcement</b>
30 September 2010	Top-up Placing & Subscription of 120 million Shares at HK\$0.75 per Share	Approximately HK\$88.2 million	General working capital, business development and may partially finance the purchase of business premises	Approximately: (i) HK\$70 million being the partial payment for purchase of an industrial building in Kwun Tong, Hong Kong (ii) HK\$6 million for business development (iii) HK\$12.2 million for general working capital

## GENERAL

As at the date of this announcement, the Board has not yet finalized whether and when the TDR Issue will be launched. There is also no assurance that the approval for the TDR Issue and the listing of the TDR on the Taiwan Stock Exchange by the Relevant Authorities and/ or the listing of the New Shares on the Hong Kong Stock Exchange will be granted. Further announcement will be made by the Company in relation to the TDR Issue as and when appropriate.

**The TDR Issue may or may not proceed. Shareholders and potential investors are recommended to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the following meaning:

“Board”	means the board of Directors
“Company”	New Media Group Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules

<b>“Directors”</b>	the directors of the Company
<b>“General Mandate”</b>	the general mandate granted to the Directors to allot and issue Shares pursuant to a resolution of the Shareholders of the Company passed at the annual general meeting of the Company held on 18 November 2010
<b>“Group”</b>	the Company and its subsidiaries
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange
<b>“New Shares”</b>	new Shares proposed to be issued as underlying securities for the purpose of the TDR Issue
<b>“Relevant Authorities”</b>	the Taiwan Central Bank, the Taiwan Stock Exchange and the Taiwan Securities and Futures Bureau
<b>“Shareholders”</b>	the holders of Shares
<b>“Shares”</b>	ordinary shares of HK\$0.01each in the share capital of the Company
<b>“Taiwan Central Bank”</b>	The Central Bank of the Republic of China
<b>“Taiwan Securities and Futures Bureau”</b>	Taiwan Financial Supervisory Commission, Securities and Futures Bureau
<b>“Taiwan Stock Exchange”</b>	Taiwan Stock Exchange Corporation
<b>“TDR”</b>	the Taiwan depositary receipts proposed to be issued by a depositary bank in Taiwan pursuant to the TDR Issue
<b>“TDR Issue”</b>	the proposed issue of not more than 28.8 million units of TDR (comprising not more than 144 million New Shares as underlying securities), subject to the adjustment (if any) by the Board and the approval by the Relevant Authorities

**“Velba”**

Velba Limited, a company indirectly wholly owned by The Albert Yeung Discretionary Trust, a discretionary trust set up by Dr. Yeung Sau Shing, Albert

**“%”**

per cent

By order of the board  
**New Media Group Holdings Limited**  
**Percy Hughes, Shirley**  
*Chief Executive Officer*

Hong Kong, 27 May 2011

*As at the date of this announcement, the Board comprises:*

*Executive Directors:*

Ms. Percy Hughes, Shirley (*Chief Executive Officer*)

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