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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

**PROPOSED OFFERING AND LISTING OF THE TAIWAN DEPOSITARY
RECEIPTS ON THE TAIWAN STOCK EXCHANGE**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

Reference is made to the announcements of the Company dated 27 May 2011, 28 June 2011 and 30 June 2011 in relation to (i) the application, (ii) the approval by the Taiwan Central Bank and Taiwan Stock Exchange and (iii) approval from the Taiwan Securities and Future Bureau for the offering and listing of the TDR respectively.

The Board is pleased to announce that the Company will launch the TDR Issue on 6 July 2011 in Taiwan. The Company will 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 as soon as practicable.

Further announcement(s) will be made by the Company to update Shareholders and potential investors of the Company on the material development of the TDR Issue. **Shareholders and potential investors of the Company are recommended to exercise caution when dealings in the Shares.**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and subsequent to the announcements of the Company dated 27 May 2011, 28 June 2011 and 30 June 2011 in relation to (i) the application, (ii) the approval by the Taiwan Central Bank and Taiwan Stock Exchange and (iii) approval from the Taiwan Securities and Future Bureau for the offering and listing of the TDR respectively.

THE TDR ISSUE

The Board is pleased to announce that the Company will launch the TDR Issue on 6 July 2011 in Taiwan. The Company will 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 as soon as practicable.

It is expected that the Company and the Underwriter will determine the Offer Price and enter into an underwriting agreement in respect of the TDR Issue on 12 July 2011. It is expected that the offering of TDR will be fully underwritten by the Underwriter.

EXPECTED TIMETABLE

The expected timetable for the TDR Issue is as follows:

Events	2011
Commencement of book building process in Taiwan	Wednesday, 6 July
Application list for subscription by the public in Taiwan open ...	Thursday, 7 July
Closing of book building process in Taiwan	Monday, 11 July
Closing of application list for subscription by the public in Taiwan	Monday, 11 July
Signing of underwriting agreement and determination of Offer Price	Tuesday, 12 July
Dealings in the TDR on the Taiwan Stock Exchange commence	Tuesday, 9:00 a.m. 19 July

STRUCTURE OF THE TDR ISSUE

The structure of the TDR Issue is as follows:

Type of securities to be issued

TDR, to be issued by Bank Sinopac as the depositary bank in Taiwan evidencing the entitlement of the holders of TDR to the New Shares that are held in custody by a custodian bank.

Number of TDR to be issued

28.8 million units of TDR, each unit representing 5 Shares.

Number of Shares to which the TDR Issue relates

144 million New 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 upon completion of 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 which is expected to be on or around 18 July 2011.

Structure of the offering of the TDR Issue

The offering of the TDR shall comprise of :

- (a) an offer of 1,000 units of TDR for subscription by the Securities and Futures Investors Protection Centre (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan;
- (b) an offer of aggregate of 2,880,000 units of TDR for subscription by the Underwriter;
- (c) an offer of an aggregate of 2,592,000 units of TDR for application for subscription by the public in Taiwan; and
- (d) an offer of an aggregate of 23,327,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process.

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.

Offer Price

The final Offer Price is expected to be determined by agreement in writing between the Company and the Underwriter on 12 July 2011 with reference to the demand from institutional and individual investors during the book building process. The initial price range of the Offer Price is between NT\$13 and NT\$14, equivalent to approximately HK\$3.49 to approximately HK\$3.76 per unit of TDR.

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; and
- (iii) General working capital.

The final Offer Price for the TDR Issue and the expected net proceeds from the TDR Issue has not been fixed as at the date of this announcement.

Listing

The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange. The Taiwan Securities and Futures Bureau has also approved the TDR Issue.

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 as soon as practicable. No application will be made by the Company for the listing of the TDR 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 (Note)	450,000,000	62.50	450,000,000	52.08
TDR Holders	-	-	144,000,000	16.67
Other public Shareholders	270,000,000	37.50	270,000,000	31.25
Total	720,000,000	100.00	864,000,000	100.00

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 allotted and issued under the General Mandate and thus no Shareholders' approval is required.

FUND RAISING ACTIVITIES IN THE PAST 12 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.

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds up to the date of this announcement
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

Further announcement(s) will be made by the Company to update the Shareholders and potential investors of the Company on the material development of the TDR Issue.

Shareholders and potential investors of the Company should note that any indicative Offer Price referred to in this announcement or elsewhere in relation to the proposed TDR Issue is strictly subject to the final agreement to be made between the Company and the Underwriter and should not be taken to be in any way a statement or indication of the expected, forecast or final Offer Price in relation to the proposed TDR Issue. Accordingly, there is no assurance that the final Offer Price in relation to the proposed TDR Issue will not vary from the indicative Offer Price. Upon conclusion of the book building exercise, the Underwriter and the Company will fix the final Offer Price, taking into consideration, inter alia, the financial performance and prospects of the Company and the market response to the proposed TDR Issue.

As the proposed TDR Issue is subject to, among others, the then prevailing market and economic conditions and the results of the book building exercise, the proposed TDR Issue may or may not proceed. As such, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. When in doubt, Shareholders and potential investors of the

Company are strongly advised to seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.

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
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors to allot and issue Shares pursuant to a resolution of the Shareholders passed at the annual general meeting of the Company held on 18 November 2010
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange
“New Shares”	new Shares proposed to be issued as underlying securities for the purpose of the TDR Issue
“Offer Price”	the price per TDR to be agreed upon by the Company and the Underwriter
“Relevant Authorities”	the Taiwan Central Bank, the Taiwan Stock Exchange and the Taiwan Securities and Futures Bureau
“Shareholders”	the holders of Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Taiwan Central Bank”	The Central Bank of the Republic of China

“ Taiwan Securities and Futures Bureau ”	Taiwan Financial Supervisory Commission, Securities and Futures Bureau
“ Taiwan Stock Exchange ”	Taiwan Stock Exchange Corporation
“ TDR ”	the Taiwan depositary receipts proposed to be issued by a depositary bank in Taiwan pursuant to the TDR Issue
“ TDR Issue ”	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
“ Underwriter ”	Sinopac Securities Corporation, the underwriter of TDR Issue
“ 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

For the purpose of this announcement, the exchange rate of HK\$1.00: NT\$3.721 has been used for currency conversions. This is for the purpose of illustration and does not constitute representation that any amounts in HK\$ or NT\$ have been, could have been or may be converted at such rate or any other exchange rate.

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

Hong Kong, 4 July 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