

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROFIT WARNING

This announcement is made by New Media Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform shareholders and potential investors of the Company that the interim results of the Group for the six-month period ended 31 December 2014 is expected to record a substantial decrease in the profit attributable to the owners of the Group as compared with that for the corresponding period ended 31 December 2013.

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

Reference is made to the announcements of the Company dated 14 November 2014 (“**First Announcement**”) and 23 December 2014 (“**Second Announcement**”) pursuant to Rule 3.7 and Rule 3.5 of the Codes on Takeovers and Mergers issued by the Securities and Futures Commission (the “**Takeover Code**”) respectively. The Offer Period (as defined in the Takeovers Code) commenced when the Company made the First Announcement.

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

The board of directors of the Company (the “**Board**”) wishes to inform shareholders and potential investors of the Company that based on information currently available, the interim results of the Group for the six-month period ended 31 December 2014 is expected to record a substantial decrease in the profit attributable to the owners of the Group as compared with that for the corresponding period ended 31 December 2013. Such decrease was mainly due to the drop in the advertising income as the demand for print advertising declined during the period.

As the Group's interim results for the six-month period ended 31 December 2014 have not yet been finalized, the information contained in this announcement is only based on preliminary assessment on the unaudited management accounts of the Group and information currently available. The interim results of the Group for the six-month period ended 31 December 2014 are expected to be published in February 2015.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Offer and the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained herein misleading.

The information contained in this announcement relating to the Offer and the Offeror has been extracted or derived from the Second Announcement. The Directors accept full responsibility for the correctness and fairness of the reproduction or presentation of such information.

This profit warning constitutes a profit forecast under Rule 10 of the Takeovers Code. As such, the Company is required to comply with the requirements under Rule 10 of the Takeovers Code with respect to this profit warning which has to be reported on by the Company's financial adviser and its auditor or accountant. However, given the time constraints faced by the Company when issuing this announcement, this profit warning did not meet the standard required by Rule 10 of the Takeovers Code. This profit warning will be separately reported on by the Company's financial adviser and its auditor or accountant as soon as possible and will be published in the next document issued by the Company to shareholders.

Shareholders and potential investors of the Company should note that this profit warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on this profit warning in assessing the merits and demerits of any possible offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 19 January 2015

As at the date 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
Ms. Kwan Shin Luen, Susanna
Ms. Chan Sim Ling, Irene