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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)

**DESPATCH OF THE CIRCULAR
AND
PUBLICATION OF REQUIRED FINANCIAL INFORMATION AND
FINANCIAL EFFECT**

Despatch of the circular

The circular containing, among other things, (i) details of the Disposal Agreements (including the Leaseback Agreement); (ii) the recommendation from the Independent Board Committee in respect of the Special Deals; (iii) the advice from the Independent Financial Adviser in respect of the Special Deals; (iv) the valuation report of the Property; (v) other information as required under the Listing Rules; and (vi) a notice convening the GM (the “**Circular**”) will be despatched to the Shareholders on 29 January 2015.

The Required Financial Information and the Financial Effect

The Required Financial Information and the Financial Effect are included in the Circular and are disclosed in this announcement.

Reference is made to the joint announcement of New Media Group Holdings Limited (the “**Company**”) and Evergrande Real Estate Group Limited dated 23 December 2014 (“**Joint Announcement**”) in relation to, among other things, the Share Purchase, the Special Deals and the Offer. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless otherwise specified.

DESPATCH OF THE CIRCULAR

The Circular containing, among other things, (i) details of the Disposal Agreements (including the Leaseback Agreement); (ii) the recommendation from the Independent Board Committee in respect of the Special Deals; (iii) the advice from the Independent Financial Adviser in respect of the Special Deals; (iv) the valuation report of the Property; (v) other information as required by the Listing Rules and (vi) a notice convening the GM will be despatched to the Shareholders on 29 January 2015.

PUBLICATION OF REQUIRED FINANCIAL INFORMATION AND FINANCIAL EFFECT

As disclosed in the Joint Announcement, Rules 14.58(6) and 14.58(7) of the Listing Rules require disclosure of the net book value as at 30 June 2014 and the net profits (both before and after taxation and extraordinary items) attributable to the Property Group and New Media Group for the years ended 30 June 2013 and 30 June 2014 (collectively the “**Required Financial Information**”) and Rule 14.60(3)(a) of the Listing Rules requires disclosure of details of the gain or loss expected to accrue to New Media and the basis for calculating such gain or loss as a result of the New Media 9.99% Share Disposal and Property Disposal (collectively called the “**Financial Effect**”) in the Joint Announcement. The Company has applied to the Stock Exchange for the waivers from including the Required Financial Information and Financial Effect in the Joint Announcement and the Stock Exchange has granted such waivers to the Company. The Required Financial Information and Financial Effect are included in the Circular and are disclosed below:

Financial information of the Property Group

Set out below is the audited consolidated net profit (before and after taxation) of Jade Talent for the years ended 30 June 2013 and 2014:

	For the year ended 30 June 2014 (HK\$ million)	For the year ended 30 June 2013 (HK\$ million)
Profit before taxation	35.9	39.9
Profit after taxation	33.9	38.0

The audited consolidated net asset value of Jade Talent as at 30 June 2014 was HK\$91.5 million whilst the fair value of the Property as at 30 June 2014 was HK\$384 million.

Financial impact of the Property Disposal

Based on the consolidated audited financial statements of the Company as at 30 June 2014, the Directors consider that the Remaining Group will realise a gain of approximately HK\$134 million from the Property Disposal which is calculated with reference to the difference between HK\$420 million and the carrying value of the Property including relevant leasehold improvements of approximately HK\$286 million. In other words, there will be an excess of the consideration over the consolidated net book value of the assets of Jade Talent of approximately HK\$134 million.

Financial information of New Media Group

Set out below is the audited consolidated results of New Media Group for the years ended 30 June 2013 and 2014:

	For the year ended 30 June 2014 (HK\$ million)	For the year ended 30 June 2013 (HK\$ million)
Profit before taxation	12.6	27.8
Profit after taxation	10.7	22.7

The audited consolidated net asset value of New Media Group as at 30 June 2014 was HK\$170 million. New Media 9.99% Share accounts for net asset value of approximately HK\$16.9 million with reference to the audited consolidated results as at 30 June 2014.

Financial impact of New Media 9.99% Share Disposal

The Directors consider that no gain or loss from the New Media 9.99% Share Disposal will be recognized as the consideration will be equal to 9.99% of the consolidated net asset value of New Media Group as at completion of the New Media 9.99% Share Disposal. In other words, there will be no excess or deficit of the consideration over the consolidated net book value of the assets of New Media Group.

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

Hong Kong, 29 January 2015

As at the date hereof, the executive Directors are Ms. Percy Hughes, Shirley, Mr. Lee Che Keung, Danny, Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa; and the independent non-executive Directors are Ms. Hui Wai Man, Shirley, Ms. Kwan Shin Luen, Susanna and Ms. Chan Sim Ling, Irene.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement 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 in this announcement misleading.