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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)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of New Media Group Holdings Limited (the “Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on 13 February 2015 (Friday) at 10:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “THAT:

the Property Disposal Agreement dated 23 December 2014 between (1) New Media Group Limited as vendor and (2) Good Force Investments Limited as purchaser, for the sale and purchase of the entire equity interest of, and the benefits of shareholder’s loans advanced by shareholder of New Media Group Limited to Jade Talent Holdings Limited (a copy of which was tabled at the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved ratified and confirmed and any one or more the directors of the Company be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”;

(2) “THAT:

the Leaseback Agreement dated 23 January 2015 between (1) Winning Treasure Limited as landlord and (2) New Media Group Publishing Limited as tenant, in relation to the lease of the Property owned by Winning Treasure Limited for 3 years since the completion of the Property Disposal Agreement and the Share Purchase Completion (as defined in the circular of the Company dated 29 January 2015) at monthly rental of HK\$1,225,000 (a copy of which was tabled at the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”; and

(3) “THAT:

the New Media 9.99% Share Disposal Agreement dated 23 December 2014 between (1) Right Bliss Limited as vendor and (2) Rawlings Limited as purchaser for the sale and purchase of 9.99% of the issued shares of New Media Group Limited at a total consideration of HK\$14 million in cash (a copy of which is tabled at the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

By Order of the Board
New Media Group Holdings Limited
Liu Chui Ying
Company Secretary

Hong Kong, 29 January 2015

Registered and Principal Office:
9th Floor
New Media Tower
No. 82 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one, or if he/she is a holder of more than one share, or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (iv) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting. Where the Chairman in good faith, decides to allow resolutions which relates purely to a procedural or administrative matter to be voted, such resolutions will be decided by a show of hands.
- (vi) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (<http://www.nmg.com.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.

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.

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