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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)**

**POLL RESULTS OF GENERAL MEETING  
HELD ON 13 FEBRUARY 2015**

The board of directors (the “**Board**”) of New Media Group Holdings Limited (the “**Company**”) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the general meeting dated 29 January 2015 were duly passed by the Independent Shareholders by way of poll at the general meeting of the Company held today (“**GM**”).

Reference is made to the announcement dated 23 December 2014 and the circular of the Company dated 29 January 2015 (“**Circular**”) setting out, inter alia, the notice of GM. Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the GM are as follows :

Ordinary Resolutions		Number of votes (% to the number of shares voted at the GM )		Total number of votes cast
		For	Against	
1.	To consider and approve the Property Disposal Agreement and the transactions contemplated thereunder.	22,700,160 Shares (100.00%)	0 Share (0.00%)	22,700,160 Shares
2.	To consider and approve the Leaseback Agreement and the transactions contemplated thereunder.	22,700,160 Shares (100.00%)	0 Share (0.00%)	22,700,160 Shares
3.	To consider and approve the New Media 9.99% Share Disposal Agreement and the transactions contemplated thereunder.	22,700,160 Shares (100.00%)	0 Share (0.00%)	22,700,160 Shares

*Note: The full text of the Resolutions is set out in the Notice of GM.*

The Board is pleased to announce that as more than 50% of the votes were cast in favor of each Resolution, all of the Resolutions were duly passed by the Independent Shareholders as ordinary resolutions. The Company has appointed Tricor Secretaries Limited, the share registrar of the Company, to act as the scrutineers for the purpose of vote-taking at the GM.

As at the date of the GM, the total number of issued shares of the Company was 864,000,000 Shares. As set out in the Circular, Shareholders including (i) AY Holdings and parties acting in concert with it (including Holdco, Good Force, Rawlings and Emperor International) (ii) the Offeror and parties acting in concert with it and (iii) any Shareholders who are involved in or interested in the Special Deals or any transactions contemplated therein were required and did abstain from voting on the Resolutions. As at the date of GM, Holdco controlled or was entitled to exercise control over the voting rights of 647,950,000 Shares, representing approximately 74.99% of the total issued shares of the Company. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions was 216,050,000 Shares, representing approximately 25.01% of the total issued shares of the Company as at the date of GM.

Save as the aforesaid, there is no other restriction on any Shareholder to cast votes on the Resolutions.

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

Hong Kong, 13 February 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.

*This announcement, for which the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement 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.*