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新傳媒集團控股有限公司
NEW MEDIA GROUP HOLDINGS LIMITED

(a company incorporated in Hong Kong with limited liability)

(Stock code: 708)

NOTICE OF THE 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 Friday, 17 April 2015 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

1. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

- a. to re-appoint Ms. Tan Chaohui as an executive Director;
- b. to re-appoint Mr. Tong Ming as an executive Director;
- c. to re-appoint Mr. Han Xiaoran as an executive Director;
- d. to re-appoint Mr. Chau Shing Yim, David as an independent non-executive Director;
- e. to re-appoint Mr. Guo Jianwen as an independent non-executive Director; and
- f. to re-appoint Mr. Xie Wu as an independent non-executive Director.”

2. To consider and, if thought fit, pass the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to the approval of the Registrar of Companies of Hong Kong, the name of the Company be changed to “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司”;
- (b) subject to the issue of the “Certificate of Change of Name” of the Company by the Registrar of Companies of Hong Kong, Article 3 of the Articles of Association of the Company be replaced in its entirety with the following:

The name of the Company is “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司”; and

- (c) any one director of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all documents as he or she considers necessary or desirable to give effect and implement the above change of name and amendment to the Articles of Association of the Company.”

By order of the board of
New Media Group Holdings Limited
Fong Kar Chun, Jimmy
Company Secretary

Hong Kong, 30 March 2015

Registered and Principal office:

Suites 1501–1507
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which is it signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the holding the meeting of the Company or any adjourned meeting.

3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a notice of a share, any one of such holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 1:30 p.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 announcement date, the executive directors of the Company are Ms. Tan Chaohui, Mr. Tong Ming, Mr. Han Xiaoran; and the independent non-executive directors are Mr. Chau Shing Yim, David, Mr. Guo Jianwen and Mr. Xie Wu.

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.