
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **New Media Group Holdings Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 18th November, 2010 at 11:00 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

13th October, 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 18th November, 2010 at 11:00 a.m.
“Articles of Association”	the Articles of Association of the Company adopted on 18th January, 2008 as may be amended from time to time
“Board”	the board of Directors of the Company
“Company”	New Media Group Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under Issued Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	11th October, 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice dated 13th October, 2010 convening the AGM as set out on pages 14 to 17 of this circular

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



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)

Directors:

Ms. Percy Hughes, Shirley (*Chief Executive Officer*)
Mr. Lee Che Keung, Danny
Mr. Wong Chi Fai
Ms. Fan Man Seung, Vanessa
Ms. Hui Wai Man, Shirley*
Mr. Tse Hin Lin, Arnold*
Ms. Kwan Shin Luen, Susanna*

Registered office:

10th Floor, Johnson Building
No. 14-16 Lee Chung Street
Chai Wan
Hong Kong

* *Independent Non-executive Directors*

13th October, 2010

To the Shareholders

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of Directors who are due to retire at the AGM; and (ii) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 83(1) of the Articles of Association, Mr. Wong Chi Fai, Mr. Lee Che Keung, Danny and Ms. Kwan Shin Luen, Susanna shall retire at the AGM by rotation and, being eligible, offer themselves for re-election.

Details of the Directors who offer themselves for re-election at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company at its registered office at 10th Floor, Johnson Building, No. 14-16 Lee Chung Street, Chai Wan, Hong Kong within the period from Wednesday, 20th October, 2010 to Thursday, 28th October, 2010, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 18th November, 2009, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the share capital of the Company in issue;
- (ii) repurchase Shares of the Company on the Stock Exchange representing up to 10% of the issued share capital of the Company; and
- (iii) extend the general mandate for issuing Shares as mentioned in paragraph (i) above by an amount representing any Shares repurchased by the Company pursuant to the general mandate to repurchase Shares as mentioned in paragraph (ii) above.

The Company has fully utilized the general mandate granted on 18th November, 2009 by the issuance and allotment of 120,000,000 Shares on 8th October, 2010, representing 20% of the issued share capital as at such granting date. No shares have been repurchased pursuant to the repurchase mandate granted on 18th November, 2009 and such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

At the AGM, ordinary resolutions will be proposed that the Directors to be granted:

- (A) the Issue Mandate to allot, issue and deal with the Shares of not exceeding 20% of the aggregate nominal amount of share capital of the Company as at the AGM date (i.e. of not exceeding 144,000,000 Shares assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM date);
- (B) the Repurchase Mandate to repurchase fully paid up Shares of not exceeding 10% of the aggregate nominal amount of the share capital of the Company as at the date of the resolutions; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Such resolutions are as set out in Resolutions 5(A), 5(B) and 5(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Repurchase Resolution is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 17 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Securities Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of AGM will be decided by poll. The chairperson of the AGM will therefore demand poll voting on each of the resolutions set out in the Notice of AGM pursuant to Article 62(1) and 67 of the Articles of Association. On a poll, pursuant to Article 63(4), votes may be given either personally or by proxy or (being a corporation) by its duly authorised representative and a member shall have one vote for every fully paid Share. Shareholders need not use all their votes or cast all the votes they use in the same way.

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a "✓" in either "FOR" or "AGAINST" box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the "FOR" or "AGAINST" box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder's vote will not be counted.

After closure of the AGM, the poll results will be published on the Stock Exchange's website at <http://www.hkex.com.hk> and the Company's website at <http://www.nmg.com.hk>.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Directors proposed to be re-election) and Appendix II (Explanatory statement to the Repurchase Mandate) to this circular.

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

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

1. Mr. Wong Chi Fai

Executive Director

Mr. Wong, aged 54, is also the Chairman of the Remuneration Committee of the Company. He is an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He is also a director of Emperor International Holdings Limited (stock code: 163) ("EIHL"), Emperor Entertainment Hotel Limited (stock code: 296) ("EEH") and Emperor Watch & Jewellery Limited (stock code: 887) ("EWJ"). EIHL, EEH and EWJ are companies listed on the Main Board of Stock Exchange. Mr. Wong was appointed as an executive director of Graneagle Holdings Limited (now known as Chaoyue Group Limited) (stock code: 147), a company listed on the Main Board of the Stock Exchange, on 16th October, 2007 and resigned on 21st January, 2008. He was also appointed as executive director of Dragonlott Entertainment Group Limited (formerly known as Emperor Entertainment Group Limited) (stock code: 8078) ("DEG"), a company listed on the Growth Enterprise Market of the Stock Exchange, on 15th November, 2000 and resigned on 22nd January, 2010. Having over 20 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from media and publication to manufacturing, hotel and hospitality, property investment and development, watch and jewellery retailing as well as artiste management and entertainment production. Mr. Wong has been involved in the management of the Group since June 1999. Other than the aforesaid directorship, Mr. Wong did not hold directorship in other listed public companies in the last three years.

Pursuant to a service agreement entered into between the Company and Mr. Wong, the Company appointed Mr. Wong as Executive Director of the Company commencing from 16th January, 2008 for an initial term of three years and shall continue thereafter from year to year until terminated by either party with not less than three months' notice in writing served on the other side. The term of his service is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wong is entitled to a Director's fee of HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board with reference to the duties and responsibility undertaken by him as a Director of the Company.

Mr. Wong does not have any relationship with any director, senior management or substantial or controller shareholder of the Company, nor does he have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Mr. Wong requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that needs to be brought to the attention of the Shareholders of the Company.

2. Mr. Lee Che Keung, Danny
Executive Director

Mr. Lee, aged 48, is an Executive Director of the Group. He has over 29 years' experience in the media business and is responsible for overseeing the sales and marketing function of the Group. Mr. Lee joined the Group in June 1999. Prior to joining the Group, Mr. Lee had worked for Eat and Travel Weekly Company Limited and SCMP Haymarket Publishing Limited as sales director respectively during the period from 1998 to 1999. In addition, Mr. Lee was employed by Ming Pao Newspaper Limited as sales director and Express Management Limited as sales controller during the period from 1988 to 1997. He did not hold directorship in other listed public companies in the last three years.

Pursuant to a service agreement entered into between the Company and Mr. Lee, the Company appointed Mr. Lee as Executive Director of the Company commencing from 16th January, 2008 for an initial term of three years and shall continue thereafter from year to year until terminated by either party with not less than three months' notice in writing served on the other side. The term of his service is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lee is entitled to a Director's fee of HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board with reference to the duties and responsibility undertaken by him as a Director of the Company.

Apart from the service agreement, Mr. Lee has entered into a service agreement with World Sources (HK) Limited, an indirect wholly-owned subsidiary of the Company, in relation to his service as Executive Director – Sales and Marketing of the Group in connection with the business of the Group. Such service agreement commenced from 1st January, 2008 and may be terminated by not less than two months' notice served by either party. The amount of emoluments paid for the financial year ended 30th June, 2010 to Mr. Lee is set out in note 12 to the financial statements in the Company's 2009/2010 Annual Report. The remuneration package of Mr. Lee was determined with reference to the prevailing market conditions and based on the performance and contribution of Mr. Lee in the Group.

Mr. Lee does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does he have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date save as his personal interests in 2,500,000 share options granted by the Company under the Company's share option scheme.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Mr. Lee that requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that needs to be brought to the attention of the Shareholders of the Company.

3. Ms. Kwan Shin Luen, Susanna
Independent Non-executive Director

Ms. Kwan, aged 43, was appointed as Independent Non-executive Director on 16th January, 2008. She is a member of the Audit Committee and Remuneration Committee of the Company. Ms. Kwan graduated from the London School of Economics (London) and has a legal practice focusing on corporate/commercial and corporate finance matters in Hong Kong, including mergers & acquisitions, regulatory compliance, public offerings, private placement of securities and open offers, joint ventures and securities related legislation. She specialised as a corporate finance lawyer and has vast experience in handling matters which include venture capital incubation, pre-flotation funding, main board and second board flotation in Hong Kong, debts and equities, plus regulation and compliance in banking and other regulated industries. Previously, Ms. Kwan headed the corporate finance department of a renowned Hong Kong law firm, where she consolidated her network and exposure in cross border corporate finance and funding deals. As a dedicated speaker, Ms. Kwan delivered many seminars for legal practitioners and business contemporaries in the PRC and Hong Kong. She has held and is still holding key in-house senior counsel position(s) within established and renowned conglomerates, which listing statuses straddle Hong Kong, US and PRC and which business scopes include supply chain, waste-to-energy, retail and insurance services. Ms. Kwan is also a consultant to a Hong Kong law firm. Ms. Kwan did not hold directorship in other listed public companies in the last three years.

Pursuant to a letter of appointment entered into between the Company and Ms. Kwan, the Company appointed Ms. Kwan as an Independent Non-executive Director of the Company for an initial term of three years commencing from 16th January, 2008 and shall continue thereafter from year to year until terminated by either party with three months' notice in writing served on the other side and the term of her service is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Ms. Kwan is entitled to receive a Director's fee of HK\$150,000 per annum which was determined by the Board with reference to the duties and responsibilities undertaken by her as Director of the Company.

Ms. Kwan does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does she have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Ms. Kwan that requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that needs to be brought to the attention of the Shareholders of the Company.

LISTING RULES

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' approval

All proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with a company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(iii) Maximum number of shares to be repurchased

A maximum of 10% of the outstanding fully paid share capital at the date of passing the Repurchase Resolution may be repurchased by the Company on the Stock Exchange.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 720,000,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,000,000 Shares (representing 10% of the total issued share capital of the Company) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE REPURCHASE OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purposes in accordance with its Articles of Association and the applicable laws of Hong Kong. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30th June, 2010) in the event that the proposed Repurchase Mandate, if so approved, were to be exercised in full at any time during the proposed repurchase period. However, the Board does not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICE

The highest and lowest prices at which the Shares of the Company traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2009		
October	0.300	0.265
November	0.400	0.270
December	0.345	0.295
2010		
January	0.630	0.295
February	0.560	0.380
March	0.510	0.430
April	0.790	0.435
May	0.730	0.480
June	0.540	0.460
July	0.530	0.470
August	0.560	0.490
September	0.820	0.490
1st October – 11th October	0.970	0.800

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Velba Limited (“Velba”) held 450,000,000 Shares in the Company, representing 62.5% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which was proposed to be granted pursuant to the Repurchase Resolution, assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM date and there is no alteration to the existing shareholding of Velba, the shareholding of Velba in the Company would be increased to approximately 69.4% of the issued share capital of the Company. The Directors consider that such an increase would not give rise to an obligation on the part of Velba to make a mandatory offer under Rule 26 and 32 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to the extent as would result in (a) the number of Shares in public hands would fall below the prescribed minimum percentage of 25% of the total issued share capital of the Company; and (b) a requirement of Velba to make a mandatory offer under the Takeovers Code.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates, has any present intention, to sell any Shares to the Company.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company nor have they undertaken not to sell any of the Shares held by them (in issue or to be issued to them) to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual 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 Thursday, 18th November, 2010 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (“Directors”) and independent auditor (“Auditor”) of the Company for the year ended 30th June, 2010.
2. To declare final dividend for the year ended 30th June, 2010.
3.
 - (i) To re-elect Mr. Wong Chi Fai as Director.
 - (ii) To re-elect Mr. Lee Che Keung, Danny as Director.
 - (iii) To re-elect Ms. Kwan Shin Luen, Susanna as Director.
 - (iv) To authorize the board of directors (“Board”) to fix the Directors’ remuneration.
4. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as external auditor.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the nominal amount of the issued share capital of the Company on the date of this resolution and this approval shall be limited accordingly; and

- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of or any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and the Articles of Association of the Company, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Main Board Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognize for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

(C) “**THAT** conditional upon resolution no. 5(B) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution no. 5(A) above.”

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

Hong Kong, 13th October, 2010

Registered and Principal Office:
10th Floor, Johnson Building
No. 14-16 Lee Chung Street
Chai Wan
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 if the member so desires and in such event, the proxy shall be deemed to be revoked.
- (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.