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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**  
**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at Boardroom 8, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 17th November, 2011 at 10:00 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.

14th October, 2011

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## DEFINITIONS

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*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 Boardroom 8, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 17th November, 2011 at 10:00 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 the 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 in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	11th October, 2011, 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 14th October, 2011 convening the AGM as set out on pages 14 to 17 of this circular

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## DEFINITIONS

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“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.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Percy Hughes, Shirley (*Chief Executive Officer*)  
Mr. Lee Che Keung, Danny  
Mr. Wong Chi Fai  
Ms. Fan Man Seung, Vanessa

*Registered office:*

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

*Independent Non-executive Directors:*

Ms. Hui Wai Man, Shirley  
Mr. Tse Hin Lin, Arnold  
Ms. Kwan Shin Luen, Susanna

14th October, 2011

*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; (ii) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (iii) the proposed amendments to the Articles of Association.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 83(1) of the Articles of Association, Ms. Percy Hughes, Shirley, Ms. Fan Man Seung, Vanessa and Mr. Tse Hin Lin, Arnold shall retire at the AGM by rotation and, being eligible, offer themselves for re-election.

Details of the above 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.

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 Thursday, 20th October, 2011 to Friday, 28th October, 2011, both days inclusive

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## LETTER FROM THE BOARD

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(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, 2010, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the then share capital of the Company in issue (i.e. maximum of 144,000,000 Shares);
- (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, 2010 by the issuance and allotment of 144,000,000 Shares on 18th July, 2011, 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, 2010 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 172,800,000 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.

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## LETTER FROM THE BOARD

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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.

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 27th May, 2011, the Company announced the application for the listing of Taiwan Depository Receipts (“TDRs”) on the Taiwan Stock Exchange. The application was subsequently approved and trading of the TDRs commenced officially on 19th July, 2011. In connection with the TDRs Issue, a special resolution will be proposed at the AGM to make certain amendments to the Articles of Association in relation to the declaration of dividend.

The effects of the proposed amendments to the Articles of Association are set out below.

The existing Article 123 provides that:

**“123. Power to provide for depreciation and carry profits to reserve**

The Board may, before recommending any dividend, write off such sums as it thinks proper for depreciation, and carry forward in the revenue accounts any profits as it thinks should not be divided, and may also set aside out of profits of the Company such sum or sums as the Board thinks proper as a reserve or reserves, which shall at the discretion of the Board be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing, maintaining or adding to the property of the Company, or for such other purposes as the Board shall, in its absolute discretion, think fit, and pending any such application may, at the discretion of the Board, either be employed in the business of the Company, or be invested in such investments (other than shares in the Company) as the Board may from time to time think fit.”

It is proposed to add the following paragraph immediately after the last sentence of the existing Article 123:

“Notwithstanding that there are profits and/or reserves available for distribution for any relevant year, the Directors may determine not to declare a dividend for the year in question. Subject to shareholders’ approval, where dividend is being declared for a particular year, the total amount of dividend declared shall not be less than 10% of the amount of net profits from the relevant year after taxation charge and after setting aside out of profit the aforesaid reserve or reserves (with the proportion of cash dividend declared for the relevant year shall not be less than 50% of the total dividend declared for that particular year).”

As special business, such proposed special resolution is set out in Resolution 6 in the Notice of AGM.

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## LETTER FROM THE BOARD

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### 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, the Extension Mandate and the Amendments to the Articles of Association 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.

### RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the proposed special resolution for the proposed Amendments to the Articles of Association 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.

### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of retiring Directors proposed for 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. Percy Hughes, Shirley**

*Executive Director*

Ms. Hughes, aged 48, is an Executive Director and the Chief Executive Officer of the Group. She is responsible for the Group's strategic development and overseeing the operations. She has over 29 years' experience in the media and publishing business. Ms. Shirley Hughes joined the Group in November 2002. Prior to joining the Group, Ms. Shirley Hughes had worked for Hong Kong Commercial Broadcasting Company Limited as freelance Program Presenter and subsequently as Program Presenter and Producer during the period from 1989 to 1994. Afterwards, she was employed as Channel Manager of Entertainment Channel and then as Controller for Program Development and Production under Hong Kong Cable Television Limited during the period from 1994 to 2002. Ms. Hughes 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 Ms. Hughes, the Company appointed Ms. Hughes 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 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. Hughes is entitled to receive a Director's fee of HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board which is authorized by the Shareholders at the annual general meeting, with reference to the duties and responsibilities undertaken by her as Director of the Company.

Apart from the above service agreement, Ms. Hughes has entered into another service agreement with World Sources (HK) Limited, an indirect wholly-owned subsidiary of the Company, in relation to her service as the Chief Executive Officer 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 to Ms. Hughes for the financial year ended 30th June, 2011 is set out in note 12 to the financial statements in the Company's 2010/2011 Annual Report. The remuneration package of Ms. Hughes was determined with reference to the prevailing market conditions based on the performance and contribution of Ms. Hughes in the Group.

Ms. Hughes 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 her interests in 5,000,000 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 Ms. Hughes that is required 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. Ms. Fan Man Seung, Vanessa**  
*Executive Director*

Ms. Fan, aged 48, is a lawyer by profession in Hong Kong and a qualified accountant. She also holds a Master's Degree in Business Administration. She is also a director of Emperor International Holdings Limited, Emperor Entertainment Hotel Limited and Emperor Watch & Jewellery Limited. Having over 22 years of corporate management experience, she possesses diversified experience in different businesses including media and publication, property investment and development, hotel and hospitality, financial and securities operations, watch and jewellery retailing as well as artiste management and entertainment production. Ms. Fan has been involved in the management of the Group since June 1999. Other than the aforesaid directorships, Ms. Fan did not hold directorship in other listed public companies in the last three years.

Pursuant to a service contract entered into between the Company and Ms. Fan, the Company appointed Ms. Fan 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 her service is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Fan shall be entitled to a Director's fee of HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board which is authorized by the Shareholders at the annual general meeting, with reference to the duties and responsibility undertaken by her as Director of the Company.

Ms. Fan is not connected to any director, senior management or substantial or controlling shareholder of the Company, nor does she have any 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. Fan that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

**3. Mr. Tse Hin Lin, Arnold***Independent Non-executive Director*

Mr. Tse, aged 58, was appointed as Independent Non-executive Director on 16th January, 2008. He is a member of the Audit Committee and Remuneration Committee of the Company. Mr. Tse holds a Bachelor's Degree in Social Science (Statistics and Geography) and also a Law Degree. He had practiced as a barrister in Hong Kong between 1987 and 1988. He was admitted as a solicitor in 1990 and founded his present firm, ATL Law Offices on 1st July, 2008. Mr. Tse practiced commercial and corporate law, including advising on cross-border acquisitions and commercial transactions. Mr. Tse 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 Mr. Tse, the Company appointed Mr. Tse 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 not less than three months' notice in writing served on the other side and the term of his service is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Tse is entitled to receive a Director's fee of HK\$150,000 per annum which was determined by the Board which is authorized by the Shareholders at the annual general meeting, with reference to the duties and responsibilities undertaken by him as Director of the Company.

Mr. Tse 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 disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Mr. Tse that is required 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 864,000,000 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 86,400,000 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, 2011) 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.

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**APPENDIX II EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE**

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**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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2010</b>		
October	0.97	0.73
November	0.84	0.66
December	1.15	0.75
<b>2011</b>		
January	0.94	0.79
February	0.98	0.78
March	0.86	0.67
April	0.74	0.68
May	0.72	0.61
June	0.72	0.60
July	0.71	0.63
August	0.67	0.48
September	0.60	0.46
October (up to and including the Latest Practicable Date)	0.40	0.39

**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 Rules 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 453,080,000 Shares in the Company, representing approximately 52.44% 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

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**APPENDIX II EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE**

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to the existing shareholding of Velba, the shareholding of Velba in the Company would be increased to approximately 58.27% 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 Rules 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 in the event that the Repurchase Mandate is approved by the Shareholders.

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 or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of New Media Group Holdings Limited (the “Company”) will be held at Boardroom 8, Ground Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 17th November, 2011 at 10:00 a.m. for the following purposes:

1. To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30th June, 2011 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare final dividend for the year ended 30th June, 2011.
3. (i) To re-elect Ms. Percy Hughes, Shirley as Director.  
(ii) To re-elect Ms. Fan Man Seung, Vanessa as Director.  
(iii) To re-elect Mr. Tse Hin Lin, Arnold 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 auditor and to authorise the Board to fix their remuneration.

### ORDINARY RESOLUTIONS

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;



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## NOTICE OF ANNUAL GENERAL MEETING

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(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

### SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the existing Article 123 of the Articles of Association of the Company be and is hereby amended as follows:

By inserting the words “Notwithstanding that there are profits and/or reserves available for distribution for any relevant year, the Directors may determine not to declare a dividend for the year in question. Subject to shareholders’ approval, where dividend is being declared for a particular year, the total amount of dividend declared shall not be less than 10% of the amount of net profits from the relevant year after taxation charge and after setting aside out of profit the aforesaid reserve or reserves (with the proportion of cash dividend declared for

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## NOTICE OF ANNUAL GENERAL MEETING

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the relevant year shall not be less than 50% of the total dividend declared for that particular year)." immediately after the words "or be invested in such investments (other than shares in the Company) as the Board may from time to time think fit."

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

Hong Kong, 14th October, 2011

*Registered and Principal Office:*

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