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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)**

**(1) RE-ELECTION OF DIRECTORS AND ELECTION OF DIRECTOR**  
**(2) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 18 November 2013 at 3:00 p.m. is set out on pages 13 to 16 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete 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, 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.

10 October 2013

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# CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
INTRODUCTION .....	3
ELECTION OF DIRECTORS .....	3
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES .....	5
ANNUAL GENERAL MEETING .....	6
RECOMMENDATION .....	6
GENERAL INFORMATION .....	6
<b>APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND OF NEW CANDIDATE PROPOSED FOR ELECTION</b> .....	7
<b>APPENDIX II – EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13

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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 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 18 November 2013 at 3:00 p.m.
“Articles of Association”	the Articles of Association of the Company adopted on 18 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”	7 October 2013, 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 10 October 2013 convening the AGM as set out on pages 13 to 16 of this circular

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## DEFINITIONS

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“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme of the Company adopted on 18 January 2008 pursuant to the ordinary resolution passed by the then sole Shareholder
“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 issued Shares 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:*

9th Floor  
New Media Tower  
No. 82 Hung To Road  
Kwun Tong, Kowloon  
Hong Kong

*Independent Non-executive Directors:*

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

10 October 2013

*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 re-election of Directors who are due to retire by rotation at the AGM and election of a new Director; and (ii) the grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

### **ELECTION OF DIRECTORS**

#### ***Retirement and re-election of Directors***

In accordance with Article 83(1) of the Articles of Association, Ms. Fan Man Seung, Vanessa (“Ms. Vanessa Fan”), Mr. Tse Hin Lin, Arnold (“Mr. Arnold Tse”) and Ms. Kwan Shin Luen, Susanna (“Ms. Susanna Kwan”) shall retire by rotation at the AGM. Ms. Vanessa Fan and Ms. Susanna Kwan, being eligible, offer themselves for re-election while Mr. Arnold Tse, being eligible but does not offer himself for re-election thereat.

Mr. Arnold Tse confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the AGM.

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## LETTER FROM THE BOARD

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Ms. Susanna Kwan, being Independent Non-executive Director of the Company and eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of Ms. Vanessa Fan and Ms. Susanna Kwan who offer themselves for re-election at the AGM are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

### *Election of Director*

Ms. Chan Sim Ling, Irene (“Ms. Irene Chan”) is nominated to stand for election as an Independent Non-executive Director of the Company at the AGM to fill the casual vacancy to be created by the retirement of Mr. Arnold Tse. The Company has received from Ms. Irene Chan (i) a written confirmation of her willingness to be elected as director and consent to the publication of her personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of Ms. Irene Chan are set out in Appendix I of this circular as required to be disclosed under the Listing Rules.

### *Recommendations of the Nomination Committee*

During the meeting held on 23 September 2013, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, confirmed that Ms. Vanessa Fan and Ms. Susanna Kwan continue to contribute to the Group effectively and are committed to their roles. Accordingly, the Nomination Committee nominated, and the Board recommended Ms. Vanessa Fan and Ms. Susanna Kwan to stand for re-election as Directors at the AGM. As a good corporate governance practice, Ms. Vanessa Fan and Ms. Susanna Kwan abstained from voting on the respective propositions of their recommendations for election by Shareholders.

The Nomination Committee has also assessed the independence, qualification, skill and experience of Ms. Irene Chan for her proposed election as Independence Non-executive Director of the Company at the AGM. The Nomination Committee nominated, and the Board recommended Ms. Irene Chan to stand for election as Director at the AGM.

The Nomination Committee is responsible for, inter alia, assessing the independence of all Independent Non-executive Directors. On 23 September 2013, the Nomination Committee reviewed and assessed each individual Independent Non-executive Director’s annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all Independent Non-executive Directors, including Ms. Susanna Kwan, remained independent.

### *Nomination by Shareholders*

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its registered office at 9th Floor, New Media Tower, No. 82 Hung To Road, Kwun Tong, Kowloon, Hong Kong within the period from Tuesday, 29 October 2013 to Wednesday, 6 November 2013, 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

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## LETTER FROM THE BOARD

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consent to the publication of his/her personal data; 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 15 November 2012, 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 172,800,000 Shares);
- (ii) repurchase Shares 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.

No Shares have been issued nor repurchased pursuant to the above mandates. Such mandates 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 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.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 13 to 16 of this circular. Resolutions in respect of the re-election of Directors, election of Director, the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no shareholder is required to abstain from voting on any resolutions to 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, 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, 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 in person at the AGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll.

### RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, election of Director, 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.

### 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 of New Candidate Proposed for 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**  
*Executive Director & Chief Executive Officer*



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**APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION  
AND OF NEW CANDIDATE PROPOSED FOR ELECTION**

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**I.      PROPOSED FOR RE-ELECTION**

**Ms. Fan Man Seung, Vanessa**

*Executive Director*

Ms. Fan, aged 50, is an Executive Director of the Company and a director of certain subsidiaries of the Company. Ms. Fan has been involved in the management of the Group since June 1999. She is also the Chairperson of the Corporate Governance Committee and a member of the Nomination Committee of the Company. Ms. Fan is a lawyer by profession in Hong Kong and a qualified accountant. She also holds a Master's Degree in Business Administration. Ms. Fan is also a director of three listed companies in Hong Kong, namely Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296) and Emperor Watch & Jewellery Limited (Stock Code: 887), all being associated companies of the Company. Having over 24 years of corporate management experience, she possesses diversified experience in different businesses ranging from 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. Save as disclosed above, Ms. Fan did not hold any other major appointment or professional qualification nor any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does she hold any other positions with the Company and other members of the Group.

Pursuant to a service agreement entered into between the Company and Ms. Fan, the Company appointed Ms. Fan as Executive Director of the Company commencing from 16 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 at annual general meetings of the Company in accordance with the Articles of Association. Ms. Fan is entitled to receive a Director's fee of HK\$150,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the duties and responsibilities undertaken by her as Director of the Company.

Ms. Fan 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 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 other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders of the Company in relation to the proposed re-election of Ms. Fan.

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**APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION  
AND OF NEW CANDIDATE PROPOSED FOR ELECTION**

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**Ms. Kwan Shin Luen, Susanna**

*Independent Non-Executive Director*

Ms. Kwan, aged 46, was appointed as Independent Non-executive Director on 16 January 2008. She is the Chairperson of the Nomination Committee as well as a member of the Audit Committee and Corporate Governance 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 practises and specialises 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, financial 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 as well as insurance and financial services.

Save as disclosed above, Ms. Kwan did not hold any other major appointment or professional qualification nor any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does she hold any other positions with the Company and other members of the Group.

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 16 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. 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\$180,000 per annum which was determined by the Board as authorized by the Shareholders at the annual general meeting, 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 interest in the Shares 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 other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders of the Company in relation to the proposed re-election of Ms. Kwan.

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND OF NEW CANDIDATE PROPOSED FOR ELECTION

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### II.      PROPOSED FOR ELECTION

#### **Ms. Chan Sim Ling, Irene**

*Independent non-executive Director*

Ms. Chan, aged 50, is nominated to stand for election as an Independent Non-executive Director of the Company at the AGM. Immediately following her successful appointment as Director, she will also be nominated as the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Ms. Chan graduated from The University of Hong Kong with a Bachelor's Degree in Laws. She is also an independent non-executive director of a Hong Kong listed company, Chinlink International Holdings Limited (Stock code: 997). She was previously an independent non-executive director of another Hong Kong listed company, Emperor Entertainment Hotel Limited (Stock Code: 296), and retired in August 2013. Save as disclosed above, Ms. Chan did not hold any other major appointment or professional qualification nor directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does she hold any other positions with the Company and other members of the Group.

Subject to her successful election, Ms. Chan will be appointed as Independent Non-executive Director of the Company for an initial term of three years commencing from 18 November 2013 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 will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Ms. Chan will be entitled to receive a Director's fee of HK\$180,000 per annum, which was recommended by the Remuneration Committee and determined by the Board as authorized by the shareholders at the annual general meeting, with reference to the prevailing market conditions and based on the duties and responsibilities undertaken by her as Director.

Ms. Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the securities of the Company or any of its associated corporations 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 other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the proposed election of Ms. Chan.

**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 30 June 2013) 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 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>2012</b>		
October	0.330	0.220
November	0.300	0.245
December	0.265	0.244
<b>2013</b>		
January	0.330	0.265
February	0.305	0.260
March	0.295	0.250
April	0.280	0.240
May	0.300	0.255
June	0.355	0.280
July	0.325	0.285
August	0.310	0.275
September	0.300	0.265
October (up to and including the Latest Practicable Date)	0.295	0.280

**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, New Media Group Investment Limited ("New Media Investment") held 620,945,000 Shares in the Company, representing approximately 71.87% 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 New Media Investment, the shareholding of New Media Investment in the Company would be increased to approximately 79.85% 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 New Media Investment 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 New Media Investment 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 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 18 November 2013 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements of the Company for the year ended 30 June 2013 together with the Reports of the Directors and Independent Auditor (“Auditor”) thereon.
2. To declare final dividend for the year ended 30 June 2013.
3.
  - (A) To re-elect Ms. Fan Man Seung, Vanessa as Director.
  - (B) To re-elect Ms. Kwan Shin Luen, Susanna as Director.
  - (C) To elect Ms. Chan Sim Ling, Irene as Director.
  - (D) To authorize the Board of Directors of the Company to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board of Directors to fix their remuneration.
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 (the “Articles of Association”) 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, 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, 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 of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized 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 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 pursuant to resolution no. 5(A) above.”

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

Hong Kong, 10 October 2013

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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, 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) For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer	4:30 p.m. on 14 November 2013 (Thursday)
Book close date	15 November 2013 (Friday)
Record date	15 November 2013 (Friday)

During the above closure period, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Share Registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

- (v) 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 instrument appointing a proxy shall be deemed to be revoked.
- (vi) 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 a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
- (vii) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 1:00 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](http://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.