
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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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**
(2) GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES
(3) ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
(4) 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 Tuesday, 18 November 2014 at 3:00 p.m. is set out on pages 17 to 20 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 Level 22, Hopewell Centre, 183 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.

6 October 2014

CONTENTS

	<i>Page</i>	
DEFINITIONS	1	
 LETTER FROM THE BOARD		
INTRODUCTION	3	
RE-ELECTION OF DIRECTORS	3	
GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES	4	
ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY	5	
ANNUAL GENERAL MEETING	6	
RECOMMENDATION	6	
GENERAL INFORMATION	6	
 APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION		7
 APPENDIX II – EXPLANATORY STATEMENT TO THE BUY-BACK MANDATE		10
 APPENDIX III – EXPLANATORY STATEMENT TO THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION		13
 NOTICE OF ANNUAL GENERAL MEETING	 17	

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 Tuesday, 18 November 2014 at 3:00 p.m.
“Articles of Association” or “Existing Articles”	the existing Articles of Association of the Company, and a reference to an “Existing Article” is a reference to a provision in the Existing Articles
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares not exceeding 10% of the number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of AGM
“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 bought back under the Buy-back 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 number of Shares in issue as at the date of passing the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	29 September 2014, 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
“New Articles”	the new Articles of Association proposed to be adopted at the AGM
“New CO”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Notice of AGM”	the notice dated 6 October 2014 convening the AGM as set out on pages 17 to 20 of this circular
“Previous CO”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, which has been replaced almost in its entirety by the New CO
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars
“%”	per cent.



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

Ms. Kwan Shin Luen, Susanna

Ms. Chan Sim Ling, Irene

6 October 2014

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; (ii) the grant of each of the Issue Mandate, Buy-back Mandate and Extension Mandate; and (iii) the adoption of the New Articles.

RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Article 83(1) of the Articles of Association, Ms. Percy Hughes, Shirley (“Ms. Shirley Hughes”), Mr. Wong Chi Fai (“Mr. Bryan Wong”) and Ms. Hui Wai Man, Shirley (“Ms. Shirley Hui”) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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

LETTER FROM THE BOARD

Details of the above Directors 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.

Recommendations of the Nomination Committee

During the meeting held on 17 September 2014, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, confirmed that Ms. Shirley Hughes, Mr. Bryan Wong and Ms. Shirley Hui continue to contribute to the Group effectively and are committed to their roles as Directors. Accordingly, the Nomination Committee nominated, and the Board recommended Ms. Shirley Hughes, Mr. Bryan Wong and Ms. Shirley Hui to stand for re-election as Directors at the AGM. As a good corporate governance practice, Ms. Shirley Hughes, Mr. Bryan Wong and Ms. Shirley Hui abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

The Nomination Committee is responsible for, inter alia, assessing the independence of all Independent Non-executive Directors. On 17 September 2014, the Nomination Committee reviewed and assessed the independence of each individual Independent Non-executive Director by making reference to her 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 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 Wednesday, 15 October 2014 to Thursday, 23 October 2014, 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 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 BUY BACK SHARES

At the last annual general meeting of the Company held on 18 November 2013, 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.

LETTER FROM THE BOARD

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 number of Share in issue as at the AGM date (i.e. of not exceeding 172,800,000 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back fully paid up Shares of not exceeding 10% of the number of the Shares in issue 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 bought back under the Buy-back 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 Buy-back Resolution is set out in Appendix II to this circular.

ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY

Effective 3 March 2014, the Previous CO was replaced by the New CO. The requirement for a company to have a memorandum of association is abolished under the New CO and a company is only required to have articles of association. All conditions which were in force immediately prior to the commencement of the New CO are regarded as provisions of the company's articles under section 98(1) of the New CO. In light of the changes introduced by the New CO, the Directors propose to adopt the New Articles to update various provisions contained in the Existing Articles in order to bring them in line with the positions of the New CO, and make some minor consequential and housekeeping changes.

A special resolution for Resolution 6 as set out in the notice of the AGM, which requires not less than 75% of the total voting rights of all Shareholders who vote on the resolution, will be put forward to be considered and, if thought fit, approved by Shareholders at the AGM. An explanatory statement on the adoption of the New Articles as proposed by the Resolution 6 is set out in Appendix III to this circular. Full text of the New Articles are available in English and Chinese under Investor Relations – Corporate Information section of the Company's website (www.nmg.com.hk). In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail. A copy of the New Articles will also be available for inspection at the Company's registered office at 9th Floor, New Media Tower, No.82 Hung To Road, Kwun Tong, Kowloon, Hong Kong during normal business hours on any business day (excluding Saturday) from the date of this circular up to and including 18 November 2014.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 17 to 20 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Buy-back Mandate, the Extension Mandate and adoption of the New Articles 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 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 Secretaries Limited at Level 22, Hopewell Centre, 183 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.

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

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the proposed special resolution for adoption of New Articles 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), Appendix II (Explanatory Statement to the Buy-back Mandate) and Appendix III (Explanatory Statement to the Adoption of New Articles of Association) to this circular.

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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

Ms. Percy Hughes, Shirley

Chief Executive Officer & Executive Director

Ms. Percy Hughes, aged 51, is an Executive Director and the Chief Executive Officer of the Company. She is also a director of certain subsidiaries of the Company. Ms. Percy Hughes joined the Group in November 2002. She is responsible for the Group's strategic development and overseeing the operations. She has over 30 years' experience in the media and publishing business. She 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. Save as disclosed above, Ms. Percy Hughes 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.

Pursuant to a service agreement entered into between the Company and Ms. Percy Hughes, the Company appointed Ms. Percy Hughes 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 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. Percy Hughes 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.

Apart from the above service agreement, Ms. Percy Hughes has entered into another service agreement with New Media Group Publishing Limited (formerly known as 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 1 January 2008 and may be terminated by not less than two months' notice served by either party. The amount of emoluments paid to Ms. Percy Hughes for the financial year ended 30 June 2014 is set out in note 11 to the financial statements in the Company's 2013/2014 Annual Report. The remuneration package of Ms. Percy Hughes was determined with reference to the prevailing market conditions based on the performance and contribution of Ms. Percy Hughes in the Group.

Ms. Percy 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 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 Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Percy Hughes.

Mr. Wong Chi Fai*Executive Director*

Mr. Wong, aged 58, is an Executive Director of the Company and a director of certain subsidiaries of the Company. Mr. Wong has been involved in the management of the Group since June 1999. He is also a member of the Remuneration Committee of the Company and a director of three listed companies in the Stock Exchange, 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 20 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from media and publication to manufacturing, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services as well as artiste management and entertainment production. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Save as disclosed above, Mr. Wong 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 he hold any other positions with the Company and other members of the Group.

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 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 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. Wong 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 him as Director of the Company.

Mr. Wong does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he 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 Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wong.

Ms. Hui Wai Man, Shirley

Independent Non-Executive Director

Ms. Hui, aged 47, was appointed as Independent Non-executive Director on 16 January 2008. She is the Chairperson of the Audit Committee as well as a member of the Remuneration Committee and the Nomination Committee of the Company. Ms. Hui is a practicing accountant in Hong Kong and is currently a director of a CPA firm and a securities firm as well as the company secretary of four listed companies. She has over 24 years of professional experience in public accounting and corporate finance. She is also a non-executive director and chairlady of Eco-Tek Holdings Limited (Stock Code: 8169), a company listed on the GEM Board of the Stock Exchange, and an independent non-executive director of Goldin Financial Holdings Limited (Stock Code: 530), a company listed on the Main Board of the Stock Exchange. She is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Save as disclosed above, Ms. Hui 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.

Pursuant to a letter of appointment entered into between the Company and Ms. Hui, the Company appointed Ms. Hui 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. Hui 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. Hui 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 Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Hui.

LISTING RULES

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

(i) Shareholders' approval

All proposed buy-backs 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

Buy-backs 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 bought back

A maximum of 10% of the outstanding fully paid share capital at the date of passing the Buy-back Resolution may be bought back by the Company on the Stock Exchange.

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 864,000,000 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 86,400,000 Shares (representing 10% of the number of Share in issue) 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 Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE BUY-BACK 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 buy back Shares in the market. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders. Such buy-back 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 BUY-BACK

Any buy-back 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 2014) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Board does not propose to exercise the Buy-back 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
September	0.300	0.265
October	0.325	0.270
November	0.315	0.285
December	0.330	0.275
2014		
January	0.295	0.270
February	0.300	0.270
March	0.285	0.255
April	0.290	0.260
May	0.275	0.231
June	0.275	0.260
July	0.310	0.260
August	0.315	0.246
September (up to and including the Latest Practicable Date)	0.435	0.270

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back 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 buy-back 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 647,950,000 Shares, representing approximately 74.99% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, assuming no further Shares will be issued or bought back 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 83.33% of the total number of Shares in issue. 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 Buy-back 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 Buy-back 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 Buy-back Mandate is approved by the Shareholders.

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back 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.

**APPENDIX III EXPLANATORY STATEMENT TO THE ADOPTION
OF THE NEW ARTICLES OF ASSOCIATION**

PROPOSED ADOPTION OF A NEW SET OF THE ARTICLES OF ASSOCIATION

In order to bring the existing Articles of Association in line with the New CO, which came into effect on 3 March 2014, as well as to modernise and update the Articles of Association, certain amendments are proposed to be made to the Articles of Association. In view of the substantial number of amendments, the Board proposes that the Company takes this opportunity to adopt a new set of the Articles of Association, consolidating all the previous and proposed amendments, to replace the existing Articles of Association with effect from the date of the passing of the relevant special resolution at the AGM.

Set out in this explanatory statement is an outline of and the reasons for the amendments proposed to be made to the existing Memorandum and Articles of Association. These changes should not adversely affect the protection that is provided to Shareholders in any material respect.

References to Article numbers are to the numbering in the New Articles unless otherwise stated.

CHANGES PURSUANT TO THE NEW CO

- (a) **Definition** – definition on “close associate” is being added to reflect recent amendments to the Listing Rules relating to connected transaction requirements. Definitions on “connected entity”, “financial statements”, “Reporting Documents”, “summary financial report” are also being added as they are new terms used in the New CO. Definitions on “associate”, “business day”, “Directors”, “Ordinance”, “Listing Rules”, “share”, “shareholders” or “members”, “seal”, “Secretary”, “special resolution”, are being amended/added for housekeeping and clarity purposes.
- (b) **Mandatory clauses** – New Articles 3, 5 and 6 migrate the mandatory clauses from the Memorandum of Association (such as the name of the Company and the limited liability of the members) to the Articles of Association given that the Articles of Association have become the single constitutional document of the Company due to the abolition of the Memorandum of Association under the New CO.
- (c) **Share Capital** – New Articles 7, 10, 12, 14, 16, 19, 51(b), 119 and 123 reflect the abolition under section 135 of the New CO of the concepts of nominal value and authorized capital. Particularly, references to these concepts and related concepts, including “unissued shares”, “par”, “original capital”, “nominal amount”, “premium”, “share premium account” and “capital redemption reserve”, are re-drafted or deleted as appropriate. Existing Articles 4, 7 and 12 are being deleted as it related to authorized capital, unissued shares and increase of capital.
- (d) **Warrants and Stock** – New Article 9 reflects the changes introduced by section 139 of the New CO which repeals the power of companies to issue share warrants to bearer. Existing Article 47 is being deleted as it relates to stock, conversion of shares into stock and stockholders and these concepts have been abolished under the New CO.

- (e) **Alteration of capital** – Existing Article 14 provides for the consolidation, cancellation and sub-division of the Shares. Section 53 of the Previous CO required companies wishing to have these powers to specifically provide for them in their articles. New Article 13 streamlines the provisions in the New Articles by aligning them to section 170 of the New CO, which modifies the position under the Previous CO and gives a company the statutory power to alter its share capital in a number of ways set out in section 170 of the New CO, subject to any exclusion or restriction in the company’s articles of association.
- (f) **Share Transfer** – New Article 36 reflects the changes introduced by section 151 of the New CO which requires a company to provide a statement of reasons when the registration of a share transfer is refused, if requested by the transferor or transferee.
- (g) **General Meetings** –
- New Articles 47 and 48 are being amended as the concept of an “extraordinary general meeting” is not retained under the New CO. All general meetings of a company (other than its annual general meetings) are simply referred to as “general meetings” under the New CO.
 - New Article 50(1) reflects the changes introduced by section 571(1)(b)(i) of the New CO which provides that the notice period for all general meetings of a limited company (except annual general meetings) is 14 days.
 - New Article 55 reflects the changes introduced by section 584 of the New CO which allows for general meetings to be held in two or more places.
- (h) **Special business** – Existing Article 55, which differentiates between a specific list of business that is transacted at an annual general meeting and other “special business”, is being deleted as the concept of “special business” is not retained under the New CO.
- (i) **Demand for Poll** – New Article 60 reflects the thresholds necessary for Shareholders to demand polls on resolutions voted on at general meetings of the Company. The proposed amendments, which are being made to bring the Articles of Association in line with sections 591(2) and 592 of the New CO, provide that a poll may be demanded at a general meeting by five Shareholders having the right to vote at the meeting or by a Shareholder or Shareholders representing at least 5% (instead of 10% under the existing Articles of Association) of the total voting rights of all the Shareholders having the right to vote at the meeting; and the Chairman must demand a poll if, before or on the declaration of the result on a show of hands, he knows from the proxies received by the Company that the result on show of hands will be different from that on a poll.

- (j) **Director's Interests** – New Article 98 reflects the changes introduced in Part 11, Division 5 of the New CO in relation to the disclosure by directors of their and their “connected entities” (as defined in section 486 of the New CO) material interests in any proposed transaction, arrangement or contract with the company of which they are directors and in relation to the specific timing and other procedural requirements for the declaration by a director of his material interests.
- (k) **Voting rights** – New Articles 63(c) is added to reflect the changes introduced by the New CO which provides that if a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (l) **Seal** – New Article 110 allows the Company to execute documents in a specified manner to have the same effect as if they had been executed under seal as permitted under section 127(5) of the New CO.
- (m) **Reporting documents** – New Article 127 reflects the new terminology used in the New CO for various financial documents that the Directors are required to prepare and put forward in the annual general meeting of the Company, for example, “reporting documents” instead of “relevant financial documents”.
- (n) **Indemnity** – New Article 142 includes the mandatory requirement in respect of disclosure of permitted indemnity provisions provided by the Company to its Directors and directors of its associated companies in the Directors’ report in accordance with section 470 of the New CO and the requirement of making available for inspection by any member subject to section 472 of the New CO.

Certain amendments to the Articles of Association are proposed for administrative efficiency and housekeeping, which include:

- (o) **Poll results** – New Article 61 reflects the acceptance of result of poll as recorded in the scrutineers’ certificate to be the resolution of the meeting at which the poll is demanded and the conclusive evidence of that fact without proof.
- (p) **Demand poll by proxy** – New Article 73 elaborates the authority under the instrument appointing proxy to vote and demand poll and the validity of such authority for any adjournment of general meeting.
- (q) **Directors’ resolutions in writing** – New Article 105(1) and 105(2) provide flexibility to (a) facilitate the Directors’ decision-making process through written resolution, by excluding those directors who are temporarily unable to act through ill-health or disability. Moreover, Directors can signify their agreement to, in place of signing, written resolutions of Directors under certain specified procedures; (b) signify written resolutions by the Directors (or by their alternate Directors) by electronic means;

- (r) **Financial assistance** – existing Article 11 relating to financial assistance to acquire shares in the Company is being deleted as such provision is being merged with New Article 15 which also provides that the Company can give financial assistance directly or indirectly, by means of a loan, guarantee, provision of security or otherwise, for the purpose of or in connection with a purchase made or to be made by any person of any share in the Company subject to the provisions of the Statutes;
- (s) **Electronic Communications** – New Article 130 allows notice or other documents to be sent to a member by electronic means or by making the same available on a website as permitted under section 572 of the New CO and the Listing Rules.
- (t) **Winding up** – New Article 141 is added to provide a provision relating to the service of process in the event of a winding-up of the Company.
- (u) **Miscellaneous** – New Articles 2, 8, 29, 30, 35, 41, 56, 71, 75, 86, 126, 128, 134 and 140 make miscellaneous or house-keeping amendments to the corresponding Existing Articles, including consequential amendments in line with the above amendments to the Articles of Association, as well as the updating of certain provisions with reference to the Listing Rules currently in force.

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 Tuesday, 18 November 2014 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 2014 together with the Reports of the Directors and Independent Auditor (“Auditor”) thereon.
2. To declare final dividend for the year ended 30 June 2014.
3. (A) To re-elect Ms. Percy Hughes, Shirley as Director.
(B) To re-elect Mr. Wong Chi Fai as Director.
(C) To re-elect Ms. Hui Wai Man, Shirley as Director.
(D) To authorize the Board of Directors of the Company (“Board” or “Directors”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass the following Resolutions 5(A), (B) and (C) as ordinary resolutions and Resolution 6 as a special resolution:

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 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 number of share of the Company 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 number of share of the Company in issue 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 buy back issued shares 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of shares of the Company which may be bought back 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 Code on Takeovers and Mergers and Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the number of the share 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 number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the total issued share of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above.”

SPECIAL RESOLUTION

6. “**THAT** the Articles of Association produced to the meeting and initialled by the Chairperson of the meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association of the Company as amended by the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when it came into force.”

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

Hong Kong, 6 October 2014

NOTICE OF ANNUAL GENERAL MEETING

Registered and Principal Office:

9th Floor
New Media Tower
No. 82 Hung To Road
Kwun Tong, Kowloon
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 Level 22, Hopewell Centre, 183 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 2014 (Friday)
Book close date	17 November 2014 (Monday)
Record date	17 November 2014 (Monday)
- 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 Level 22, Hopewell Centre, 183 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.
 - (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) and the Company's website (<http://www.nmg.com.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.