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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, together with the enclosed proxy form, 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) PROPOSED CHANGE OF COMPANY NAME
AND CORRESPONDING AMENDMENT TO
THE ARTICLES OF ASSOCIATION**
**(2) RE-APPOINTMENT OF DIRECTORS
AND**
(3) NOTICE OF THE GENERAL MEETING

A notice convening the GM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 17 April 2015 at 3:30 p.m. is set out on pages GM-1 to GM-2 of this circular. Whether or not you are able to attend and/or vote at the GM in person, you are requested to complete the enclosed form of proxy and return it to the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the GM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the GM or any adjournment thereof (as the case may be) should you so wish.

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DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Change of Company Name”	the proposed change of the name of the Company from “New Media Group Holdings Limited 新傳媒集團控股有限公司” to “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司”
“Company”	New Media Group Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 708)
“Director(s)”	the director(s) of the Company
“Evergrande”	Evergrande Real Estate Group Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 3333)
“GM”	the general meeting of the Company to be convened and held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 17 April 2015 at 3:30 p.m. for the purpose of considering, and if thought fit, approving the Change of Company Name and the Re-appointment of Directors
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Announcement”	the joint announcement issued by Evergrande, the Offeror and the Company dated 27 February 2015
“Latest Practicable Date”	27 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Offeror”	Acelin Global Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of Evergrande
“Re-appointment of Directors”	the re-appointment of the Directors as set out in the notice of the GM
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	share(s) of the Company
“Share Registrar”	Tricor Secretaries Limited, the Hong Kong share registrar and transfer office of the Company, with its address at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 708)

Executive Directors:

Ms. Tan Chaohui (*Chairlady*)
Mr. Tong Ming
Mr. Han Xiaoran

Registered office:

Suites 1501–1507
One Pacific Place
88 Queensway
Hong Kong

Independent Non-executive Directors:

Mr. Chau Shing Yim, David
Mr. Guo Jianwen
Mr. Xie Wu

30 March 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
AND CORRESPONDING AMENDMENT TO
THE ARTICLES OF ASSOCIATION
(2) RE-APPOINTMENT OF DIRECTORS**

INTRODUCTION

Reference is made to the Joint Announcement in relation to, among other things, the proposed Change of Company Name. The purpose of this circular is to provide you with information in respect of the (1) special resolution to be proposed at the GM regarding the proposed Change of Company Name; (2) the ordinary resolutions to be proposed at the GM regarding the proposed Re-appointment of Directors and to give you a notice of the GM.

**PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO
THE ARTICLES OF ASSOCIATION**

The Board proposes to change the name of the Company from “New Media Group Holdings Limited 新傳媒集團控股有限公司” to “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司”.

LETTER FROM THE BOARD

The Articles of Association will also be required to be amended in relation to the proposed Change of Company Name. The Board has resolved to propose the following amendment to Article 3 of the Articles of Association to be passed as a special resolution at the GM:

Original Article 3

The name of the Company is
“New Media Group Holdings Limited
新傳媒集團控股有限公司”.

Modified Article 3

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

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME AND THE CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION

The proposed Change of Company Name and the corresponding amendment to the Articles of Association are subject to the following conditions (the “**Conditions**”):

- (a) the passing of a special resolution by the Shareholders at the GM approving the proposed Change of Company Name and the corresponding amendment to the Articles of Association; and
- (b) the Registrar of Companies in Hong Kong approving the Change of Company Name.

Subject to the satisfaction of the above Conditions, the Change of Company Name and the corresponding amendment to the Articles of Association will take effect from the date on which the “Certificate of Change of Name” is issued by the Registrar of Companies in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the new name of the Company will not only provide the Company with fresh corporate identity resulting from the change of controlling Shareholder, but will also better reflect the new business strategy of the Company to be adopted by the Offeror. The Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name becomes effective, continue to be evidence of the title of the securities and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the results of the GM, the effective date of the Change of Company Name and the corresponding amendment to the Articles of Association and the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

RE-APPOINTMENT OF DIRECTORS

In accordance with Article 80 of the Articles of Association, the Board proposes to re-appoint the following Directors as Directors of the Company:

1. Ms. Tan Chaohui as an executive Director;
2. Mr. Tong Ming as an executive Director;
3. Mr. Han Xiaoran as an executive Director;
4. Mr. Chau Shing Yim, David as an independent non-executive Director;
5. Mr. Guo Jianwen as an independent non-executive Director; and
6. Mr. Xie Wu as an independent non-executive Director.

GM

The GM will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 17 April 2015 at 3:30 p.m. for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the corresponding amendment to the Articles of Association and the proposed Re-appointment of Directors. The notice of the GM is set out on pages GM-1 to GM-2 of this circular.

Pursuant to the Articles of Association and the Listing Rules, voting by poll is required for any resolution put to vote at the GM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name and the corresponding amendment to the Articles of Association and the Re-appointment of Directors at the GM.

A form of proxy for use at the GM is enclosed with this circular. Whether or not you propose to attend the GM, you are requested to complete the enclosed form of proxy and return it to the Company's Share Registrar in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the GM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the GM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Change of Company Name and the Re-appointment of Directors are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolutions as set out in the notice of GM.

For and on behalf of
New Media Group Holdings Limited
Fong Kar Chun, Jimmy
Company Secretary

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

The biographies of the Directors are set out below:

EXECUTIVE DIRECTORS

Ms. Tan Chaohui, aged 47, has over 22 years of managerial experience in large enterprises. Ms. Tan has been serving in the Evergrande Group since its founding. She is currently the executive vice president of the Evergrande Group, responsible for the management of Evergrande Group's health business. Ms. Tan graduated from Changsha Railway University (now known as Central South University) with a bachelor's degree in industrial and civil engineering. She is a certified cost engineer.

As at the Latest Practicable Date, Ms. Tan has not entered into a service contract with the Company.

Ms. Tan will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Ms. Tan will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Ms. Tan in the Company.

Mr. Tong Ming, aged 32, has over 9 years of marketing and integrated management experience. He was the vice general manager of Hebei operation of Evergrande and project manager of Shijiazhuang project as well as the general manager of Evergrande Dairy Group* (恒大乳業集團) and Evergrande New Energy Development Centre* (恒大新能源發展中心), and is currently the deputy general manager of Evergrande Health Industry Research Centre* (恒大健康產業研究中心). Mr. Tong graduated from Hohai University in June 2006 with a bachelor's degree in business administration and is now studying for a master's degree in business administration at Nankai University.

As at the Latest Practicable Date, Mr. Tong has not entered into a service contract with the Company.

Mr. Tong will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Mr. Tong will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Mr. Tong in the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

Mr. Han Xiaoran, aged 29, has six year experience in investing, financing and comprehensive management. He was the assistant to general manager of the Shandong operations of Evergrande and the deputy general manager of Evergrande's operations in the United States, and is currently the deputy general manager of Evergrande Health Industry Research Centre* (恒大健康產業研究中心). Mr. Han graduated from Jilin University with a bachelor of science degree in computer science and technology.

As at the Latest Practicable Date, Mr. Han has not entered into a service contract with the Company.

Mr. Han will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Mr. Han will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Mr. Han in the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chau Shing Yim, David, aged 51, has over 22 years of experience in corporate finance, and participated in various projects ranging from initial public offerings and restructuring of PRC enterprises and cross-border and domestic takeovers. Mr. Chau is currently an independent non-executive director of Evergrande Real Estate Group Limited (Stock Code: 3333), Up Energy Development Group Limited (Stock Code: 307), Lee & Man Paper Manufacturing Limited (Stock Code: 2314), Man Wah Holdings Limited (Stock code: 1999), Richly Field China Development Limited (Stock code: 313), and Varitronix International Limited (Stock Code: 710), and the shares of all these companies are listed on the Stock Exchange. Mr. Chau was formerly a partner of Deloitte Touche Tohmatsu, heading the merger and acquisition and corporate advisory services department. He is a member of the Hong Kong Securities Institute, the Institute of Chartered Accountants of England and Wales ("ICAEW"), holding the Corporate Finance Qualification granted by ICAEW, and he is also a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Mr. Chau was an ex-committee member of the Disciplinary Panel of HKICPA.

As at the Latest Practicable Date, Mr. Chau has not entered into a service contract with the Company.

Mr. Chau will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Mr. Chau will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Mr. Chau in the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

Mr. Guo Jianwen, aged 39, is currently the head and Chief Physician of the Cerebrovascular and Cardiovascular Pathology Division of the Brain Pathology Centre of Guangdong Provincial Hospital of Traditional Chinese Medicine (Guangzhou University of Chinese Medicine 2nd Affiliated Hospital), the founder of Guangzhou Wen Mai Tang Technology Company Limited, the founder and director of Guangzhou Wen Mai Tang Traditional Chinese Medicine Centre (Chain) Company Limited, the supervisor of the Strategic Development Committee of the Jiangsu Nantong Liangchun Hospital, the senior consultant of technological development at the Jiangsu Nantong Liangchun Clinical Research Institute of Traditional Chinese Medicine. He is a senior head practitioner of Traditional Chinese medicine and has level 3 surgeon qualifications in neurointervention. In addition, Mr. Guo is also a member of the standing committee and the secretary of the Brain Pathology Division of the China Academy of Chinese Medical Sciences, the secretary of the Expert Committee of Brain Pathology at the Guangdong Provincial Institute of Chinese Medicine, a member of the Consortium for Globalization of Chinese Medicine, an expert product pre-launch inspector of China Food and Drug Administration for new Traditional Chinese medicines, a professional academic commentator of the Guangdong Provincial Department of Science and Technology in the field of social development, an expert anonymous doctoral thesis examiner of the Guangdong Provincial Hospital of Traditional Chinese Medicine Degree Office and an expert anonymous academic title thesis examiner of the Guangzhou University of Chinese Medicine 2nd Affiliated Hospital. In July 1998, Mr. Guo received a bachelor's degree in medicine from Beijing University of Chinese Medicine. In July 2001, he received a master's degree in clinical internal Chinese medicine from Chengdu University of Traditional Chinese Medicine. In July 2004, he received a doctoral degree in clinical internal Chinese medicine (specializing in brain emergency diseases) from Chengdu University of Traditional Chinese Medicine.

As at the Latest Practicable Date, Mr. Guo has not entered into a service contract with the Company.

Mr. Guo will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Mr. Guo will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Mr. Guo in the Company.

Mr. Xie Wu, aged 50, is a physician of Traditional Chinese internal medicine. He has practiced clinical Chinese medicine for 24 years, with more than 10 years experience in hemodialysis and extensive clinical experience in various sub-fields of nephrology. He worked in the kidney clinic in the People's Hospital in Luohu, Shenzhen and engaged in medical work in Yueyang Luowang Hospital, and is currently working at the hemodialysis center of nephrology and rheumatology of Yueyang Hospital of Traditional Chinese Medicine.

As at the Latest Practicable Date, Mr. Xie has not entered into a service contract with the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-APPOINTMENT

Mr. Xie will enter into a service contract with the Company, for a term of three years, and is subject to retirement by rotation (at least once every three years) and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. The remuneration (which may include Director's fee, additional service compensation and discretionary bonus) of Mr. Xie will be determined by the Board with reference to the prevailing market conditions and the prospective roles and responsibilities of Mr. Xie in the Company.

Save as disclosed above, as at the Latest Practicable Date, each of the Directors:

- (a) has not held any other directorships in any other listed public companies in the last three years and does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company;
- (b) does not have any interests in shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- (c) does not hold any other position in the Company or any of its subsidiaries; and
- (d) has no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Company in relation to her/his appointment as a Director.

* *For identification purpose only*



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 IS HEREBY GIVEN that a general meeting of New Media Group Holdings Limited (the “**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Friday, 17 April 2015 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

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

ORDINARY RESOLUTIONS

“**THAT:**

- a. to re-appoint Ms. Tan Chaohui as an executive Director;
 - b. to re-appoint Mr. Tong Ming as an executive Director;
 - c. to re-appoint Mr. Han Xiaoran as an executive Director;
 - d. to re-appoint Mr. Chau Shing Yim, David as an independent non-executive Director;
 - e. to re-appoint Mr. Guo Jianwen as an independent non-executive Director; and
 - f. to re-appoint Mr. Xie Wu as an independent non-executive Director.”
2. To consider and, if thought fit, pass the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to the approval of the Registrar of Companies of Hong Kong, the name of the Company be changed to “Evergrande Health Industry Group Limited 恒大健康產業集團有限公司”;

NOTICE OF THE GM

- (b) subject to the issue of the “Certificate of Change of Name” of the Company by the Registrar of Companies of Hong Kong, Article 3 of the Articles of Association of the Company be replaced in its entirety with the following:

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

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

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

Hong Kong, 30 March 2015

Registered and Principal office:

Suites 1501–1507
One Pacific Place
88 Queensway
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which is it signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the holding the meeting of the Company or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a notice of a share, any one of such holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 1:30 p.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (<http://www.nmg.com.hk>) to notify shareholders of the date, time and place of the rescheduled meeting.