

NEXTmedia
NEXT MEDIA LIMITED
(Incorporated in Hong Kong with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Next Media Limited (the "Company") will be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Wednesday, 30 July 2003 at 11:00 a.m. for the purpose of transacting the following business:

Ordinary business

1. to receive and adopt the Reports of the Directors and Auditors and the Statement of Accounts for the year ended 31 March 2003;
2. to re-elect Directors;
3. to authorise the Directors to fix the Directors' remuneration for the ensuing year;
4. to re-appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration;

Special business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:-

5. **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants and securities convertible or exercisable into shares of the Company, which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of the shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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 any relevant jurisdiction, or the requirements of any recognised regulatory body, or any stock exchange)."

6. **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting."

7. **"THAT** conditional upon the passing of Resolutions 5 and 6 set out in the Notice of this Meeting, the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the mandate granted under Resolution 5 set out in the Notice of this Meeting be and is hereby increased and extended by adding the aggregate nominal amount of shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the mandate granted under Resolution 6 set out in the Notice of this Meeting."

To consider, and if thought fit, pass the following resolution as a special resolution with or without amendments:

8. **"THAT**

- (a) the existing second clause of the Memorandum of Association of the Company be deleted in its entirety and replaced by the following:
"Second:- The Registered Office of the Company shall be situated in Hong Kong."
- (b) the following definition be added immediately after the definition of "Secretary" in Article 2:
"SFO" shall mean the Securities and Futures Ordinance (Chapter 571), and any amendments thereto or re-enactment thereof for the time being in force and shall include every other statute incorporated therewith or substituted therefor; and in case of any such substitution the reference in these Articles to the provisions of the SFO shall be read as references to the provisions substituted therefor in the new legislation".
- (c) the existing Article 74(A) of the Articles of Association of the Company be amended by deleting the words "Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Chapter 420 of the Laws of Hong Kong" and substituting therefor the words "the SFO".
- (d) the existing Article 85 of the Articles of Association of the Company be deleted in its entirety.
- (e) the existing articles numbered (86) to (105) inclusive be re-numbered as (85) to (104) respectively.
- (f) the following article to the Articles of Association of the Company to be numbered as (105) be added:

“A meeting of the Directors or of a committee of the Board may consist of a conference between parties who are not all in one place, but each of whom is able (by telephonic communication or similar communications equipment) to speak to each of the others simultaneously. Any party taking part in such conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the Chairman of the Meeting is located.”

By order of the Board
Janis Lee
Company Secretary

Hong Kong, 23 June 2003

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of such member in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company at 8 Chun Ying Street, Tseung Kwan O Industrial Estate West, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from 28 July 2003 to 30 July 2003, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 25 July 2003.

Please also refer to the published version of this announcement in South China Morning Post dated on 24-6-2003.