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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 **Next Media Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

**DISCLOSEABLE TRANSACTION**

**ACQUISITION OF PRINTING EQUIPMENT**

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## DEFINITIONS

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

“Amendment Agreement”	the amendment agreement dated 12 June 2002 entered into between Apple Daily Publication and an independent third party amending and supplementing the Previous Agreement to principally provide for the acquisition of further printing and auxiliary equipment (i.e., the Printing Equipment) from such third party by the Group
“Apple Daily Publication”	Apple Daily Publication Development Limited, a wholly-owned subsidiary of Next Media
“Board”	the board of Directors
“Consideration”	EUR13 million (approximately HK\$98.8 million), the consideration for the acquisition of the Printing Equipment and the provision of associated installation, training, commissioning and after-sales back up services pursuant to the Amendment Agreement
“Directors”	the directors of Next Media
“Group”	Next Media and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	4 July 2002, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Lai”	Mr. Lai Chee Ying, Jimmy, an executive Director and the controlling shareholder of Next Media
“Next Media”	Next Media Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange

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## DEFINITIONS

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“Previous Agreement”	the agreement dated 2 May 2002 entered into between Apple Daily Publication and the same independent third party as the counter-party of the Amendment Agreement pursuant to which the Group had agreed to acquire certain printing and auxiliary equipment from such third party, particulars of such agreement have been disclosed and contained in an announcement dated 2 May 2002 issued by Next Media
“Printing Equipment”	certain printing and auxiliary equipment used for printing newspapers to be acquired by the Group pursuant to the Amendment Agreement
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“EUR”	Euro, the single currency of the participating member states from time to time of the European Union that adopt such currency in accordance with the Treaty on European Union signed on 7 February 1992, as amended
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

*In this circular, except as otherwise indicated, Euro has been translated into Hong Kong dollars at a rate of EUR1.00 = HK\$7.60. This exchange rate is for reference purposes only and does not constitute a representation that any amount has been, could have been, or may be, exchanged or translated at this rate.*

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LETTER FROM THE BOARD

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**NEXTmedia**  
**NEXT MEDIA LIMITED**

*(Incorporated in Hong Kong with limited liability)*

*Executive Directors:*

Lai Chee Ying, Jimmy  
Chow On Kiu, Andrew  
Ting Ka Yu, Stephen  
Kok Hon Kay, Peter  
Ip Yut Kin

*Registered Office:*

8 Chun Ying Street  
Tseung Kwan O Industrial Estate West  
Tseung Kwan O  
New Territories  
Hong Kong

*Independent non-executive Directors:*

Yeh V-nee  
Fok Kwong Hang, Terry

4 July 2002

*To the shareholders of Next Media*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION**  
**ACQUISITION OF PRINTING EQUIPMENT**

**INTRODUCTION**

Further to the announcement dated 2 May 2002 issued by Next Media which stated that, among other things, the Group had, pursuant to the Previous Agreement, agreed to acquire certain printing and auxiliary equipment from an independent third party, the Directors announced on 12 June 2002 that, on that latter day, Apple Daily Publication entered into the Amendment Agreement with the same independent third party, pursuant to which the Group agreed to acquire from such independent third party further printing and auxiliary equipment (i.e., the Printing Equipment) in preparation for launching the Group's newspaper business in Taiwan.

The acquisition of the Printing Equipment, when aggregated with the acquisition of those equipment pursuant to the Previous Agreement, constitutes a discloseable transaction of Next Media for the purpose of the Listing Rules. The purpose of this circular is to provide you with further information in relation to the Amendment Agreement in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### THE PREVIOUS AGREEMENT

As stated in the announcement issued by Next Media on 2 May 2002, it has been the Group's intention to expand and develop its publishing and printing business (including the magazine and newspaper businesses) in Taiwan, a market which the Board believes has good potential and room for development of such business. Following the launch of *Taiwan Next Magazine* in May, 2001 which, according to an independent research report for the period from October 2001 to March 2002, has attained the leading position by number of readership for weekly magazines in Taiwan, the Board considers that it is an appropriate time for the Group to launch and develop *Taiwan Apple Daily*.

As part of the development of this project, on 2 May 2002, Apple Daily Publication entered into the Previous Agreement with a third party, which is independent of, and not connected with, Next Media, its subsidiaries or any of their chief executives, directors or substantial shareholders or any associates (as defined in the Listing Rules) of any of them, for the purchase of certain printing and auxiliary equipment in preparation for launching the Group's newspaper business in Taiwan. The purchase price in an amount of EUR27 million (approximately HK\$205.2 million) (including a deposit of 20% of such purchase price which was paid by Apple Daily Publication upon signing of the Previous Agreement), which was determined after arm's length negotiation with reference to the market value of the equipment concerned, will be financed by internal resources of the Group.

### THE AMENDMENT AGREEMENT

#### General nature of the transaction

On 12 June 2002, as stated in the announcement issued by Next Media on the same day, Apple Daily Publication entered into the Amendment Agreement principally to amend and supplement the Previous Agreement by providing for the acquisition of further printing and auxiliary equipment used for printing newspapers (i.e., the Printing Equipment) and the provision of associated installation, training, commissioning and after-sales back up services from the same independent third party as the counter-party to the Previous Agreement.

#### Consideration

The Consideration, which was determined after arm's length negotiation between the parties with reference to the market value of the Printing Equipment, amounts to EUR13 million (approximately HK\$98.8 million). The Consideration, when aggregated with the consideration for such equipment to be acquired by the Group pursuant to the Previous Agreement, amounts to EUR40 million (approximately HK\$304 million). The Consideration is expected to be financed by internal resources of the Group and is payable in cash. The Board believes that the Consideration is fair and reasonable so far as Next Media and its shareholders are concerned.

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## LETTER FROM THE BOARD

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### Payment terms

Pursuant to the Amendment Agreement, the Consideration is payable (or was paid, as the case may be) as follows:

- (a) a deposit in the amount of 20% of the Consideration, i.e., an amount of EUR2.6 million (approximately HK\$19.76 million), was paid by Apple Daily Publication on 18 June 2002;
- (b) 30% of the Consideration is payable within four months after the date of the Amendment Agreement, i.e., on or before 12 October 2002; and
- (c) the remaining 50% of the Consideration is payable in three stages by reference to certain dates after presentation of the relevant shipping documents in respect of the corresponding equipment as follows:
  - (i) 30% of the Consideration is payable within 40 days after the date of presentation of the relevant shipping documents;
  - (ii) another 10% of the Consideration is payable within 60 days after the date of presentation of the relevant shipping documents; and
  - (iii) the balance of 10% of the Consideration is payable either:
    - (I) upon presentation of an acceptance certificate signed by both parties in respect of the corresponding equipment; or
    - (II) within 300 days after the date of presentation of the relevant shipping documents in respect of the corresponding equipment,

whichever is earlier.

### Benefits expected to accrue to the Group

The Group is principally engaged in the publishing and printing business (including magazine and newspaper businesses). The Board believes that Taiwan is a market which has good potential and room for development of such publishing and printing business. It is expected that the launch of *Taiwan Apple Daily* will benefit the Group by pursuing, expanding and developing its newspaper business in Taiwan, which, in turn, is expected to enhance the revenue to be generated by the Group and to contribute to its long-term growth.

The Printing Equipment, together with those equipment to be acquired by the Group pursuant to the Previous Agreement, is to be acquired to equip the Group and prepare for launching its newspaper business in Taiwan. The Printing Equipment is to be acquired to meet

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## LETTER FROM THE BOARD

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further printing capacity as expected by the Board to be required by the Group when developing its newspaper business in Taiwan. Such further printing capacity was originally intended by the Board to be satisfied by renting the printing equipment from another independent third party. Negotiation had been in progress with that other independent third party when the Previous Agreement was negotiated and entered into. Eventually, that third party informed the Group that it would not rent the printing equipment to the Group and there was no other source to rent such equipment. The Board therefore decided to acquire the Printing Equipment in order to meet such further printing capacity as expected to be required by the Group in the course of developing its newspaper business in Taiwan. The Board currently does not have any intention to acquire any further printing equipment for pursuing its Taiwan's newspaper business in the near future.

### **Financial impact of the acquisition of the Printing Equipment**

As the Consideration is expected to be financed by internal resources of the Group and because the Board believes that the Group has sufficient internal financial resources to satisfy the payment obligations under the Amendment Agreement, the Board is of the view that the entering into of the Amendment Agreement and the acquisition of the Printing Equipment will not have any adverse impact on the financial position of the Group.

### **LISTING RULES IMPLICATIONS**

The acquisition of the Printing Equipment and the transaction contemplated under the Amendment Agreement, when, in accordance with Rule 14.04(5) of the Listing Rules, aggregated with the acquisition of those equipment pursuant to the Previous Agreement, constitutes a discloseable transaction of Next Media for the purpose of the Listing Rules. Details of the Amendment Agreement have been disclosed in the announcement dated 12 June 2002 issued by Next Media. The purpose of this circular is to provide you with further information in relation to the Amendment Agreement in accordance with the Listing Rules.

### **ADDITIONAL INFORMATION**

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,  
For and on behalf of the Board of  
**NEXT MEDIA LIMITED**  
**Chow On Kiu, Andrew**  
*Director*



**RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to Next Media. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, statements of fact expressed herein are true, accurate and not misleading, statements of opinion expressed herein have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

**DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, the interests of the Directors and the chief executives of Next Media in the equity and debt securities of Next Media and any associated corporation (within the meaning of the SDI Ordinance) which were required to be notified to Next Media and the Stock Exchange pursuant to Section 28 of the SDI Ordinance (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule to the SDI Ordinance) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or which were required, pursuant to Section 29 of the SDI Ordinance, to be entered in the register referred to therein were as follows:

Name	Number of ordinary shares of Next Media				
	Personal interests	Family interests	Corporate interests	Other interests	Total interests
Mr. Lai	724,274,535	–	4,692,400	–	728,966,935
Mr. Chow On Kiu, Andrew	28,001,289	–	–	–	28,001,289
Mr. Ting Ka Yu, Stephen	5,790,314	–	–	–	5,790,314
Mr. Kok Hon Kay, Peter	15,008,279	–	–	–	15,008,279
Mr. Ip Yut Kin	18,558,386	3,140,000	–	–	21,698,386
Mr. Yeh V-nee	300,000	–	–	26,000	326,000

*(Note)*

*Note:* These 26,000 ordinary shares of Next Media are held by VP Special Situations I Limited (“VPSS”) of which VP Private Equity Ltd. (“VPPE”) is the fund manager. Mr. Yeh V-nee is deemed to be interested in these shares by virtue of the fact that he has more than one third of the voting rights in VPPE and a 0.486% attributable interest in VPSS.

As at the Latest Practicable Date, Mr. Ting Ka Yu, Stephen was granted options to subscribe for an aggregate of 1,618,000 ordinary shares of Next Media at an exercise price of HK\$1.67 per share in accordance with the rules of the share option scheme of Next Media.

Apart from his shareholding interest in Next Media as disclosed above, Mr. Lai was, as at the Latest Practicable Date, also beneficially interested in an aggregate of 1,160,000,000 non-voting convertible preference shares of HK\$1.75 each in Next Media as foreshadowed in the circular dated 28 September 2001 issued by Next Media.

Save as disclosed herein, none of the Directors or the chief executives of Next Media had any interest in the equity or debt securities of Next Media or any associated corporation (within the meaning of the SDI Ordinance) which were required to be notified to Next Media and the Stock Exchange pursuant to Section 28 of the SDI Ordinance (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule to the SDI Ordinance) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or which were required, pursuant to Section 29 of SDI Ordinance, to be entered in the register referred to therein as at the Latest Practicable Date.

### SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the register required to be kept under Section 16(1) of the SDI Ordinance showed that Next Media had been notified of the following interests, being 10% or more of any class of the issued share capital carrying rights to vote in all circumstances at general meeting of Next Media.

Name	No. of ordinary shares of Next Media	Approximate percentage of interests
Mr. Lai	728,966,935	59.09%

Save as disclosed above, the Directors and the chief executives of Next Media are not aware of any other person or entity who, as at the Latest Practicable Date, was interested, directly or indirectly, in 10% or more of any class of the issued share capital carrying rights to vote in all circumstances at general meeting of any member of the Group.

### LITIGATION

The following are outstanding claims or litigation of material importance against Next Media and its subsidiaries as at the Latest Practicable Date:

**Easy Finder Limited**, a wholly-owned subsidiary of Next Media, has been named as a defendant in:

1. A Hong Kong High Court action commenced on 22 April 1995 for unstated damages for alleged defamatory statements made in *Easy Finder* published on 16 February 1995; and

2. A Hong Kong High Court action commenced on 22 October 1996 for unstated damages for alleged defamatory statements made in *Easy Finder* published on 19 January 1995.

**Next Magazine Publishing Limited**, a wholly-owned subsidiary of Next Media, has been named as a defendant in the following actions:

1. A Hong Kong High Court action commenced on 22 April 1995 for unstated damages for alleged defamation. The other defendant named is *Easy Finder Limited*. The claim relates to alleged defamatory statements in *Next Magazine* published on 30 September 1994 and 27 January 1995 and in *Easy Finder* published on 16 February 1995;
2. A Hong Kong High Court action commenced on 18 November 1995 for unstated damages for alleged defamatory statements made in *Next Magazine* published on 1 June 1995;
3. A Hong Kong High Court action commenced on 14 April 1997 for unstated damages for alleged defamatory statements made in *Next Magazine* published on 31 May 1996;
4. A Hong Kong High Court action commenced on 2 August 1999 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 16 July 1999;
5. A Hong Kong High Court action commenced on 9 December 1999 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 13 November 1998;
6. A Hong Kong High Court action commenced on 4 May 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 13 April 2000;
7. A Hong Kong High Court action commenced on 5 May 2000 for unstated damages for alleged defamatory statements in *Next Magazine* published on 9 March 2000;
8. A Hong Kong High Court action commenced on 13 May 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 9 March 2000;
9. A Hong Kong High Court action commenced on 20 July 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 6, 13 and 27 July 2000;

10. A Hong Kong High Court action commenced on 27 July 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 18 May 2000;
11. A Hong Kong High Court action commenced on 15 September 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 3 August 2000;
12. A Hong Kong High Court action commenced on 31 October 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 12 October 2000. The editor-in-chief of *Next Magazine* was also sued for unstated damaged for defamation in respect of the same statements;
13. A Hong Kong High Court action commenced on 10 April 2001 for an injunction and unstated damages for alleged defamatory statements in *Next Magazine* published on 5 April 2001;
14. A Hong Kong High Court action commenced on 20 June 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 31 May 2001;
15. A Hong Kong High Court action commenced on 14 September 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 13 September 2001;
16. A Hong Kong High Court action commenced on 17 September 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 16 August 2001;
17. A Hong Kong High Court action commenced on 17 September 2001 for unstated damages for alleged defamation. The claim related to alleged defamatory statements in *Next Magazine* published on 16 August 2001;
18. A Hong Kong High Court action commenced on 19 September 2001 for alleged defamation. The claim is related to alleged defamation statements in *Next Magazine* published on 22 September 1995;
19. A Hong Kong High Court action commenced on 19 December 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 19 July 2001; and

20. A Hong Kong High Court action commenced on 26 March 2002 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Next Magazine* published on 7 February 2002. The editor-in-chief of *Next Magazine* was also sued for unstated damages for defamation in respect of the same statements.

**Apple Daily Limited**, a wholly-owned subsidiary of Next Media, has been named as a defendant in the following actions:

1. A Hong Kong High Court action commenced on 2 July 1998 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 6 November 1997;
2. A Hong Kong High Court action commenced on 4 January 1999 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 30 June 1998 and 9 July 1998;
3. A Hong Kong High Court action commenced on 15 May 2000 in relation to a claim for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published from 12 to 15 May 1999 and on 4 and 7 July 1999;
4. A District Court action commenced on 27 October 2000 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 24 August 2000;
5. A Hong Kong High Court action commenced on 24 February 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 22 January 2001;
6. A Hong Kong High Court action commenced on 17 September 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 4, 6, 11 and 16 August 2001; and
7. A Hong Kong High Court action commenced on 15 November 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Apple Daily* published on 22 October 2001. The editor-in-chief and the reporter of *Apple Daily* were also sued for unstated damages for defamation in respect of the same statements.

**Sudden Weekly Limited** has been named as a defendant in a Hong Kong High Court action commenced on 21 August 2001 for unstated damages for alleged defamation. The claim is related to alleged defamatory statements in *Sudden Weekly* published on 18 August 2001.

**Apple Daily Printing Limited** is involved in an arbitration which was commenced in September, 1998. This relates to a dispute with UDL Contracting Limited as contractor for the construction of the printing facility of Apple Daily Printing Limited in Tseung Kwan O in respect of amounts payable under the construction contract for the printing facility.

**Next Media Publishing Limited, Taiwan Branch** has been named as a defendant in a civil action commenced at a Taiwan District Court on 4 October 2001 for alleged defamation. The claim is related to alleged defamatory statements in *Taiwan Next Magazine* published in Taiwan on 16 August 2001.

The above actions were still outstanding as at the Latest Practicable Date. In connection with the acquisition of the entire issued share capital of Database Gateway Limited (“DGL”) by Next Media, which was completed on 26 October 2001 (details of such acquisition are set out in the circular dated 28 September 2001 issued by Next Media), Mr. Lai has entered into a deed of indemnity to provide unlimited personal indemnity in favour of Next Media, and DGL and its subsidiaries (the “DGL Group”) against all payments, claims, suits, damages, settlement payments and any associated costs and expenses after 26 October 2001 arising out of or connected with

- (a) any third party claims (including but not limited to defamation claims, claims for infringement of intellectual property rights and other proceedings and claims arising from the content of *Next Magazine*, *Apple Daily*, *Sudden Weekly* and *Eat & Travel Weekly*) made against the DGL Group on and before 26 October 2001,
- (b) defamation claims, claims for infringement of intellectual property rights and other proceedings and claims which may in the future arise from the content of the newspaper and magazines published by the DGL Group (i.e. *Next Magazine*, *Apple Daily*, *Sudden Weekly* and *Eat & Travel Weekly*) on or at any time before 26 October 2001; and
- (c) the dispute involving Apple Daily Printing Limited and UDL Contracting Limited as described above.

Further, Mr. Lai has procured a bank guarantee in favour of Next Media and the DGL Group in respect of the obligations of Mr. Lai under the indemnity described above for an amount of HK\$60,000,000 for a term of three years for 26 October 2001.

The above proceedings (save as cases 19 and 20 in respect of Next Magazine Publishing Limited and case 7 in respect of Apple Daily Limited which were commenced after 26 October 2001 and the action involving Next Media Publishing Limited, Taiwan Branch) were covered by the indemnity provided by Mr. Lai as described above. Having taken into consideration the indemnity given, and the guarantee procured, by Mr. Lai and the advice from the Group’s internal legal counsel that none of the above proceedings (including the proceedings which are

not covered by the indemnity provided by Mr. Lai) involves any claims that are substantial or are likely to have a material impact upon the accounts of Easy Finder Limited, Next Magazine Publishing Limited, Apple Daily Limited, Sudden Weekly Limited, Apple Daily Printing Limited and Next Media Publishing Limited, the Board is of the opinion that the ultimate liability, if any, of the Group under the above actions would not have a material impact on the financial position of the Group.

As at the Latest Practicable Date, save as disclosed above, neither Next Media nor any other member of the Group was engaged in any litigation or arbitration considered by the Directors to be of material importance and no litigation or claim of such material importance is known to the Directors to be pending or threatened against any member of the Group.

#### **MISCELLANEOUS**

None of the Directors has, or proposes to have, any service contract with Next Media or any member of the Group (excluding contract which is expiring or determinable by the relevant employer within one year without payment of compensation (other than statutory compensation)).

Ms. Lee Yuen Mei, Janis, the secretary of Next Media, is an associate member of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators.

The registered office of Next Media is at 8 Chun Ying Street, Tseung Kwan O Industrial Estate West, Tseung Kwan O, New Territories, Hong Kong.

The share registrars of Next Media is Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.