

NEXTmedia
NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0282)

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 Monday, 30 July 2007 at 11:00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Reports of the Directors and the Auditors and the audited Financial Statements for the year ended 31 March 2007.
2. To declare a Final Dividend and a Special Dividend.
3. To re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Directors.
5. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

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

6. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all of the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options (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 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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 of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the Company, 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 (subject to such exclusions or other arrangements as the Directors, after making enquiry, may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body, or any stock exchange in that place).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all of 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 which may be repurchased by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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.”

8. “**THAT** conditional upon the passing of Resolutions Nos. 6 and 7 set out in the Notice of this Meeting, the aggregate nominal amount of shares of the Company 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 No. 6 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 No. 7 set out in the Notice of this Meeting provided that such amount of shares of the Company so repurchased shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

9. “**THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the 2007 Share Option Scheme (as hereinafter defined) and the grant of options (the “Options”) thereunder, and the listing of and permission to deal in the shares to be issued pursuant to the exercise of any Options granted thereunder, the rules of the share option scheme of the Company adopted on 29 December 2000 and amended on 31 July 2002 (the “Existing Scheme”) be and are hereby terminated and the rules of the proposed share option scheme of the Company (the “2007 Share Option Scheme”, a copy of which has been produced to this Meeting marked ‘A’ and initialled by the chairman of the Meeting for the purpose of identification) be and are hereby adopted, and the Directors of the Company be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue shares pursuant to the exercise of subscription rights attaching to any Options up to 10% of the issued share capital of the Company at the date thereof.”

10. “**THAT** the rules of the share option scheme of Apple Daily Publication Development Limited (“ADPDL”) adopted on 31 July 2002 be and are hereby terminated and the rules of the proposed share option scheme of ADPDL (a copy of which has been produced to this Meeting marked ‘B’ and initialled by the chairman of the Meeting for the purpose of identification) be and are hereby approved and the Directors of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate for the foregoing purpose.”
11. “**THAT** the rules of the share option scheme of Next Media Publishing Limited (“NMPL”) adopted on 31 July 2002 be and are hereby terminated and the rules of the proposed share option scheme of NMPL (a copy of which has been produced to this Meeting marked ‘C’ and initialled by the chairman of the Meeting for the purpose of identification) be and are hereby approved and the Directors of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate for the foregoing purpose.”
12. “**THAT** the authorised share capital of the Company be and is hereby re-classified from HK\$4,600,000,000.00 divided into 2,570,000,000 ordinary shares of HK\$1.00 each and 1,160,000,000 preference shares of HK\$1.75 each (“Preference Shares”) into HK\$4,600,000,000.00 divided into 4,600,000,000 ordinary shares of HK\$1.00 each (“Ordinary Shares”) by:
 - (a) re-designating the Preference Shares as Ordinary Shares; and
 - (b) removing all rights attached to the existing Preference Shares and replacing them with rights identical in all respects to the rights now attaching to the Ordinary Shares to the intent that all existing shares in the Company after such re-classification shall form one and the same class and have the same rights attached thereto and rank pari passu in all respects with each other.”

SPECIAL RESOLUTION

To consider and, if though fit, pass the following as a special resolution:

13. “**THAT** the articles of association of the Company be and are hereby amended in the following manner:
 - (a) by deleting in its entirety Article 4 and by replacing it with the following:

“4. The authorised share capital of the Company is HK\$4,600,000,000.00 divided into 4,600,000,000 ordinary shares of HK\$1.00 each.”;
 - (b) by deleting in its entirety Article 4A;

(c) by deleting in its entirety Article 61 and by replacing it with the following:

“61. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration for the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Members present in person or by proxy and entitled to vote; or
- (c) any Member or Members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (d) any Member or Members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five percent (5%) or more of the total voting rights at such meeting.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has, on a show of hand, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.” ”

By Order of the Board
Cat Wong
Company Secretary

Hong Kong, 4 July 2007

Notes:

1. Any 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 Annual General Meeting or any adjournment thereof.

3. The Register of Members of the Company will be closed from Thursday, 26 July 2007 to Monday, 30 July 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend and 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 25 July 2007.

As at the date of this announcement, the Executive Directors of the Company are Mr. Lai Chee Ying, Jimmy, Mr. Ting Ka Yu, Stephen, Mr. Ip Yut Kin and Mr. Tung Chuen Cheuk and the Independent Non-executive Directors of the Company are Mr. Yeh V-Nee, Mr. Fok Kwong Hang, Terry and Dr. Kao Kuen, Charles.