

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “EGM”) 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 at 3:00 p.m. on Wednesday, 20 February 2013 for the purpose of considering and if thought fit, passing, with or without amendment, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the transactions contemplated under the sale and purchase agreement dated 27 November 2012 (the “Print Sale and Purchase Agreement”, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) between Database Gateway Limited (“DGL”) as the vendor, Global Professional Investment Limited, Newwing Limited, Lucky Bell Holding Limited and 龍寶私人有限公司 (Long Bao Pte. Ltd.*), as the purchasers and the Company as guarantor for DGL, in relation to the disposal by DGL of the entire issued share capital of Amazing Sino International Limited and Ideal Vegas Limited at a total consideration of NT\$16,000 million subject to adjustments as provided under the Print Sale and Purchase Agreement and the proposed reorganisation of the disposal group (the “Print Reorganisation”) be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the Print Sale and Purchase Agreement and to implement and/or give effect to the transactions contemplated thereunder (including the Print Reorganisation) including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

2. **“THAT:**

- (a) the transactions contemplated under the sale and purchase agreement dated 27 November 2012 (the “TV Sale and Purchase Agreement”, a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) between 壹傳媒傳訊播放股份有限公司 (Next Media Broadcasting Limited*) (“NMBL”) and Max Growth B.V. (“Max

Growth”) as the vendors, 華亞媒體股份有限公司(Huaya Media Co., Ltd.*), 勇信開發股份有限公司 (Yong Sin Development Co., Ltd.*), 中諒有限公司 (Tiong Liong Co. Ltd.*) and 成昌投資股份有限公司 (Gainchamp Investment Limited*), as the purchasers and the Company as guarantor for NMBL and Max Growth in relation to the disposal by NMBL of 55% of the entire issued share capital of 壹傳媒電視廣播股份有限公司 (Next TV Broadcasting Limited*) (“Next TV”) and the disposal by Max Growth of 45% of the entire issued share capital of Next TV at a total consideration of NT\$1,500 million subject to adjustments as provided under the TV Sale and Purchase Agreement and the proposed reorganisation of Next TV (the “TV Reorganisation”) be and are hereby approved; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things, execute all such documents and exercise all powers as he considers necessary or expedient or desirable in connection with, or to give effect to, the TV Sale and Purchase Agreement and to implement and/or give effect to the transactions contemplated thereunder (including the TV Reorganisation) including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

Yours faithfully,
By order of the Board
Wong Shuk Ha, Cat
Secretary

Hong Kong, 25 January 2013

* *English names of entities are translated for identification purpose only.*

Notes:

1. Pursuant to the Listing Rules and the Articles of Association of the Company, any vote of member at a general meeting of the Company must be taken by poll except where the chairman of the meeting of the company, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
2. Any member of the Company entitled to attend and vote at the EGM 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.
3. 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 1st Floor, 8 Chun Ying Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. The Register of Members of the Company will be closed from Monday, 18 February 2013 to Wednesday, 20 February 2013, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining entitlement to attend the EGM. In order to be eligible to attend and vote at the EGM, 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 4:30 p.m. on Friday, 15 February 2013.

As at the date of this announcement, the board of directors of the Company comprises:

Executive Directors:

Mr. Lai Chee Ying, Jimmy (*Chairman*)

Mr. Cheung Ka Sing, Cassian

Mr. Ting Ka Yu, Stephen

Mr. Ip Yut Kin

Independent Non-executive Directors:

Mr. Fok Kwong Hang, Terry

Mr. Wong Chi Hong, Frank

Dr. Lee Ka Yam, Danny