
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

**PROPOSALS FOR
ADOPTION OF THE SUBSIDIARY SHARE OPTION SCHEMES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Next Media Limited to 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, 11 October 2010 at 3:00 p.m. is set out on pages 13 to 14 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of Next Media Limited at 1st Floor, 8 Chun Ying Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish.

21 September 2010

CONTENTS

	<i>PAGE</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX — SUMMARY OF THE PRINCIPAL TERMS OF THE SUBSIDIARY SHARE OPTION SCHEMES	7
NOTICE OF EXTRAORDINARY GENERAL MEETING	13

DEFINITIONS

In this circular and the appendix to it, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of directors of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32), as amended from time to time
“Company”	Next Media Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Controlling Shareholder”	Mr. Lai Chee Ying, Jimmy who as at the Latest Practicable Date held 1,786,133,165 Shares, representing approximately 74.04% of the total issued Shares of the Company
“Directors”	the directors of the Company
“EGM Notice”	the notice convening the Extraordinary General Meeting, which is set out on pages 13 to 14 of this circular
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 3:00 p.m. on Monday, 11 October 2010 at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 September 2010, the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing”	the listing on an internationally recognised stock exchange whether in Hong Kong or elsewhere of the Subsidiary or its intermediate holding company (except for the Company, which is already listed on the Stock Exchange) or such other company that then holds the business conducted or to be conducted by the Subsidiary and its subsidiaries after the date of adoption of the Subsidiary Share Option Scheme
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Next TV”	Next TV Broadcasting Limited, a private company incorporated in Taiwan with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Next TV Share Option Scheme”	the share option scheme of Next TV to be approved by the Shareholders
“NMES”	Next Multi-media Entertainment Services Limited, a private company incorporated in Taiwan with limited liability and an indirect wholly-owned subsidiary of the Company
“NMES Share Option Scheme”	the share option scheme of NMES to be approved by the Shareholders
“NMLE”	Next Media Lifestyle Entertainment Services Limited, a private company incorporated in Taiwan with limited liability and an indirect wholly-owned subsidiary of the Company
“NMLE Share Option Scheme”	the share option scheme of NMLE to be approved by the Shareholders
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company, or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	Next TV, NMES or NMLE, as the case may be
“Subsidiary Scheme Limit”	the limit imposed under the rules of the Subsidiary Share Option Scheme on the total number of shares in the Subsidiary which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Subsidiary Share Option Scheme and other share option schemes of the Subsidiary, being 30% of the shares in the Subsidiary in issue from time to time
“Subsidiary Scheme Mandate Limit”	the limit imposed under the rules of the Subsidiary Share Option Scheme on the total number of shares in the Subsidiary which may be issued upon exercise of all options to be granted under the Subsidiary Share Option Scheme and all other share option schemes of the Subsidiary, being 10% of the shares in the Subsidiary in issue as at the adoption date of the Subsidiary Share Option Scheme, equivalent to 500,000 shares of Next TV, 50,000 shares of NMES and 12,000 shares of NMLE

DEFINITIONS

“Subsidiary Share Option Schemes”	the Next TV Share Option Scheme, NMES Share Option Scheme and NMLE Share Option Scheme, a summary of the principal terms of which is set out in the Appendix of this circular
“Subsidiary Share Option Scheme Participant(s)”	employee(s) of the Subsidiary
“Taiwan”	Republic of China

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

Executive Directors:

Lai Chee Ying, Jimmy (*Chairman*)
Chu Wah Hui (*Chief Executive Officer*)
Cheung Ka Sing, Cassian (*Co-Chief Executive Officer*)
Ting Ka Yu, Stephen (*Chief Operating Officer and
Chief Financial Officer*)
Ip Yut Kin

Registered office:

1st Floor
8 Chun Ying Street
Tseung Kwan O Industrial Estate
Tseung Kwan O
New Territories
Hong Kong

Independent Non-Executive Directors:

Lee Ka Yam, Danny
Fok Kwong Hang, Terry
Wong Chi Hong, Frank

21 September 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
ADOPTION OF THE SUBSIDIARY SHARE OPTION SCHEMES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Extraordinary General Meeting to be held on Monday, 11 October 2010 and to provide you with information regarding adoption of the Subsidiary Share Option Schemes to be proposed at the Extraordinary General Meeting.

ADOPTION OF THE SUBSIDIARY SHARE OPTION SCHEMES

The Company's three indirect wholly-owned subsidiaries, Next TV, NMES and NMLE, propose to adopt the Next TV Share Option Scheme, NMES Share Option Scheme and NMLE Share Option Scheme respectively. The three schemes are on substantially similar terms except for the name of the subject company and are designed to provide their respective employees with the opportunity to acquire proprietary interests in them, which will encourage the grantees of such options to work towards enhancing the value of Next TV, NMES and NMLE, respectively and for the benefit of the Company as a whole.

LETTER FROM THE BOARD

Next TV is the licence holder and operator of the Group's television and broadcasting businesses in Taiwan. NMES and NMLE are engaged in the provisions of television related entertainment services in Taiwan.

As at the Latest Practicable Date, there were no other share option schemes put in place by Next TV, NMES or NMLE.

The shares to be issued upon an exercise of the options granted under the Subsidiary Share Option Schemes will be shares in Next TV, NMES and NMLE (as the case may be), not the Company's Shares.

None of the Directors are trustees of the Subsidiary Share Option Schemes or have any direct or indirect interests in such trustees.

The respective board of directors of Next TV, NMES and NMLE (as the case may be) has given its approval for the adoption of the Subsidiary Share Option Schemes conditional on the approval by the Shareholders at the Extraordinary General Meeting. A summary of the principal terms of the Subsidiary Share Option Schemes is set out in Appendix of this circular. Copies of the Subsidiary Share Option Schemes documents will be available for inspection at the Company's registered office at 1st Floor, 8 Chun Ying Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong from (and including) Tuesday, 21 September 2010 and up to and including Monday, 11 October 2010 and at the Extraordinary General Meeting.

Each of the Subsidiary Share Option Schemes complies with the applicable requirements under Chapter 17 of the Listing Rules.

EXTRAORDINARY GENERAL MEETING

The EGM Notice is set out on pages 13 to 14 of this circular. Ordinary resolution in respect of the adoption of each of the Subsidiary Share Option Schemes will be proposed at the Extraordinary General Meeting.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the Extraordinary General Meeting will therefore demand voting on the resolutions set out in the EGM Notice be taken by way of poll pursuant to article 61 of the Articles of Association.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the adoption of the Subsidiary Share Option Schemes are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of all the ordinary resolutions to be proposed at the Extraordinary General Meeting.

The Controlling Shareholder has indicated that he intends to vote in favour of all the ordinary resolutions to be proposed at the Extraordinary General Meeting in respect of his holding of Shares.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

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

Yours faithfully,
By order of the Board
Lai Chee Ying, Jimmy
Chairman

The following is a summary of the principal terms of the Subsidiary Share Option Scheme:

1. The purpose of the Subsidiary Share Option Scheme is to provide Subsidiary Share Option Scheme Participants (as described in paragraph 3 below) with the opportunity to acquire proprietary interests in the Subsidiary and to encourage them to work towards enhancing the value of the Subsidiary and its shares for the benefit of the Subsidiary and its shareholders as a whole.
2. The Subsidiary Share Option Scheme is to be administered by the board of directors of the Subsidiary, and the decisions of the board of directors of the Subsidiary shall be final and binding on all parties. The board of directors of the Subsidiary shall have the right to (i) interpret and construe the provisions of the Subsidiary Share Option Scheme, (ii) determine the persons who will be offered options under the Subsidiary Share Option Scheme, and the number of shares and subscription price within the terms of the Subsidiary Share Option Scheme, subject to the terms described in paragraphs 6, 7 and 11 below, in relation to such options, (iii) subject to the terms described in paragraph 21 below, make such appropriate and equitable adjustments to the terms of the options granted under the Subsidiary Share Option Scheme as it deems appropriate (including the minimum period for which an option must be held or performance target), and (iv) make such other decisions or determinations as it shall deem appropriate in the administration of the Subsidiary Share Option Scheme to incentivize the grantees to contribute to the Subsidiary so as to enhance the value of the Subsidiary and its shares.
3. The Subsidiary Share Option Scheme Participants are any employee(s) of the Subsidiary whose eligibility shall be determined in the sole discretion of the board of directors of the Subsidiary on the basis of his contribution or potential contribution to the growth and development of the Subsidiary.
4. The board of directors of the Subsidiary is entitled, at any time on a business day within the period commencing from the adoption date of the Subsidiary Share Option Scheme and expiring on the earlier of (a) the date of the Listing or (b) the tenth anniversary of the adoption date of the Subsidiary Share Option Scheme, to make an offer to any Subsidiary Share Option Scheme Participant in its absolute discretion to take up an option, pursuant to which such Subsidiary Share Option Scheme Participant may subscribe for such number of shares in the Subsidiary as the board of directors of the Subsidiary may determine at the subscription price.

5. Each grant of options to any director, chief executive or substantial shareholder of the Subsidiary or of the Company, or any of their respective associates (as defined in the Listing Rules), shall for so long as the Subsidiary remains a subsidiary of the Company, be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the proposed grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the shares in the Subsidiary which may be issued and to be issued upon exercise of all options already granted and to be granted (including options redeemed, exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (a) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the shares in the Subsidiary in issue; and
 - (b) having an aggregate net asset value, assuming such options were exercised, based on the then latest audited consolidated accounts of the Subsidiary, in excess of HK\$5 million (or such other amount as may from time to time be specified by the Stock Exchange),

such grant of options must be approved (voting by way of poll) by the Shareholders by resolution on which all connected persons (as defined in the Listing Rules) of the Company must abstain from voting (except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders of the Company in connection therewith).

6. The overall limit on the number of shares in the Subsidiary which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Subsidiary Share Option Scheme and other share option schemes of the Subsidiary must not exceed the Subsidiary Scheme Limit. No options will be granted under the Subsidiary Share Option Scheme at any time if such grant will result in the Subsidiary Scheme Limit being exceeded.

The total number of shares in the Subsidiary which may be issued upon exercise of all options to be granted under the Subsidiary Share Option Scheme and all other share option schemes of the Subsidiary shall not exceed the Subsidiary Scheme Mandate Limit, subject to refresher of the Subsidiary Scheme Mandate Limit as referred to below. Options lapsed in accordance with the terms of the Subsidiary Share Option Scheme or any other share option schemes of the Subsidiary shall not be counted for the purpose of calculating the Subsidiary Scheme Mandate Limit.

The Subsidiary may refresh the Subsidiary Scheme Mandate Limit at any time subject to prior approval of the board of directors of the Subsidiary and for so long as the Subsidiary remains a subsidiary of the Company, the prior approval of the Shareholders of the Company in general meeting. However, the Subsidiary Scheme Mandate Limit as refreshed must not exceed 10% of the shares in the Subsidiary in issue as at the date of the aforesaid Shareholders' approval or if no Shareholders' approval is necessary, the date of approval by the board of directors of the Subsidiary. Options previously granted under the Subsidiary Share Option Scheme and any other share option schemes (including those

outstanding, cancelled or lapsed in accordance with the schemes or exercised) will not be counted for the purpose of calculating the limit as refreshed. A circular with relevant information as required under the Listing Rules must be sent to the Shareholders (for so long as the Subsidiary remains a subsidiary of the Company) and directors of the Subsidiary in connection with the meetings at which their approval will be sought.

The Subsidiary may seek separate approval of its directors and for so long as the Subsidiary remains a subsidiary of the Company, the Shareholders in general meeting for granting options beyond the Subsidiary Scheme Mandate Limit provided the options in excess of the Subsidiary Scheme Mandate Limit are granted only to Subsidiary Share Option Scheme Participants specifically identified by the Subsidiary before such approval is sought. A circular with relevant information as required under the Listing Rules must be sent to the Shareholders of the Company (if necessary) and directors of the Subsidiary containing, amongst others, a generic description of the identified Subsidiary Share Option Scheme Participants, the number and terms of the options to be granted, the purpose of granting options to the identified Subsidiary Share Option Scheme Participants, and any explanations as to how the terms of these options serve such purpose.

7. The total number of shares in the Subsidiary which may be issued and to be issued upon exercise of the options granted and to be granted to each Subsidiary Share Option Scheme Participant or grantee (including both redeemed and outstanding options) in any 12-month period must not exceed 1% of the shares in issue. Any further grant of options (including redeemed, cancelled and outstanding options) in excess of 1% of the shares in issue must be subject to separate approval by directors of the Subsidiary and, for so long as the Subsidiary remains a subsidiary of the Company, separate Shareholders' approval in general meeting of the Company with such grantee and his associates (as such term is defined in the Listing Rules) abstaining from voting. A circular with relevant information as required under the Listing Rules must be sent to the directors of the Subsidiary and, for so long as the Subsidiary remains a subsidiary of the Company, the Shareholders disclosing, amongst others, the identity of the Subsidiary Share Option Scheme Participant or grantee (as the case may be) and the number and terms of the options granted and proposed to be granted. The number and terms (including the subscription price) of options to be granted to such grantee must be fixed before Shareholders' approval(s) is(are) sought and the date of the board meeting of the Subsidiary for proposing such further grant should be taken as the date of grant.
8. The board of directors of the Subsidiary will determine and inform all grantees the relevant exercise period of the options. In any event the option period shall be and not later than the date falling six months prior to the lodgement of an application with the relevant stock exchange for the Listing or 10 years from the date of adoption of the Subsidiary Share Option Scheme, whichever is the earlier.
9. The Subsidiary Share Option Scheme does not specify the requirements as to minimum period for which an option must be held or minimum performance targets that must be reached before the option can be exercised in whole or in part. The offer shall specify the terms on which the option is to be granted. Such terms may include (i) minimum periods for which an option must be held; and/or (ii) minimum performance targets that must be

reached before the option can be exercised in whole or in part; and/or (iii) such other terms as may be imposed at the discretion of the board of directors of the Subsidiary either on a case-by-case basis or generally.

10. An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of shares in the Subsidiary in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of the Subsidiary of NT\$10.00 by way of consideration for the grant thereof, is received by the Subsidiary within 14 days from the date on which the letter containing the offer is delivered to the Subsidiary Share Option Scheme Participant. Such remittance shall not be refundable in any circumstances.
11. (a) Subject to paragraph (b) below, the subscription price shall be determined solely by the board of directors of the Subsidiary but shall always be higher than or equal to the nominal value of a share of the Subsidiary.

(b) No option may be granted (or if granted before then will automatically lapse) either after the Subsidiary has resolved to seek a Listing or during the period commencing 6 months before the lodgement of an application with the relevant stock exchange for the Listing and at any time thereafter.
12. The shares in the Subsidiary to be allotted upon the exercise of an option will be subject to all the provisions of the articles of incorporation of the Subsidiary for the time being in force and will rank *pari passu* with the fully paid shares in issue at the time when the subscription price in respect of such shares are received by the Subsidiary. Prior to the subscription price in respect of such shares are received by the Subsidiary, a grantee shall not have any voting rights, transfer rights or rights to participate in any dividends or distributions or any rights arising on a liquidation of the Subsidiary, in respect of the shares to be issued upon the exercise of the option. After the subscription price in respect of the shares in the Subsidiary to be allotted upon the exercise of an option are received by the Subsidiary, the grantee shall have voting rights, transfer rights or rights to participate in any dividends or distributions or any rights arising on a liquidation of the Subsidiary in respect of such shares.
13. Subject to the provisions of the rules of the scheme, the Subsidiary Share Option Scheme shall be valid and effective for the period set out in paragraph 4. After the Listing or the expiry of the 10-year period from the date of adoption of the Subsidiary Share Option Scheme, whichever is earlier, no further options shall be offered or granted and no options shall be exercisable.
14. An option shall lapse automatically (to the extent not already exercised) on the earliest of:
 - (i) the expiry of the option period as stipulated in the offer letter;
 - (ii) the date of the commencement of the winding-up of the Subsidiary;
 - (iii) on termination of the Subsidiary Share Option Scheme in accordance with paragraph 18;

- (iv) the expiry of the Subsidiary Share Option Scheme in accordance with paragraph 13;
 - (v) the date when the Subsidiary resolves to seek a Listing;
 - (vi) the date which is six months before the lodgement of an application for a Listing;
 - (vii) the date on which the grantee commits a breach of paragraph 19; and
 - (viii) the date on which the grantee ceases to be employed by the Subsidiary.
15. In the event of any capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital of the Subsidiary, while any option granted remains exercisable, such corresponding adjustment (if any) shall be made to (a) the number of shares subject to any option so far as such option remains unexercised and subject to the Subsidiary Share Option Scheme and/or (b) the subscription price, provided that any such adjustment must comply with Chapter 17 of the Listing Rules, the supplemental guidance issued on 5 September 2005 by the Stock Exchange entitled “Supplemental Guidance on Main Board Listing Rule 17.03(13)/GEM Listing Rule 23.03(13) and the note immediately after the Rule” and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time.
- The auditor for the time being of the Subsidiary shall certify in writing any adjustment made is in its opinion fair and reasonable.
- No such adjustment shall be made the effect of which would be to enable a share in the Subsidiary to be issued at less than its nominal value.
16. Any options granted but not exercised may be cancelled and new options may be granted to the grantee provided that such new options fall within the limits prescribed by the provisions of the Subsidiary Share Option Scheme, excluding the cancelled options, and are otherwise granted in accordance with the terms of the Subsidiary Share Option Scheme. The grantee shall not be entitled to any redemption or compensation or benefits whatsoever and shall have no claim against the Subsidiary.
17. The shares in the Subsidiary issued on exercise of the options will on issue be identical to the then existing issued shares of the Subsidiary.
18. The board of directors of the Subsidiary may at any time terminate the operation of the Subsidiary Share Option Scheme and in such event no further options will be offered or granted. Options which are granted during the life of the Subsidiary Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the Subsidiary Share Option Scheme shall lapse immediately upon termination of the Subsidiary Share Option Scheme.
19. An option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any option. Any breach of the foregoing shall entitle the Subsidiary to cancel any outstanding option or part thereof granted to such grantee without incurring any liability on the part of the Subsidiary.

20. The Subsidiary shall, subject that the grantee having fulfilled the terms and conditions of the options (if any), redeem and cancel a particular option by paying the grantee in cash at the subscription price in the earliest of any the following circumstances before the Listing:
- (i) upon the grantee ceasing to be a Subsidiary Share Option Scheme Participant for any reason (other than his or her resignation or on the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the board of directors of the Subsidiary) on any other grounds on which the Subsidiary would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Subsidiary or as a result of mandatory dismissal under the relevant laws and regulations);
 - (ii) upon the change in control of the Subsidiary (other than pursuant to a reorganisation for the Listing) and for the purpose of this paragraph 20(ii), "change in control" occurs when the Subsidiary ceases to be a subsidiary of the Company; and
 - (iii) in such other circumstances as the board of directors of the Subsidiary considers appropriate either generally or on a case-by-case basis provided that if the grantee is a connected person or an associate of a connected person of the Company (within the meaning of the Listing Rules) and for so long as the Subsidiary remains a subsidiary of the Company, such redemption shall be approved both by, a resolution of the directors of the Subsidiary and (b) the independent non-executive directors of the Company or a board committee of the Company with the majority of which is independent non-executive directors of the Company.
21. The Subsidiary Share Option Scheme may be altered in any respect by resolution of the board of directors of the Subsidiary except those specific provisions of the Subsidiary Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules (namely the definitions of "Option Period", "Participant" and "Grantee" and the provisions in the rules of the Subsidiary Share Option Scheme in relation to matters set out in paragraphs 1, 4 to 17, 19 and 21 in this Appendix) which cannot be altered to the advantage of the Subsidiary Share Option Scheme Participants and no changes to the authority of the directors or administrator of the Subsidiary Share Option Scheme in relation to any alteration of the terms of the Subsidiary Share Option Scheme shall be made, without the prior approval of shareholders of the Subsidiary and for so long as the Subsidiary remains a subsidiary of the Company, the prior approval of the Shareholders in general meeting. Any alterations to the terms and conditions of the Subsidiary Share Option Scheme which are of a material nature or any change to the terms of options granted must be approved by the shareholders of the Subsidiary and for so long as the Subsidiary remains a subsidiary of the Company, approved by the Shareholders, except where the alterations take effect automatically under the existing terms of the Subsidiary Share Option Scheme. The Subsidiary Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

NOTICE IS HEREBY GIVEN THAT the Extraordinary 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, 11 October 2010 at 3:00 p.m. for the purpose of considering and if thought fit, passing, with or without amendment, the following ordinary resolutions:

1. “**THAT** the rules of the proposed share option scheme of Next TV Broadcasting Limited (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 approved and the Directors of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the scheme.”
2. “**THAT** the rules of the proposed share option scheme of Next Multi-media Entertainment Services Limited (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 to implement and give effect to the scheme.”
3. “**THAT** the rules of the proposed share option scheme of Next Media Lifestyle Entertainment Services Limited (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 to implement and give effect to the scheme.”

By Order of the Board
Wong Shuk Ha, Cat
Company Secretary

Hong Kong, 21 September, 2010

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Listing Rules and the Articles of Association of the Company, any vote of member at a general meeting must be taken by poll.
2. Any member of the Company entitled to attend and vote at the Extraordinary 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.
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 Extraordinary General Meeting or any adjournment thereof.
4. The Register of Members of the Company will be closed from Friday, 8 October 2010 to Monday, 11 October 2010, both days inclusive, during which period no transfer of shares will be registered, for the purpose of ascertaining entitlement to attend the Extraordinary General Meeting. In order to be eligible to attend and vote at the Extraordinary 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 Thursday, 7 October 2010.