
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: 0282)

PROPOSAL FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Next Media Limited. 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, there are no other facts the omission of which would make any statement herein misleading.

A notice convening the Annual 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 Wednesday, 19 July 2006 at 11:00 a.m. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend the Annual 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 8 Chun Ying Street, Tseung Kwan O Industrial Estate West, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

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DEFINITIONS

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

| | |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “ADPDL” | Apple Daily Publication Development Limited, a private company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company |
| “ADPDL Share Option Scheme” | The share option scheme adopted by ADPDL on 31 July 2002 |
| “AGM Notice” | the notice convening the Annual General Meeting, which is set out on pages 11 to 14 of this circular |
| “Annual General Meeting” | the annual general meeting of the Company to be held on Wednesday, 19 July 2006 at 11:00 a.m. |
| “Articles of Association” | the memorandum and articles of association of the Company as amended, supplemented or modified from time to time |
| “Board” | the board of directors of the Company |
| “Company” | Next Media Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange |
| “Companies Ordinance” | the Companies Ordinance (Chapter 32), as amended from time to time |
| “Controlling Shareholder” | Mr. Lai Chee Ying, Jimmy who held 1,043,133,165 Shares, representing approximately 69.93 percent of the total issued Shares of the Company, as at the Latest Practicable Date |
| “Directors” | the directors of the Company |
| “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” | 21 June 2006, the latest practicable date for ascertaining certain information for inclusion in this circular |

DEFINITIONS

| | |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Preference Share(s)” | 2 percent convertible non-voting non-cumulative preference share(s) of HK\$1.75 each in the capital of the Company, all of which are beneficially owned by the Controlling Shareholder |
| “Repurchase Proposal” | the proposed general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution on the Stock Exchange, Shares representing up to a maximum of 10 percent of the issued share capital of the Company as at the date of passing the Repurchase Resolution |
| “Remuneration Committee” | the remuneration committee established by the Board on 15 March 2005 with specific terms of reference with primary responsibility for reviewing and developing all policies appertaining to the remuneration of the Directors and members of senior management |
| “Repurchase Resolution” | the proposed ordinary resolution as referred to in Resolution No. 7 of the AGM Notice |
| “Securities and Futures Ordinance” | the Securities and Futures Ordinance (Chapter 571), as amended from time to time |
| “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 |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |

LETTER FROM THE BOARD

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0282)

Executive Directors:

Lai Chee Ying, Jimmy (*Chairman*)

Ting Ka Yu, Stephen

Ip Yut Kin

Tung Chuen Cheuk

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

Kao Kuen, Charles

26 June 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting to be held on Wednesday, 19 July 2006 and to provide you with information regarding ordinary resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Directors and (ii) the granting to the Directors of general mandates to allot and issue and repurchase Shares of the Company.

RE-ELECTION OF DIRECTORS

Pursuant to Articles 84 and 85 of the Articles of Association, at every annual general meeting, one-third of the relevant number of Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. Accordingly, Mr. Ip Yut Kin and Mr. Yeh V-Nee will retire from office and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of such Directors are set out in Appendix I of this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 July 2005, a general mandate was granted to the Directors to exercise the power of the Company to allot and issue Shares (and securities convertible into Shares). This mandate will expire at the conclusion of the Annual General Meeting. Accordingly, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a general mandate to allot and issue Shares (and securities convertible into Shares) with an aggregate nominal amount not exceeding 20 percent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution. This 20 percent limit will not apply to Shares that may be issued pursuant to, inter alia, (i) a rights issue, and (ii) the exercise of subscription rights under any employee share option scheme.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 July 2005, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares representing up to a maximum of 10 percent of the aggregate nominal amount of the issued share capital of the Company. This mandate will expire at the conclusion of the Annual General Meeting. Accordingly, the Repurchase Resolution will be proposed at the Annual General Meeting. In accordance with the rules regulating the repurchase of securities on the Stock Exchange, an explanatory statement providing the requisite information relating to the Repurchase Proposal is set out in Appendix II of this circular.

EXTENSION OF SHARE ISSUE MANDATE

Subject to the passing at the Annual General Meeting of the Repurchase Resolution and the proposed resolution regarding the general mandate to issue Shares, an ordinary resolution will be proposed at the Annual General Meeting to approve the addition to the general mandate to allot and issue new Shares (as referred to above) those number of Shares that may be repurchased by the Company under the Repurchase Resolution.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 11 to 14 of this circular. A form of proxy for use at the Annual General Meeting is enclosed.

The Register of Members of the Company will be closed from Monday, 17 July 2006 to Wednesday, 19 July 2006, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend and to be eligible to attend and vote at the Annual General Meeting, 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 Friday, 14 July 2006.

LETTER FROM THE BOARD

Pursuant to Article 61 of the Articles of Association, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of 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 general meeting;
- (b) at least three Shareholders present in person or by proxy and entitled to vote;
- (c) any Shareholder(s) present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the general meeting; or
- (d) any Shareholder(s) present in person or by proxy and holding Shares conferring a right to attend and vote at the general 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.

RECOMMENDATION

The Directors consider that the general mandate to allot and issue Shares and the Repurchase Proposal are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of all of the ordinary resolutions to be proposed as special business at the Annual General Meeting.

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

Yours faithfully,
By Order of the Board
Stephen Ting
Director

Pursuant to Articles 84 and 85, Mr. Ip Yut Kin and Mr. Yeh V-Nee shall retire at the Annual General Meeting (being Directors retiring by rotation) and, being eligible, offer themselves for re-election at the Annual General Meeting. Their details are as follows:

Mr. Ip Yut Kin, aged 54, a Director of the Company since November 2001. Mr. Ip joined *Apple Daily* as Deputy Editor-in-Chief in 1995, and he was promoted to Editor-in-Chief the following year. In February 2002, Mr. Ip was appointed as Apple Daily Limited's Chief Executive Officer. In October of the same year, he became Chief Executive Officer of Apple Daily Publication Development Limited, where his responsibilities include overseeing the operations of *Taiwan Apple Daily*. A graduate of the National Chengchi University of Taiwan with a Bachelor of Social Sciences (Journalism) degree, Mr. Ip has worked with many leading Hong Kong newspapers during his long journalistic career, which has spanned more than 29 years.

Other than in his capacity as a Director and by virtue of his shareholding interests in the Company (details of which are described below), Mr. Ip has no business relationship with the other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Ip also did not have directorship held in other public companies in the last three years.

As at the Latest Practicable Date and as notified to the Company for the purposes of Part XV of the Securities and Futures Ordinance, Mr. Ip had a total personal interest and family interest in 11,972,377 Shares, representing approximately 0.8 percent of the issued share capital of the Company. Mr. Ip also had a derivative interest in respect of 200,000 ordinary shares of HK\$0.01 each in the capital of ADPDL within the meaning of Part XV of the Securities and Futures Ordinance, which represents Mr. Ip's entitlement to subscribe for 200,000 ordinary shares in ADPDL under the ADPDL Share Option Scheme.

Mr. Ip has a service contract with Apple Daily Publication Development Limited, a wholly-owned subsidiary of the Company. Pursuant to his service contract, Mr. Ip is entitled to receive a monthly salary of HK\$157,405 on a 13-month basis and certain allowances for his secondment to Taiwan. He is also entitled to a discretionary bonus pegged to performance. Such emoluments are determined by reference to job responsibilities, the Group's performance and profitability as well as remuneration benchmark in the industry. He is also entitled to receive a Director's fee, currently being HK\$200,000 per annum, as may be reviewed by the Remuneration Committee and determined by the Board with reference to his responsibilities and prevailing market practices by the end of the year ending 31 March 2007 subject to an authority being granted by the Shareholders at the Annual General Meeting. Mr. Ip received emoluments including salaries and other benefits in the total amount of HK\$3,096,843 and a Director's fee of HK\$200,000 for the year ended 31 March 2006.

Save as disclosed above, there is no information relating to Mr. Ip which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Yeh V-Nee, aged 47, a qualified US attorney-at-law, was appointed as a Director of the Company in January 2000. Following his graduation from Columbia University's School of Law in the USA, Mr. Yeh was admitted as a member of the California Bar Association in 1984. He is a co-founder of Value Partners Limited and VP Private Equity Limited, and he sits on a number of prominent committees. These include the Listing Committee of the Stock Exchange, the Takeovers & Mergers Panel and the Takeovers Appeals Committee of the Securities & Futures Commission. Mr. Yeh is also the Chairman of Hsin Chong Construction Group Limited and of Argyle Street Management Limited, a US\$500 million Asian distressed asset management firm. He is also a director of Arnhold Holdings Limited, China Travel International Investment Hong Kong Limited, Hysan Development Company Limited, Kingway Brewery Holdings Limited, Ocean Grand Chemicals Holdings Limited (all being listed companies in Hong Kong) and Transpac Industrial Holdings Limited (a listed company in Singapore). Save as disclosed above, Mr. Yeh does not hold and has not held any directorships in other public companies in the last three years.

Other than in his capacity as a Director and by virtue of his shareholding interests in the Company (details of which are described below), Mr. Yeh has no business relationship with the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and as notified to the Company for the purposes of Part XV of the Securities and Futures Ordinance, Mr. Yeh had a total personal interest in 300,000 Shares, representing approximately 0.02 percent of the issued share capital of the Company.

Mr. Yeh does not have a service contract with the Company. He has been appointed for a fixed term expiring on 31 March 2007, subject to the requirements of the Articles of Association relating to the rotation and re-election of Directors. Mr. Yeh received a Director's fee of HK\$200,000 for the year ended 31 March 2006. He is also entitled to receive a Director's fee, currently being HK\$200,000 per annum, as may be reviewed by the Remuneration Committee and determined by the Board with reference to his responsibilities and prevailing market practices by the end of the year ending 31 March 2007 subject to an authority being granted by the Shareholders at the Annual General Meeting.

Save as disclosed above, there is no information relating to Mr. Yeh which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

This Appendix contains an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Proposal. It also constitutes a memorandum as required under Section 49BA(3) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,491,643,281 Shares and 920,000,000 Preference Shares. The Preference Shares are not traded on the Stock Exchange. Subject to the passing of the Repurchase Resolution and on the basis that no other Shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Repurchase Proposal, the Company would be authorised under the Repurchase Resolution to repurchase a maximum of 149,164,328 Shares (representing not more than 10 percent of the issued share capital of the Company traded on the Stock Exchange as at the Latest Practicable Date).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of Shareholder value and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the laws of Hong Kong. The Companies Ordinance provides that a share repurchase may only be made out of the distributable profits of the Company and/or the proceeds of a new issue of Shares.

A material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2006, the most recent published audited financial statements of the Company) may occur in the event that the general mandate under the Repurchase Proposal is utilised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate under the Repurchase Proposal to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

| | Shares | |
|----------------|----------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| June 2005 | 3.726 | 3.250 |
| July 2005 | 3.700 | 3.325 |
| August 2005 | 3.725 | 3.175 |
| September 2005 | 3.625 | 3.375 |
| October 2005 | 3.500 | 2.825 |
| November 2005 | 3.175 | 2.875 |
| December 2005 | 4.025 | 3.150 |
| January 2006 | 3.900 | 3.575 |
| February 2006 | 4.600 | 3.700 |
| March 2006 | 4.550 | 4.150 |
| April 2006 | 4.400 | 3.875 |
| May 2006 | 4.500 | 3.950 |

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Proposal and in accordance with the Listing Rules and the laws of Hong Kong.

6. TAKEOVERS CODE

If, on the exercise of the general mandate to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and may, in certain circumstances, become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholder held 1,043,133,165 Shares representing approximately 69.93 percent of the issued share capital of the Company. As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the Controlling Shareholder and Madam Li Wan Kam, Teresa, who is the spouse of the Controlling Shareholder and is deemed to be interested in the Shares held by the Controlling Shareholder, are the only persons who are interested in 10 percent or more of the issued Shares. The Preference Shares of the Company do not carry any voting rights and are not listed on the Stock Exchange.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, the shareholding of the Controlling Shareholder and the deemed interest of Madam Li Wan Kam, Teresa would be increased to approximately 77.70 percent of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Directors have no intention to exercise the power to repurchase Shares to such an extent when the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. MISCELLANEOUS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Proposal is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified it of a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0282)

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, 19 July 2006 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 2006.
2. To declare a Final 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);

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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”.

By Order of the Board
Cat Wong
Company Secretary

Hong Kong, 26 June 2006

NOTICE OF ANNUAL GENERAL MEETING

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 Monday, 17 July 2006 to Wednesday, 19 July 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final 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 Friday, 14 July 2006.

NEXTmedia

NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0282)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We, (Note 1) _____

of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$1.00 each in the ordinary share capital of Next Media Limited (the "Company"), HEREBY APPOINT (Note 3) THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or

_____ of _____
as my/our proxy to act for me/us at the said Meeting (or at any adjournment thereof) of the Company, 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 Wednesday, 19 July 2006 at 11:00 a.m. for the purpose of considering the resolutions set out in the Notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if no such indication is given as my/our proxy thinks fit.

| | RESOLUTIONS | FOR (Note 4) | AGAINST (Note 4) |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|---------------------|
| 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 2006 | | |
| 2. | To declare a Final Dividend | | |
| 3. | (A) To re-elect Mr. Ip Yut Kin as an Executive Director | | |
| | (B) To re-elect Mr. Yeh V-Nee as an Independent Non-executive Director | | |
| 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 | | |
| 6. | To give a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20 percent of the issued share capital of the Company | | |
| 7. | To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 percent of the issued share capital of the Company | | |
| 8. | To extend the mandate granted under the above Resolution No. 6 by adding the aggregate amount of shares repurchased by the Company pursuant to the mandate granted under the above Resolution No. 7 | | |

Signature (Note 5): _____

Date: _____ 2006

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is appointed, strike out "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged 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 adjourned Meeting.
7. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.