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NEXT MEDIA LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an 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 Thursday, 31 July 2014 at 3:30 p.m. (or immediately after the conclusion of an annual general meeting of the Company to be held at 3:00 p.m. on the same day) to consider and, if thought fit, passing, with or without amendments, the following ordinary resolutions:–

ORDINARY RESOLUTIONS

1. **“THAT** the allotment and issue of an aggregate of 330,000 ordinary shares of the Company (“Shares”) to Mr. Fok Kwong Hang, Terry, an independent non-executive director of the Company, at an aggregate subscription price of HK\$33, subject to obtaining approval for the listing of and permission to deal in such new Shares and certain vesting conditions, be and is hereby approved and the directors of the Company (“Directors”) be and are hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said Shares to Mr. Fok Kwong Hang, Terry.”
2. **“THAT** the allotment and issue of an aggregate of 300,000 Shares to Mr. Wong Chi Hong, Frank, an independent non-executive director of the Company, at an aggregate subscription price of HK\$30, subject to obtaining approval for the listing of and permission to deal in such new Shares and certain vesting conditions, be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said Shares to Mr. Wong Chi Hong, Frank.”
3. **“THAT** the allotment and issue of an aggregate of 300,000 Shares to Dr. Lee Ka Yam, Danny, an independent non-executive director of the Company, at an aggregate subscription price of HK\$30, subject to obtaining approval for the listing of and permission to deal in such new Shares and certain vesting conditions, be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said Shares to Dr. Lee Ka Yam, Danny.”

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

Hong Kong, 16 July 2014

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. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 1:30 p.m. on 31 July 2014 and/or the Hong Kong Observatory has announced at or before 1:30 p.m. on 31 July 2014 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 1:30 p.m. to 3:30 p.m. and in such case the EGM shall be held at 3:30 p.m. on that Business Day at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong. “Business Day”, in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business.

As at the date of this announcement, the Board 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