

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 **ONE MEDIA GROUP LIMITED**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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万 华 媒 体
ONEMEDIAGROUP
ONE MEDIA GROUP LIMITED
萬 華 媒 體 集 團 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 426)

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

A notice convening the AGM of One Media Group Limited to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Tuesday, 28 August 2012 at 10:00 a.m. is set out on pages 12 to 15 of this circular. A proxy form for the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting if you so wish.

Hong Kong, 23 July 2012

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Tuesday, 28 August 2012 at 10:00 a.m., notice of which is set out on pages 12 to 15 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	One Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) (including independent non-executive 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”	12 July 2012, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in no. 5 of the notice of the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“%”	per cent

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Non-executive Director:

Tan Sri Datuk Sir TIONG Hiew King (*Chairman*)

Executive Directors:

Mr. TIONG Kiew Chiong

Mr. LAM Pak Cheong

Independent Non-executive Directors:

Mr. YU Hon To, David

Mr. SIT Kien Ping, Peter

Mr. TAN Hock Seng, Peter

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350 GT
George Town
Grand Cayman
Cayman Islands

Head Office in Hong Kong:

16th Floor, Block A
Ming Pao Industrial Centre
18 Ka Yip Street
Chai Wan
Hong Kong

Hong Kong, 23 July 2012

To the Shareholders

Dear Sir or Madam,

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

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 23 August 2011, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such general mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

Furthermore, at the AGM, two ordinary resolutions will be proposed which aim to grant to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions (i.e. not exceeding 80,000,000 Shares based on the issued share capital of the Company of 400,000,000 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same as the date of passing the resolution); and (ii) an extension to the general mandate so granted to the Directors by the addition of any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

RE-ELECTION OF DIRECTORS

Pursuant to Article 108(a) of the Articles of Association, Mr. TIONG Kiew Chiong and Mr. TAN Hock Seng, Peter will retire at the AGM and, being eligible, offer themselves for re-election. In addition, pursuant to Article 112 of the Articles of Association, Tan Sri Datuk Sir TIONG Hiew King will retire, being eligible, and offer himself for re-election. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

AGM

On pages 12 to 15 of this circular, you will find a notice convening the AGM at which the following businesses are to be transacted:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2012;
2. to declare a final dividend;
3. to re-elect Directors and to authorise the Board to fix the remuneration of Directors; and
4. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

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

1. an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution;

LETTER FROM THE BOARD

2. an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and
3. an ordinary resolution to extend the general mandate which will be granted to the Directors to allot, issue and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate.

ACTION TO BE TAKEN

For the purposes of the AGM, the register of members of the Company will be closed from Friday, 24 August 2012 to Tuesday, 28 August 2012 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 August 2012.

Each Shareholder who has the right to attend and vote at the AGM, is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the AGM.

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

RECOMMENDATION

The Directors (including independent non-executive Directors) believe that the granting of the general mandates to repurchase Shares and to issue new Shares, the extension of the general mandate to issue additional Shares and the re-election of Directors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors (including independent non-executive Directors) recommend that all the Shareholders should vote in favour of all the relevant resolutions set out in the notice of the AGM.

FURTHER INFORMATION

Further information of the Company is set out in the appendices to this circular for your information.

By order of the Board
One Media Group Limited
Tan Sri Datuk Sir TIONG Hiew King
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase up to a maximum of 40,000,000 Shares, representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases 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 memorandum and Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2012 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal and in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell 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.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power 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 become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Comwell Investment Limited has an interest of 292,700,000 Shares, representing approximately 73.18% of the issued share capital of the Company.

Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the general mandate, the shareholdings of Comwell Investment Limited in the Company would be increased to approximately 81.31% of the issued share capital of the Company.

The Directors are not aware of any consequence which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Directors will use their best endeavours to ensure that the share repurchase mandate will not be exercised to the extent that the number of Shares held by public would be reduced to less than 25% of the issued share capital of the Company.

6. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2011		
July	0.415	0.385
August	0.390	0.305
September	0.350	0.250
October	0.350	0.255
November	0.335	0.335
December	0.335	0.300
2012		
January	0.390	0.270
February	0.520	0.325
March	0.445	0.380
April	0.430	0.400
May	0.540	0.400
June	0.560	0.485
July (up to the Latest Practicable Date)	0.640	0.550

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:

1. **Tan Sri Datuk Sir TIONG Hiew King**, Malaysian, aged 78, was appointed as the Chairman and a non-executive Director of the Company on 1 April 2012. He has been the Chairman of Media Chinese International Limited (“MCI”) (stock code: 0685), the holding company of the Company which is publicly listed on the Stock Exchange and Bursa Malaysia Securities Berhad (“Bursa Malaysia”), since October 1995. Tan Sri Datuk Sir TIONG Hiew King is the Executive Chairman of Rimbunan Hijau Group, a large diversified conglomerate in Malaysia comprising timber harvesting, processing and manufacturing of timber products, plantations and other businesses around the world. He has extensive experience in a number of industries, including media and publishing, timber, oil palm, plantations and mills, oil and gas, mining, fishery, information technology and manufacturing. He is the founder of an English newspaper named “*The National*” in Papua New Guinea and is currently the President of The Chinese Language Press Institute Limited. He was bestowed the Knight Commander of the Most Excellent Order of the British Empire (K.B.E.) by Queen Elizabeth II of the United Kingdom in June 2009 in recognition of his contribution to commerce, community and charitable organisations. In 2010, he was awarded “Malaysia Business Leadership Award 2010 — The Lifetime Achievement Award” by the Kuala Lumpur Malay Chamber of Commerce in recognition of his entrepreneurship and his contribution to the country.

Tan Sri Datuk Sir TIONG Hiew King currently serves as the Executive Chairman of Rimbunan Sawit Berhad (stock code: 5113), a listed company in Malaysia and RH Petrogas Limited (stock code: T13), a listed company in Singapore. He also serves as a director of other private limited companies, some of which being subsidiaries of the Company.

He is the brother of Dato’ Sri Dr. TIONG Ik King and a distant relative of Mr. TIONG Kiew Chiong. Dato’ Sri Dr. TIONG Ik King is a substantial shareholder of the Company, while Mr. TIONG Kiew Chiong is the Deputy Chairman and executive Director of the Company.

Saved as disclosed herein, Tan Sri Datuk Sir TIONG Hiew King has not held any directorship in other public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Tan Sri Datuk Sir TIONG Hiew King has corporate interest in 292,700,000 Shares and interest in share options to subscribe for 1,250,000 Shares within the meaning of Part XV of the SFO.

Tan Sri Datuk Sir TIONG Hiew King has entered into a service contract with the Company for a term of 2 years commencing on 1 April 2012 to 31 March 2014. The appointment as director of Tan Sri Datuk Sir TIONG is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance

with the Articles of Association. The director's emolument of Tan Sri Datuk Sir TIONG Hiew King will be reviewed annually by the Board pursuant to the authority granted by the Shareholders at the general meetings of the Company and by reference to his duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions. For the year ending 31 March 2013, he will be entitled to receive a director fee of HK\$120,000 per annum.

2. **TIONG Kiew Chiong**, aged 52, was appointed as an executive Director in March 2005 and is the Deputy Chairman of the Company. Mr. TIONG is also the Chairman of the Executive Committee of the Company and a member of the Remuneration Committee and Nomination Committee of the Company. He has been an executive director of MCI (stock code: 0685) since May 1998. MCI is the holding company of the Company and it is publicly listed on the Stock Exchange and Bursa Malaysia. Mr. TIONG has extensive experience in the media and publishing business. He is one of the founders of "*The National*", a newspaper in Papua New Guinea launched in 1993. Mr. TIONG obtained a Bachelor of Business Administration (Honours) from York University, Toronto, Canada in 1982. Mr. TIONG currently serves as an executive director of RH Petrogas Limited (stock code: T13), a listed company in Singapore. He also sits on the board of various subsidiaries of the Company and several private limited companies. He is a distant nephew of Tan Sri Datuk Sir TIONG Hiew King and Dato' Sri Dr. TIONG Ik King. Tan Sri Datuk Sir TIONG Hiew King is the Chairman of the Company and both Tan Sri Datuk Sir TIONG Hiew King and Dato' Sri Dr. TIONG Ik King are substantial shareholders of the Company.

Save as disclosed herein, Mr. TIONG has not held any directorship in other listed public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Mr. TIONG has personal interest in 4,000,000 Shares and interest in share options to subscribe for 1,250,000 Shares within the meaning of Part XV of the SFO.

Mr. TIONG entered into a service contract with the Company for a term of two years starting from 1 April 2012 and ending on 31 March 2014. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. TIONG will be reviewed annually by the Board pursuant to the authority granted by the Shareholders at the general meetings of the Company and by reference to his duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions. For the year ended 31 March 2012, total emoluments paid to Mr. TIONG amounted to HK\$819,000.

Save as disclosed above, Mr. TIONG has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in connection with his re-election.

3. **TAN Hock Seng, Peter**, aged 78, has been an independent non-executive Director of the Company since June 2005. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mr. TAN is currently a visiting professor of Economics of the College of Arts and Science of Beijing United University. He is an experienced investor and researcher in the area of currency economics and has organised various seminars about international currencies and economies in the PRC. Mr. TAN obtained a Bachelor in Geology from Peking Geology University in the PRC.

Save as disclosed herein, Mr. TAN has not held any directorship in other listed public companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

As at the Latest Practicable Date, Mr. TAN has personal interest in 200,000 Shares and interest in share options to subscribe for 150,000 Shares within the meaning of Part XV of the SFO.

Mr. TAN entered into a service contract with the Company for a term of three years starting from 1 April 2010 and ending on 31 March 2013. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. TAN will be reviewed annually by the Board pursuant to the authority granted by the Shareholders at the general meetings of the Company and by reference to his duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions. For the year ended 31 March 2012, total emoluments paid to Mr. TAN amounted to HK\$130,000.

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NOTICE IS HEREBY GIVEN that the annual general meeting of One Media Group Limited (the “Company”) will be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Tuesday, 28 August 2012 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2012;
2. to declare a final dividend;
3. to re-elect Directors and to authorise the Board to fix the remuneration of Directors; and
4. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.001 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange 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 pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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 any applicable laws or the Articles of Association of the Company to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) 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 of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) 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 any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. “**THAT** subject to the passing of the resolutions nos. 5 and 6 set out in the notice convening the meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the said resolution.”

By Order of the Board
One Media Group Limited
YEUNG Ying Fat
Secretary

Hong Kong, 23 July 2012

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. For the purposes of the annual general meeting, the register of members of the Company will be closed from Friday, 24 August 2012 to Tuesday, 28 August 2012 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share

registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 23 August 2012.

For the purpose of the proposed final dividend, the register of members will also be closed from Monday, 3 September 2012, to Wednesday, 5 September 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the aforesaid branch for registration no later than 4:30 p.m. on Friday, 31 August 2012.

4. With regard to item no. 3 in this notice, the Board of Directors of the Company proposes that the retiring Directors, namely Tan Sri Datuk Sir TIONG Hiew King, Mr. TIONG Kiew Chiong and Mr. TAN Hock Seng, Peter be re-elected as Directors of the Company. Details of the said retiring Directors are set out in the Appendix II to the circular to be sent to the Shareholders on 23 July 2012.