

万 华 媒 体 ONEMEDIAGROUP

ONE MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Set out below are (i) procedures on how shareholders of the Company (the “Shareholders” and each a “Shareholder”) can convene an extraordinary general meeting (“EGM”); and (ii) procedures for shareholders to propose a person for election as a director which are subject to applicable laws and regulations, including the Companies Law (2011 Revision) of the Cayman Islands (the “Companies Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of the Company (the “Articles”).

1. Procedures on how Shareholders can convene an EGM

1.1 A Shareholder or Shareholders holding at the date of the deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company having the right of voting at general meetings of the Company may requisition the directors of the Company (the “Directors” and each a “Director”) to convene an EGM by depositing a written requisition to the Company.

1.2 The written requisition must state the purposes of the meeting (including the resolutions to be considered at the meeting), signed by the requisitionists, addressed to the board of Directors (the “Board”) or the Company Secretary of the Company and deposited at the Registered Office with a copy to the Head Office of the Company:

- Registered office in the Cayman Islands
Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman
(the “Registered Office”)
- Head office and principal place of business in Hong Kong
16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong
(the “Head Office”)

1.3 If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene an EGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene an EGM.

1.4 An EGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

2. Procedures for Shareholders to propose a person for election as a Director

2.1 The Articles allow Shareholders to, by ordinary resolution in general meetings, elect any person to be a Director either to fill a causal vacancy or as an additional Director up to the maximum number of Directors previously determined in general meeting.

In case of a general meeting has been convened

2.2 If a Shareholder wishes to propose a person for election as a Director, unless the person proposed to be elected as a Director is a Director retiring at the general meeting or is recommended by the Board for election, a Shareholder shall submit:

- (i) a notice in writing (the “Nomination Notice”) signed by a Shareholder duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director; and
- (ii) a notice in writing signed by that person of his consent to be elected as a Director

to the Registered Office with a copy to the Head Office of the Company for the attention of the Company Secretary within the prescribed period stated in paragraph 2.4 below.

2.3 The Nomination Notice must state the full name of the person proposed for election as a director and include such person’s biographical details as required by rule 13.51(2) of the Listing Rules.

2.4 The period for lodgment of the notices referred to in paragraph 2.2 above shall commence no earlier than the day after the despatch of the notice of the general meeting for such election of Director(s) and ending no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven (7) days.

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*Procedures for Shareholders to Propose a Person
for Election as a Director*

In case no general meeting has been convened

2.5 Alternatively, if no general meeting has already been convened, a Shareholder may propose a person for election as a Director by requisitioning the Company to convene an EGM, provided that he is holding at the date of the deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company having the right of voting at general meetings of the Company. Please refer to the procedures set out in paragraphs 1.1 to 1.4 above for procedures of how to convene an EGM by way of requisition. The requirements under paragraphs 2.2 and 2.4 will also have to be satisfied.