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**万 华 媒 体**  
**ONEMEDIAGROUP**  
**ONE MEDIA GROUP LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 426)**

**PROFIT WARNING**

This announcement is made by One Media Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that, based on the information currently available which is subject to further review, the Company is expected to record a loss attributable to the owners of the Company for the three months ended 30th June 2016 as compared to a profit attributable to the owners of the Company for the corresponding period in 2015 (the “**Profit Warning**”). The reason for the decline is mainly due to the weak retail market of luxury products which led to advertisers tightening their advertising and promotion spending.

The information contained in this announcement is only based on a preliminary assessment by the management of the Company with reference to the information currently available, which has not been audited by the auditors of the Company and are subject to possible adjustments arising from further review. Detailed financial information and performance of the Group in relation to its unaudited results for the three months ended 30th June 2016 will be disclosed in the Company’s first quarter results announcement which is expected to be published in late August 2016.

Reference is made to the Company’s announcement dated 1st August 2016 (the “**Joint Announcement**”) jointly issued by the Company and Qingdao West Coast Holdings (Internation) Limited (the “**Offeror**”) in relation to, among other things, the entering into of a share transfer agreement in connection with the possible sale and purchase of shares in the Company and a possible mandatory unconditional cash offer by Guotai Junan Securities (Hong Kong) Limited on behalf of the Offeror. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 10 and Practice Note 2 of the Takeovers Code, the Profit Warning constitutes a profit forecast and is required to be reported on by both the Company's financial advisers and auditors or accountants, and such reports must be lodged with the Executive in accordance with Rule 10.4 of the Takeovers Code. However, given the time constraints faced by the Company when issuing this announcement in accordance with the Listing Rules and the Inside Information Provision, the Company would like to draw the attention of the Shareholders and potential investors of the Company that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if the profit forecast is published first in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and accountants or auditors on the said profit forecast, in the next document to be sent to the Shareholders. As such, the profit forecast in relation to the Profit Warning will be repeated in full, together with the reports from the Company's financial advisers and accountants or auditors on the said profit forecast, in the next document to be sent to the Shareholders.

**WARNING:**

**Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. They should therefore exercise caution in placing reliance on this profit warning in assessing the merits and demerits of the transactions as described in the Joint Announcement, and when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the Board  
**One Media Group Limited**  
**TIONG Kiew Chiong**  
*Director*

Hong Kong, 8th August 2016

*As at the date of this announcement, the Board comprises Tan Sri Datuk Sir TIONG Hiew King, being non-executive director; Mr. TIONG Kiew Chiong and Mr. LAM Pak Cheong, being executive directors; and Mr. YU Hon To, David, Mr. Victor YANG and Mr. LAU Chi Wah, Alex, being independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*