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**万 华 媒 体**  
**ONEMEDIAGROUP**  
**One Media Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 426)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“EGM”) 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 Monday, 28 May 2012 at 4:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

1. the terms of the Sale and Purchase Agreement (as defined in the Company’s circular dated 10 May 2012 despatched by the Company to its shareholders (the “Circular”) and the details of which are set out in the Circular), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose, and the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved, ratified and confirmed;
2. the terms of the Convertible Bond (as defined in the Circular) as set out in the Instrument (as defined in the Circular and the details of which are set out in the Circular), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for identification purpose, and the issue of the Convertible Bond contemplated under the Instrument be and are hereby approved;
3. subject to and conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of HK\$0.001 each (the “Shares”) in the share capital of the Company to be allotted and issued upon the conversion of the Convertible Bond, the directors of the Company (the “Directors”) be and are hereby authorised to allot and issue an aggregate of up to approximately 84,000,000 new Shares (the “Conversion Shares”) in the authorised share capital of the Company at HK\$0.90 per Conversion Share, subject to adjustments and credited as fully paid upon conversion of the Convertible Bond, that the Conversion Shares shall, when allotted and issued, rank pari passu in all respects with all other Shares in issue on the date of such allotment and issue, and that the

Directors be and are hereby authorised to do such acts and things and to sign and execute all such further documents (in case of execution of documents under seal, to do so by one Director and the company secretary of the Company or by two Directors) and to take such steps as the Directors consider necessary, desirable or expedient in connection with the allotment and issue of the Conversion Shares;

4. conditional upon the passing of resolutions (1) to (3) above and the completion of the Sale and Purchase Agreement, the Directors be and are hereby granted a Specific Mandate (as defined in the Circular) to exercise the powers of the Company to allot, issue and deal with the Conversion Shares upon exercise of the conversion rights under the Convertible Bond; and
5. the Directors be and are hereby authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary or desirable to give effect to the Sale and Purchase Agreement and the Instrument and the transactions contemplated thereby or incidental thereto.”

By Order of the Board  
**ONE MEDIA GROUP LIMITED**  
**YEUNG Ying Fat**  
*Secretary*

Hong Kong, 10 May 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. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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.
4. Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged the proxy form, it will be deemed to have been revoked.

*As at the date of this announcement, the board of the Company 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. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter, being independent non-executive directors.*