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ONE MEDIA GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 426)

**ANNOUNCEMENT PURSUANT TO
RULE 13.09 OF THE LISTING RULES AND
RULE 3.7 OF THE TAKEOVERS CODE AND
RESUMPTION OF TRADING**

This announcement is made 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 Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”).

Reference is made to the announcement of One Media Group Limited (the “Company”) dated 11 January 2016 in respect of the trading halt in the shares of the Company pending the release of an announcement pursuant to the Takeovers Code and containing certain inside information of the Company in relation to, among other things, a possible disposal (the “Possible Disposal”) of ordinary shares of HK\$0.001 each of the Company (the “Shares”) by its controlling shareholder.

The board of directors (the “Board”) of the Company wishes to advise the shareholders of the Company (the “Shareholders”) that the Board has been informed by Comwell Investment Limited (the “Vendor”) that it had been approached by an independent third party in respect of the Possible Disposal which may result in a change in control of the Company. As at the date of this announcement, the Vendor holds 292,700,000 Shares, representing approximately 73.01% of the issued share capital of the Company.

The Vendor informed the Board that discussions are still in progress and no legally binding agreement has been entered into in relation to the Possible Disposal. In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code (if applicable).

Shareholders and potential investors should be aware that the Possible Disposal by the Vendor may or may not proceed and hence Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company (as defined in the Takeovers Code) in issue comprise 400,900,000 Shares as at the date of this announcement. There are no outstanding share options under the share option scheme adopted by the Company on 26 September 2005.

Save for the aforesaid, the Company does not have other classes of securities, derivatives, warrants or other securities which are convertible or exchangeable into Shares.

Dealing disclosures

For the purpose of the Takeover Codes, the offer period commences on the date of this announcement, being 12 January 2016.

The associates of the Company (including, amongst others, persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”

For the avoidance of doubt, the meaning of “Executive” as set out above has the meaning ascribed to it under the Takeovers Code, being the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

Trading halt and resumption of trading in Shares

At the request of the Company, trading in the Shares was halted with effect from 2:27 p.m. on 11 January 2016 pending the release of this announcement. An application has been made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading in the Shares with effect from 9:00 a.m. on 13 January 2016.

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

Hong Kong, 12 January 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.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the 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.