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# 万 华 媒 体 ONEMEDIAGROUP

## **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 INSIDE INFORMATION PROVISIONS UNDER THE SECURITIES AND FUTURES ORDINANCE**

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**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **SECOND EXTENSION OF THE EXCLUSIVITY PERIOD**

Reference is made to the announcements of One Media Group Limited (the “**Company**”) dated 12 January 2016, 12 February 2016, 4 March 2016, 1 April 2016, 15 April 2016, 13 May 2016 and 13 June 2016 (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company has been informed by the Vendor among other things that, on 28 June 2016 (after trading hours), the Vendor and the Potential Purchaser had entered into a second supplemental memorandum of understanding (the “**Second Supplemental MOU**”), pursuant to which the parties had further extended the Exclusivity Period from 30 June 2016 to and including 31 August 2016. All other principal terms, conditions and provisions set out in the MOU remained unchanged. The Second Supplemental MOU shall, effective from 28 June 2016, be regarded as a part of the MOU.

Under the MOU, the Potential Purchaser and the Vendor agreed, among other things, to negotiate in good faith with one another with a view to entering into the Share Transfer Agreement as soon as possible within the Exclusivity Period (i.e. from 4 March 2016 to and including 31 August 2016), and that the parties and their respective advisers and agents would be entitled to conduct the Due Diligence Review. In view of the impending expiry of the Exclusivity Period, and as more time is needed by the parties to conduct the Due Diligence Review, obtain all necessary regulatory and/or governmental approvals (including supplemental approval or clarification in support of the letter of approval in respect of the Possible Disposal from the NDRC dated 29 March 2016 provided by the Potential Purchaser to the Vendor on 31 March 2016), and, after the Blackout Period which is expected to end on 30 June 2016, negotiate the Share Transfer Agreement, both parties have agreed to enter into the Second Supplemental MOU.

Further announcement(s), including monthly announcement(s) in compliance with Rule 3.7 of the Takeovers Code, setting out the progress of the Possible Disposal will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code.

**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.**

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

Hong Kong, 28th June 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.*