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If you have sold or transferred all your shares in **China Outdoor Media Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



CHINA OUTDOOR MEDIA GROUP LIMITED

中國戶外媒體集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTOR(S), REMOVAL OF A DIRECTOR, REFRESHMENT OF THE 10% GENERAL LIMIT ON THE GRANT OF OPTION UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting will be held at Unit 1103, 11/F, ICBC Tower, 3 Garden Road, Hong Kong on 25 November 2011, Friday at 11:00 a.m.. A notice of the Annual General Meeting is set out on pages 19 to 22 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present thereat, you are requested to complete the form of proxy and return it to the registered office of the Company situated at Unit 1803, 18/F, Sun Hung Kai Centre, No. 30 Harbour Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or its adjournment thereof if you so wish.

12 October 2011

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“10% General Limit”	means the limit imposed under Clause 9.01 of the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme, which has been “refreshed” and may be further “refreshed” pursuant to the rules of the Share Option Scheme;
“Annual General Meeting”	means the annual general meeting of the Company convened to be held at 25 November 2011, Friday at 11:00 a.m., the notice of which is set out on pages 19 to 22 of this circular and any adjournment thereof;
“Company”	means China Outdoor Media Group Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	means the director(s) of the Company from time to time;
“Group”	means the Company and its subsidiaries;
“Last Refreshment Resolution”	means the ordinary resolution passed at the annual general meeting of the Company held on 3 December 2010 for the refreshment of the 10% General Limit;
“Latest Practicable Date”	means 12 October 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Refreshment”	means the proposed refreshment of the 10% General Limit under the Share Option Scheme at the Annual General Meeting;
“Proposed Removal”	the proposed removal of Mr. Ng Yan from the office of an executive Director;

DEFINITIONS

“Removal Announcement”	the announcement of the Company dated 28 September 2011 in relation to the Proposed Removal;
“Share(s)”	means the share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	means the holder(s) of issued Share(s);
“Share Option Scheme”	means the share option scheme of the Company adopted on 25 July 2002;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“HK\$”	means Hong Kong dollars;
“%”	means percent.



CHINA OUTDOOR MEDIA GROUP LIMITED

中國戶外媒體集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

Executive directors:

WANG Gang
ZHU Defu
TSUI Wing Cheong, Sammy
HU Wei
LAU Chi Yuen, Joseph
TANG Lap Chin, Richard
LU Liang
NG Yan

Registered Office:

Unit 1803, 18/F
Sun Hung Kai Centre
No. 30 Harbour Road
Wanchai, Hong Kong

Non-executive director:

GAO Hong Xing

Independent Non-executive directors:

CHENG Kwong Choi, Alexander
CHENG Sheung Hing
LAW Tai Yan

12 October 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REMOVAL OF A DIRECTOR,
REFRESHMENT OF THE 10% GENERAL LIMIT ON
THE GRANT OF OPTION UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with requisite information regarding resolutions to be proposed at the Annual General Meeting of the Company to be held at Unit 1103, 11/F, ICBC Tower, 3 Garden Road, Hong Kong on 25 November 2011, Friday at 11:00 a.m.. These include resolutions relating to general mandates for the repurchase of Shares and issue of Shares, the re-election of Directors, the Proposed Removal and the Proposed Refreshment.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange of the Shares, up to a maximum of 10% of the aggregate issued share capital of the Company as at the date of the passing of the resolution (the “**Share Repurchase Mandate**”).

The Share Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the Shareholders in any general meeting prior to the next annual general meeting.

An explanatory statement to provide you with all the information reasonably necessary for you to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the Share Repurchase Mandate to be given to you is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to issue further Shares representing up to 20% of the aggregate nominal amount of the entire share capital of the Company in issue on the date the resolution is passed, a total of 7,823,813,800 Shares (the “**Share Issue Mandate**”). The Share Issue Mandate may only continue in force until the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution, or revoked or varied by an ordinary resolution of the Shareholders in any general meeting, whichever occurs first. In addition, an ordinary resolution will be proposed to authorize extension of the Share Issue Mandate which would increase the limit of the Share Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

SHARE OPTION SCHEME – REFRESHMENT OF THE 10% GENERAL LIMIT

Under the rules of the Share Option Scheme:

- (1) the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company is subject to the 10% General Limit; and
- (2) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme of the Company must not in aggregate exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”).

LETTER FROM THE BOARD

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company shall be re-set at 10% of the Shares in issue as at the date of the approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The existing 10% General Limit is 176,428,500 Shares, being 10% of the Shares in issue as at the date of passing of the Last Refreshment Resolution. Since the date of the passing of the Last Refreshment Resolution and up to the Latest Practicable Date, no new options have been granted. As at the Latest Practicable Date, options carrying the rights to subscribe for a total of 85,402,700 Shares had been granted under the Share Option Scheme. None of the options granted had been cancelled or exercised since the passing of the Last Refreshment Resolution. As of the Latest Practicable Date, no options have been lapsed.

Apart from the Share Option Scheme and the options granted under the Share Option Scheme, the Company has no other share option scheme or any outstanding options to subscribe for Shares.

The Directors consider that the Company should refresh the 10% General Limit so that the Company will have more flexibility to provide incentives or rewards to participants for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group. If the 10% General Limit is “refreshed”, on the basis of 7,823,813,800 Shares in issue as at the Latest Practicable Date and assuming that, prior to the Annual General Meeting, no Shares are issued (whether upon exercise of options granted under the Share Option Scheme or otherwise) or repurchased by the Company, the 10% General Limit will be re-set at 782,381,380 Shares and the Company will be allowed to grant further options under the Share Option Scheme carrying the rights to subscribe for a maximum of 782,381,380 Shares (“**Available Limit**”).

The Directors consider that it will be for the benefit of the Company and its Shareholders as a whole that eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options under the Share Option Scheme. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the Annual General Meeting for “refreshing” the 10% General Limit.

On the basis of 7,823,813,800 Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represents a total of 2,347,144,140 Shares. As at the Latest Practicable Date, a total of 85,402,700 Shares which might be issued upon the exercise of all outstanding options granted since the adoption of the Share Option Scheme and yet to be exercised (“**Outstanding Options**”) represents approximately 1.09% of the issued Shares. The number of Shares which might be issued upon the exercise of the Outstanding

LETTER FROM THE BOARD

Options together with the Available Limit arising from the “refreshing” of the 10% General Limit represents approximately 11.09% of the issued Shares as at the Latest Practicable Date, and accordingly, does not exceed the 30% Overall Limit as at the Latest Practicable Date.

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders to approve the Proposed Refreshment at the Annual General Meeting; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the 10% General Limit so refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the 10% General Limit so refreshed.

RE-ELECTION OF DIRECTORS

According to Article 102(A) of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office and according to Article 94 of the Articles of Association, the Director appointed to fill a casual vacancy or as an additional to the Board shall hold office only until the next following annual general meeting of the Company and shall not be taken into account in determining the Directors who are to retire by rotation.

The retiring Directors shall be eligible for re-election under this article. Mr. Wang Gang, Mr. Zhu Defu, Mr. Tsui Wing Cheong, Sammy, Ms. Hu Wei, Dr. Gao Hong Xing and Mr. Lu Liang will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Mr. Law Tai Yan will retire as Director but he will not offer himself for re-election as Director at the Annual General Meeting. Following his retirement, Mr. Law Tai Yan will also cease to be a member of the audit committee, nomination committee and remuneration committee of the Company with effect from the date of the AGM.

Mr. Law Tai Yan confirms that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

LETTER FROM THE BOARD

Brief biographical and other details of the retiring Directors offering themselves for re-election, which are required to be disclosed under the Listing Rules, are set out in the Appendix II to this circular in accordance with the terms of the guidelines.

PROPOSED REMOVAL

Matters resolved at the meetings of the Board held on 28 September 2011

As disclosed in the Removal Announcement that, in the board meeting held on 28 September 2011, which was convened in accordance with the Articles of Association of the Company, the Board resolved unanimously (save for Mr. Ng Yan who was absent from the meeting) that Mr. Ng Yan be removed from the office as the executive Director, with effect from the date of the passing of the ordinary resolution to approve the Proposed Removal.

A notice has been posted to the residential address of Mr. Ng Yan 21 days before the meeting in relation to the Proposed Removal. Nevertheless, Mr. Ng Yan was absent from the meeting.

Reasons for the Proposed Removal

As disclosed in the Removal Announcement, the Board considers that unlike other executive Directors who always attend the office of Company to manage the daily operation and business development of the Company, Mr. Ng Yan, who is an executive Director, seldom attends the office of the Company to perform the duty of an executive Director and has not attended any of the board meetings of the Company since January 2011. The Board has tried various ways to contact Mr. Ng Yan. However, the Board only successfully reached him once in February 2011. In that telephone conversation, the Board came to understand that because of the commitment to his families who's living in the United States, it would be no longer possible for Mr. Ng Yan to come back to Hong Kong as often as in the past. Since then, the Board could not reach Mr. Ng Yan anymore.

As such, all the members of the Board (save from Mr. Ng Yan) therefore consider that it is no longer practicable for Mr. Ng Yan to manage the Company. Accordingly, the Board is of the view that it would not be in the best interest of the Company and its Shareholders as a whole to allow Mr. Ng Yan to continue to take part in the management of the Company.

To the best of the Directors' knowledge, information and belief there would not be any material adverse impact to the Company if the Proposed Removal becomes effective.

Applicable laws and removal procedures

Under section 157B(1) of the Companies Ordinance and subject to the Articles of Association, shareholders of a Hong Kong company may at a general meeting call for the removal of a director provided that notice of such meeting shall be served on the director concerned not less than 21 days before the meeting and he shall be entitled to be heard at such meeting.

LETTER FROM THE BOARD

Further, under Articles 106 of the Articles of Association, the members of the Company may, at any general meeting convened and held in accordance with the Articles of Association, by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything to the contrary in the Articles of Association or in any agreement between the Company and such Director (but without prejudice to any claim under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Directors 21 days before the meeting and at such meeting, such Director shall be entitled to be heard on the motion for his removal.

In accordance with the above, the Annual General Meeting Notice, which contains a statement of the intention of the Proposed Removal, will be served on Mr. Ng Yan, 21 days before the Annual General Meeting.

Mr. Ng Yan shall be entitled to be heard on the motion for his removal.

RECOMMENDATION

The Directors consider that the granting of the Share Repurchase Mandate and the Share Issue Mandate, the proposal for re-election of the retiring Directors, the Proposed Removal and the Proposed Refreshment are all in the best interest of the Company and its Shareholders as a whole and so recommend you to vote in favour of all resolutions to be proposed at the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

ANNUAL GENERAL MEETING

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LETTER FROM THE BOARD

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the website of the Stock Exchange and the Company.

Yours faithfully,
For and on behalf of the Board of
China Outdoor Media Group Limited
Tsui Wing Cheong, Sammy
Director

1. THE SHARE REPURCHASE MANDATE**(a) Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,823,813,800 Shares. If the ordinary resolution authorizing the Directors to repurchase its own Shares is passed at the Annual General Meeting, and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, up to 782,381,380 Shares, representing 10% of the entire issued share capital of the Company as at the date of passing the resolution at the Annual General Meeting, may be repurchased by the Company.

(b) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general mandate from its Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

(c) Funding of repurchases

Repurchases pursuant to the Share Repurchases Mandate would be funded out of the available cash and/or working capital of the Company. The funds employed by the Company in connection with a repurchase of Shares would be those legally available for such purpose under the Company's Memorandum and Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital employed in connection with a share repurchase may only be paid from the distributable profits of the Company and/or proceeds of a new issue of Shares, made for the purpose of repurchase to such an extent allowable under the Companies Ordinance.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report for the year ended 30 June 2011) in the event that the mandate to repurchase shares were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant repurchases unless the Directors determined that such repurchases were, taking account of all relevant factors, in the best interests of the Company and its Shareholders as a whole.

(d) General

None of the Directors, or to the best of the Directors' knowledge having made all reasonable enquiries, any of their associates currently intend to sell any Shares to the Company under the Share Repurchase Mandate if such Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

No repurchase of Shares has been made by the Company on the Stock Exchange during the past six months preceding the Latest Practicable Date.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or having undertaken not to do so in the event that the Share Repurchase Mandate is approved by the Shareholders.

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder or a group of Shareholders acting in concert, could, depending on the level of increase of the Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, according to the register maintained under section 336 of the Securities and Futures Ordinance, Dr. Gao Hong Xing was interested in 230,769,230 Shares, representing approximately 2.95% of the voting rights of the Company. Mr. Lu Liang was interested in 3,200,000 Shares, representing approximately 0.04% of the voting rights of the Company. Mr. Tang Lap Chin, Richard was interested in 8,403,175 Shares, representing approximately 0.11% of the voting rights of the Company. In the event that the Directors exercise in full the power to repurchase Shares which are proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Dr. Gao Hong Xing, Mr. Lu Liang and Mr. Tang Lap Chin, Richard would be increased to approximately 3.28%, 0.05% and 0.12% respectively which would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. In the event that the Directors exercise in full the power to repurchase shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the Directors consider that it would not give rise to any Shareholder of the Company of an obligation to make offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any consequences which may arise under the Code as a result of any repurchases made under the Share Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in the number of Shares held by the public falling below 25%.

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Trading Price per Share	
	Highest	Lowest
<i>2010</i>		
October	HK\$0.260	HK\$0.222
November	HK\$0.310	HK\$0.238
December	HK\$0.325	HK\$0.248
<i>2011</i>		
January	HK\$0.300	HK\$0.250
February	HK\$0.315	HK\$0.250
March	HK\$0.630	HK\$0.300
April	HK\$0.570	HK\$0.340
May	HK\$0.495	HK\$0.250
June	HK\$0.295	HK\$0.232
July	HK\$0.275	HK\$0.255
August	HK\$0.285	HK\$0.176
September	HK\$0.196	HK\$0.139
October (Up to the Latest Practicable Date)	HK\$0.164	HK\$0.118

The following set out the details of the Directors who retire and, being eligible, shall offer themselves for re-election at the Annual General Meeting pursuant to the Articles of Association of the Company.

Mr. WANG Gang (“Mr. Wang”), aged 39, was appointed as an executive director and Chairman of the Board of the Company on 6 May 2011 and Mr. Wang has graduated from Hangzhou University. Mr. Wang current serves as the vice president of Zhejiang Daily Press Group Limited, chairman of board of directors of Zhejiang Join-Home Media Co., Limited and member of the Party Committee. Mr. Wang has also served as the deputy chairman of board of directors of Today Morning Express Company Limited, chief editor of Today Morning Express, president of the Wenzhou Branch of Zhejiang Daily, vice department head of Science, Education and Sanitation News Department of Zhejiang Daily and vice department head of Economic News Department of Zhejiang Daily News Centre.

Save as disclosed, he did not hold any directorship in any listed public company in the past three years.

Mr. Wang has been appointed for a specific term until 5 May 2012, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time whereby he shall vacate his office. Mr. Wang will not receive any remuneration for this appointment. In any event, any change of the emolument of Mr. Wang shall be determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition and subject to the approval of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Wang (1) is not connected with the directors, chief executives and substantial shareholder of the Company or any of its subsidiaries or any of their respective associates; (2) is not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (3) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhu Defu (“Mr. Zhu”), aged 48, was appointed as an executive director on 13 April 2011. Mr. Zhu has obtained a Master Degree in Chinese Language and Literature from Sun Yat-sen University. Mr. Zhu is currently serving as the general manager and publisher of a weekly magazine, namely “Taobao Tianxia”. Mr. Zhu is also the vice president of Alibaba Group and general manager of Alibaba’s multimedia business department and editor-in chief of China Yahoo. Mr. Zhu has extensive experience in newspaper industry. Mr. Zhu has served as the publisher and chief editor of “China Weekly”, vice publisher and chief editor of a newspaper launched by People’s Daily, namely “Beijing Times”, and chief editor of “Information Times”, launched by Guangzhou Press Group, deputy editor-in-chief and deputy head of the News Center and the team leader of legmen of “Nanfeng Daily” Publisher, deputy editor-in-chief of “Nanfeng Dushi Daily” and editor and head of reporters of “Nanfeng Zhou Mo”. Mr. Zhu is also the M. Phil. Advisor of School of Journalism of University of International Relations, deputy director of Public Policy Institute and M. Phil. Advisor of School of Journalism and Communication of Peking University.

Save as disclosed, he did not hold any directorship in any listed public company in the past three years.

Mr. Zhu has been appointed for a specific term until 12 April 2012, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time whereby he shall vacate his office. Mr. Zhu will not receive any remuneration for this appointment. In any event, there is any change of the emolument of Mr. Zhu, which shall be determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition and subject to the approval of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Zhu (1) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company; (2) is not interested or deemed to be interested in any shares or underlying shares within the meaning of Part XV of the Securities and Futures Ordinance; and (3) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.

Mr. TSUI Wing Cheong, Sammy (“Mr. Tsui”), aged 46, was appointed as an executive director and Chief Executive Officer of the Company on 6 April 2011. Mr. Tsui has worked in media management and advertising over 20 years and has served as the group chief executive officer of BMA Investment Limited, chief operating officer of Sing Tao News Corporation Limited, chief executive officer of Sing Tao Publishing Group Limited and publisher of South China Media Limited. He is the founder of “auto22.com” which used to be held by a company then known as New World Cyberbase Limited, an online automobile trading platform. Mr. Tsui is also a mentor in the Mentorship Program at the Journalism and Media Studies Center of the University of Hong Kong.

Save as disclosed, he did not hold any directorship in any listed public company in the past three years nor hold any other position with the Company or any of its subsidiaries.

Mr. Tsui has been appointed for a specific term until 5 April 2012, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time whereby he shall vacate his office. Mr. Tsui will not receive any remuneration for this appointment. In any event, there is any change of the emolument of Mr. Tsui, which shall be determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition and subject to the approval of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Tsui (1) is not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (2) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.

Ms. HU Wei (“Ms. Hu”), aged 34, was appointed as an executive director and managing director of the Company on 29 March 2011. Ms. Hu has graduated from Zhejiang University. Ms. Hu currently serves as the manager of Zhejiang Daily Media Holding Group (Hong Kong) Limited and the director and general manager of Zhejiang Join-Home Media Co., Limited. Prior to Zhejiang Join-Home Media Co., Limited, Ms. Hu acted as the department head of Business Development Department of Qianjiang Group, and have worked in Qingjiang Evening News as a reporter.

Save as disclosed, she did not hold any directorship in any listed public company in the past three years.

Ms. Hu has been appointed for a specific term until 28 March 2012, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time whereby she shall vacate her office. Ms. Hu will not receive any remuneration for this appointment. In any event, there is any change of the emolument of Ms. Hu, which shall be determined by the Board with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market condition and subject to the approval of the Remuneration Committee.

As at the Latest Practicable Date, Ms. Hu (1) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company; (2) is not interested or deemed to be interested in any shares or underlying shares within the meaning of Part XV of the Securities and Futures Ordinance; and (3) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.

Mr. Lu Liang (“Mr. Lu”), aged 49, was appointed as an executive director of the Company in June 2002. Mr. Lu attained a Bachelor of Science in Computer Science from the Harbin University of Science and Technology and a Master’s Degree in Management of Information System from the Harbin Institute of Technology. He had worked in China Great Wall Industry Corporation, an affiliate of China National Space Administration in the People’s Republic of China (the “PRC”). He has over 14 years of extensive experience in an information technology field in the PRC, specialising in development of information technology and telecommunication network. Mr. Lu has participated in property development projects in PRC, including planning and design, construction, sales and marketing, and property management. He has accumulated over more than 10 years valuable experience in property development and management business.

Save as disclosed, he did not hold any directorship in any listed public company in the past three years.

As at the Latest Practicable Date, Mr. Lu has been granted the right to exercise share option of 3,200,000 Shares in November 2007. Save as disclosed above, Mr. Lu is not interested or deemed to be interested in any other shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract signed between the Company and Mr. Lu but Mr. Lu is entitled to a salary of HK\$360,000 per annum from a subsidiary of the Company. Mr. Lu is not entitled to any other emoluments including bonus. The emoluments of Mr. Lu are determined by the board in the prevailing market rate and his previous experience of the Company, and there is no proposed length of service for Mr. Lu’s directorship with the Company. Mr. Lu is subject to the relevant provisions of the Articles of Association of the Company regarding rotation.

As at the Latest Practicable Date, Mr. Lu (i) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company; and (ii) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.

Dr. GAO Hong Xing (“Dr. Gao”), aged 49, was appointed as a non-executive director of the Company on 29 March 2011. Dr. Gao has received a Doctoral degree from the Zhejiang University. Dr. Gao is a senior Economist. From Year 2004 to Year 2007, Dr. Gao was appointed as the independent director of Shahe Industrial Co., Limited, a company listed on The Shenzhen Stock Exchange (“SZEx”). Dr. Gao is currently the independent director of Hainan Strait Shipping Co., Limited, director of The Great Wall Group Co., Limited (both companies are listed on SZEx), and the Chairman of the Board of Directors of Hong Kong TV International Media Group Limited. Prior to Hong Kong TV International Media Group Limited, Dr. Gao has served as the director of Hong Kong Winalite Fund Management Limited, director and president of China Lion Securities Co., Limited, deputy general manager of Guotai Junan Securities (Shenzhen Branch). Dr. Gao also held various senior management positions at a number of State-owned banks and securities companies.

Save as disclosed, he did not hold any directorship in any listed public company in the past three years.

Dr. Gao has been appointed for a specific term until 28 March 2012, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time whereby he shall vacate his office. Dr. Gao will not receive any remuneration for this appointment. In any event, there is any change of the emolument of Dr. Gao, which shall be determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition and subject to the approval of the Remuneration Committee.

As at the Latest Practicable Date, Dr. Gao (1) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company; and (2) does not hold any other position with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Dr. Gao is personally interested in 230,769,230 shares of the Company, representing approximately 2.95% of the issued share capital of the Company. Save as disclosed above, Dr. Gao is not interested or deemed to be interested in any other shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.



CHINA OUTDOOR MEDIA GROUP LIMITED

中國戶外媒體集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“**this Meeting**”) of China Outdoor Media Group Limited (“**the Company**”) will be held at Unit 1103, 11/F, ICBC Tower, 3 Garden Road, Hong Kong on 25 November 2011, Friday at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and Auditors for the year ended 30 June 2011.
2. To re-elect retiring Directors and to fix the Directors’ remuneration.
3. To appoint Martin C.K. Pong & Company as the Auditors, and to authorize the Directors to fix their remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4. “**THAT** Mr. Ng Yan be removed as an executive Director of the Company.”
5. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Ordinary Resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose of this Ordinary Resolution, “**Relevant Period**” means the period from the passing of this Ordinary Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company’s Memorandum and Articles of Association to be held; and
 - (iii) the revocation or variation of the authority given under this Ordinary Resolution by an ordinary resolution of the shareholders in general meeting.”

- 6. “**THAT** the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution 5 as set out in the notice convening this Meeting) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, which would or might require shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant: (a) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (c) the exercise of subscription rights attaching to share options under any option scheme; or (d) a specific authority granted by the shareholders of the Company in general meeting, the additional shares allotted, issued or dealt with (including shares agreed conditionally or to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Ordinary Resolution and the said approval shall be limited accordingly.”

- 7. “**THAT** the general mandate granted to the Directors under Ordinary Resolution 6 as set out in the notice convening this Meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandate approved in Ordinary Resolution 5 as set out in the notice convening this Meeting.”

NOTICE OF THE ANNUAL GENERAL MEETING

8. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 25 July 2002 (“**Share Option Scheme**”), representing 10% of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to Clause 9.01 of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the day on which this resolution is passed (options previously granted under the Share Option Scheme of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board
China Outdoor Media Group Limited
Ng Ka Sim
Company Secretary

As at the date of this notice, the Executive Directors of the Company are Mr. Wang Gang, Mr. Zhu Defu, Mr. Tsui Wing Cheong, Sammy, Ms. Hu Wei, Mr. Lau Chi Yuen, Joseph, Mr. Tang Lap Chin, Richard, Mr. Lu Liang and Mr. Ng Yan, the Non-executive Director of the Company is Dr. Gao Hong Xing, the Independent Non-executive Directors of the Company are Mr. Law Tai Yan, Mr. Cheng Sheung Hing and Mr. Cheng Kwong Choi, Alexander.

Hong Kong, 12 October 2011

NOTICE OF THE ANNUAL GENERAL MEETING

Registered office:

Unit 1803, 18/F,
Sun Hung Kai Centre,
No. 30 Harbour Road,
Wanchai, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the registered office of the Company situated at Unit 1803, 18/F, Sun Hung Kai Centre, No. 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- (3) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorized.
- (4) In the case of joint holders, the vote of the sender who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.