



3 February 2012

Announcements Officer
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

By Facsimile: 1300 135 638

Dear Sir/Madam

oOh!media Group Limited (OOH)

Please see attached Form 603 – Notice of initial substantial holder in relation to OOH.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Yvette Lamont'.

Yvette Lamont
Group General Counsel & Company Secretary
APN News & Media Limited

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme OOH!MEDIA GROUP LIMITED

ACN/ARSN 091 780 924

1. Details of substantial holder (1)

Name APN News & Media Limited (ACN 008 637 643) (APN) and each of the entities listed in Annexure A of 4 pages (APN Associates)

ACN (if applicable) As above and as set out in Annexure A

The holder became a substantial holder on 1 February 2012

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares | 26,310,100 | 26,310,100 | 5.25% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|-----------------------------|---|--------------------------------|
| APN | Quinambo Nominees Pty Ltd (ACN 000 417 309) holds the securities on a bare trust as nominee for APN | 26,310,100 ordinary shares |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---|--|--------------------------------|
| APN | Quinambo Nominees Pty Ltd (ACN 000 417 309) | N/A | 26,310,100 ordinary shares |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| APN | 8 November 2011 | \$3,931,777 | Nil | 24,560,100 ordinary shares |
| APN | 1 February 2012 | \$5,485 | Nil | 16,133 ordinary shares |
| APN | 1 February 2012 | \$5,100 | Nil | 15,000 ordinary shares |
| APN | 1 February 2012 | \$68,000 | Nil | 200,000 ordinary shares |
| APN | 1 February 2012 | \$5,100 | Nil | 15,000 ordinary shares |
| APN | 1 February 2012 | \$1,315 | Nil | 3,867 ordinary shares |
| APN | 1 February 2012 | \$90,485 | Nil | 266,133 ordinary shares |
| APN | 1 February 2012 | \$8,500 | Nil | 25,000 ordinary shares |
| APN | 1 February 2012 | \$3,587 | Nil | 10,550 ordinary shares |
| APN | 1 February 2012 | \$34,000 | Nil | 100,000 ordinary shares |
| APN | 1 February 2012 | \$68,000 | Nil | 200,000 ordinary shares |
| APN | 1 February 2012 | \$8,358 | Nil | 24,950 ordinary shares |
| APN | 1 February 2012 | \$10,347 | Nil | 30,888 ordinary shares |
| APN | 1 February 2012 | \$33,000 | Nil | 100,000 ordinary shares |
| APN | 1 February 2012 | \$24,750 | Nil | 75,000 ordinary shares |
| APN | 1 February 2012 | \$5,940 | Nil | 18,000 ordinary shares |
| APN | 1 February 2012 | \$28,050 | Nil | 85,000 ordinary shares |
| APN | 1 February 2012 | \$4,778 | Nil | 14,479 ordinary shares |
| APN | 1 February 2012 | \$16,250 | Nil | 50,000 ordinary shares |
| APN | 1 February 2012 | \$162,500 | Nil | 500,000 ordinary shares |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |

7. Addresses

The addresses of persons named in this form are as follows:

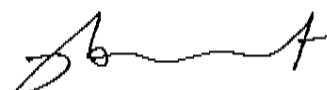
| Name | Address |
|---------------------------|---|
| APN and APN Associates | C/- Level 4, 100 William Street, Sydney NSW 2011 |
| Quinambo Nominees Pty Ltd | RBS Australia (Limited), 88 Phillip Street, Sydney NSW 2000 |

Signature

print name Yvette Lamont

capacity Group General Counsel & Company Secretary

sign here



date

3/2/12

Directions

1. If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
2. See the definition of "associate" in section 9 of the Corporations Act 2001.
3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
4. The voting shares of a company constitute one class unless divided into separate classes.
5. The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
6. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
7. Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies):

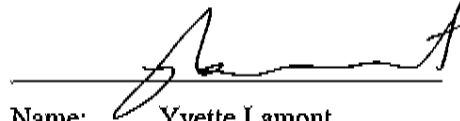
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
9. Details of the consideration must include any and all benefit, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

APN News & Media Limited (ACN 008 637 643)

ANNEXURE A

This is Annexure A of 4 pages referred to in Form 603 (*Notice of initial substantial holder*).

Signed:



Name: Yvette Lamont

Capacity: Group General Counsel & Company Secretary

Date: 3 February 2012

The following entities are associates of APN News & Media Limited by virtue of section 12(2) of the *Corporations Act 2001 (Cth)*:

| Name | Company Number |
|--|--------------------|
| Australia | |
| Adhoc Pty Ltd | ABN 12 010 505 049 |
| Adspace Pty Ltd | ABN 88 095 671 702 |
| APN AP National Sales Pty Ltd (formerly Presspak Pty Ltd) | ABN 99 010 857 039 |
| APN Braeside Pty Ltd (formerly Security Plastics Pty Limited) | ABN 95 066 733 284 |
| APN Broadcasting Investments Pty Limited | ABN 24 066 758 923 |
| APN Business Information Group Pty Ltd | ABN 39 007 598 183 |
| APN Business Magazines Pty Ltd | ABN 42 004 260 020 |
| APN Computing Group Pty Ltd | ABN 35 061 625 090 |
| APN Digital Pty Ltd | ABN 56 086 512 003 |
| APN Educational Media Pty Limited | ABN 58 070 900 999 |
| APN Finance Pty Limited | ABN 33 108 983 437 |
| APN Milperra Pty Ltd (formerly Bankprint Australia Pty Limited) | ABN 16 066 766 550 |
| APN Newspapers Pty Ltd | ABN 21 009 657 943 |
| APN Online (Australia) Pty Limited | ABN 93 119 243 944 |
| APN Outdoor (Trading) Pty Limited (formerly Cody Outdoor Advertising Pty Limited) | ABN 49 059 604 278 |
| APN Outdoor Pty Limited (formerly Independent Communications Australia Pty Limited) | ABN 99 008 637 661 |
| APN Printing Services Pty Ltd | ABN 50 108 983 508 |
| Australian Posters Pty Ltd | ABN 48 004 828 380 |
| Australian Provincial Newspapers International Pty Limited | ABN 73 069 912 830 |
| Australian Provincial Newspapers Ltd | ABN 80 009 680 424 |
| Biffin Pty Limited | ABN 91 008 637 625 |
| Border Newspapers Pty Ltd | ABN 98 009 819 452 |

| Name | Company Number |
|--|--------------------|
| Buspak Advertising Group Pty Ltd | ABN 95 001 899 690 |
| Byron Shire News Pty Ltd | ABN 31 007 598 147 |
| Campus Review Pty Ltd | ABN 34 010 655 446 |
| Capricornia Newspapers Pty Ltd | ABN 48 009 658 048 |
| Cardcorp (Manufacturing) Pty Limited | ABN 94 066 868 193 |
| Catalogue Central Pty Limited | ABN 37 120 089 705 |
| Central Queensland News Publishing Company Pty Ltd | ABN 69 009 657 327 |
| Central Telegraph Pty Ltd | ABN 74 009 873 625 |
| Chinchilla Newspapers Pty Ltd | ABN 35 010 727 983 |
| Cody Link Pty Ltd | ABN 55 067 487 236 |
| Coffs Coast Re Marketing Pty Ltd | ACN 128 920 776 |
| Covette Investments Pty Limited | ABN 60 134 268 054 |
| Daily Commercial News Pty Ltd | ACN 005 611 012 |
| Dalby Herald Pty Ltd | ABN 35 010 975 854 |
| DCN (Electronic Services) Pty Ltd | ACN 064 651 921 |
| Eastcott Investments Pty Ltd | ABN 17 010 923 485 |
| Everfact Pty Limited | ABN 32 067 516 287 |
| Gatton Star Pty Ltd | ABN 72 009 798 734 |
| Gergdaam Capital Pty Limited | ABN 58 134 268 045 |
| Gladstone Newspaper Company Pty Ltd | ABN 25 009 781 891 |
| Grab One Australia Pty Limited | ACN 146 749 144 |
| GSP Print Pty Ltd (formerly Graphic Screen Prints Pty Ltd) | ABN 56 007 701 411 |
| Gulgong Pty Limited | ABN 87 008 637 607 |
| Gympie Times Pty Ltd | ABN 62 009 656 928 |
| Haswell Pty Limited | ABN 78 008 637 572 |
| Kelly Publications Pty Ltd | ABN 13 002 714 490 |
| Level 4 Investments Pty Limited | ABN 26 134 644 125 |
| Longbeach Publications Pty Ltd | ABN 53 010 201 019 |
| Media Tek Pty Limited | ABN 20 008 611 327 |
| Melbourne Independent Newspapers Pty Ltd | ABN 77 064 919 688 |
| Nathco Holdings Pty. Ltd. | ABN 41 146 852 593 |
| National Outdoor Advertising Pty Limited | ABN 52 001 165 108 |
| Nettlefold Advertising Pty Ltd | ABN 61 005 861 183 |
| New Hobsons Press Pty Limited | ABN 46 055 719 947 |
| North Coast News Pty Ltd | ABN 78 000 055 578 |
| Northern Star Ltd | ABN 43 000 011 174 |
| Observer Times (Hervey Bay) Pty Ltd | ABN 50 010 975 916 |
| Peterhouse Proprietary Limited | ACN 004 259 616 |
| Provincial Investments Pty Ltd | ABN 43 009 706 183 |
| Sabawin Pty Limited | ABN 60 010 253 344 |

| Name | Company Number |
|--|------------------------|
| SOL Australia Pty Ltd | ABN 59 005 027 225 |
| Sunshine Coast Newspaper Company Pty Ltd | ABN 56 009 795 859 |
| Taximedia Pty Ltd | ABN 21 004 827 454 |
| The Australasian Advertising Company Pty Limited | ABN 83 004 031 896 |
| The Brisbane Publishing Company Pty Ltd | ABN 84 009 659 830 |
| The Bundaberg Newspaper Company Pty Limited | ABN 68 009 656 955 |
| The Daily Examiner Pty Ltd | ABN 75 000 006 959 |
| The Gold Coast Press Pty Limited | ABN 73 064 061 794 |
| The Mackay Printing and Publishing Company Pty Limited | ABN 32 009 657 550 |
| The Maryborough Hervey Bay Newspaper Company Pty Ltd | ABN 24 009 656 768 |
| The Queensland Times Pty Limited | ABN 94 009 658 244 |
| The South Burnett Times Pty Ltd | ABN 13 009 710 098 |
| The Tweed Newspaper Co Pty Ltd | ABN 69 000 006 431 |
| The Warwick Newspaper Pty Limited | ABN 90 009 657 416 |
| TMS Outdoor Advertising Pty Limited | ABN 87 007 102 123 |
| Toowoomba Newspapers Pty Ltd | ABN 63 009 820 035 |
| Total Cab Media Pty Ltd | ABN 82 105 362 034 |
| Universal Outdoor Pty Limited | ABN 13 078 469 486 |
| Valtoff Pty Limited | ABN 64 067 345 073 |
| Western Star Pty Ltd | ABN 97 009 798 841 |
| Wilson & Horton Australia Pty Ltd | ABN 31 002 885 556 |
| Wilson & Horton Finance Pty Ltd | ABN 82 098 505 492 |
| Zodiac Australia Pty Ltd | ACN 007 652 717 |
| New Zealand | |
| Adhub Limited | Company Number 2229616 |
| APN Digital NZ Limited | Company Number 1004022 |
| APN Educational Media (NZ) Limited | Company Number 90246 |
| APN Holdings NZ Limited | Company Number 41802 |
| APN Media (NZ) Limited | Company Number 3173145 |
| APN New Zealand Limited | Company Number 63392 |
| APN NZ Investments Limited | Company Number 1557012 |
| APN Online (New Zealand) Limited | Company Number 552648 |
| APN Outdoor Limited | Company Number 829971 |
| APN Print NZ Limited | Company Number 591213 |
| APN Specialist Publications NZ Limited | Company Number 44881 |
| Esky Limited | Company Number 1481924 |
| Grabone Limited | Company Number 2499592 |
| Idea HQ Limited | Company Number 2213915 |
| Mt Maunganui Publishing Co Limited | Company Number 180242 |
| Regional Publishers Limited | Company Number 280556 |

| Name | Company Number |
|--|------------------------|
| Sella Limited | Company Number 2213944 |
| Sell Me Free Limited | Company Number 1819945 |
| Stanley Newcomb & Co Limited | Company Number 43155 |
| The Hive Online Limited | Company Number 2096693 |
| Trade Debts Collecting Co Limited | Company Number 95367 |
| Web Metrics Limited | Company Number 2120171 |
| Wilson & Horton Limited | Company Number 1181195 |
| W&H Interactive Limited | Company Number 986986 |
| Outside Australia and New Zealand | |
| Asia Posters Pte Ltd | |
| Asia Posters Sdn Bhd | |
| Buspak Advertising (China) Limited | |
| Grabone Investments Limited | |
| Outdoor Network Co Ltd | |
| Taxi Top Advertising Co Ltd | |
| Universal Outdoor Co Ltd | |