

oOh!media Group Limited  
ABN 96 091 780 924

ASX announcement  
27 February 2012



## Results of Scheme Meeting and General Meeting

oOh!media Group Limited (ASX:OOH) is pleased to announce that, at the Scheme Meeting held today, OOH Shareholders<sup>1</sup> voted overwhelmingly in favour of the proposed scheme of arrangement under which Outdoor Media Operations Pty Limited will acquire all of the issued shares in OOH that the CHAMP III Funds<sup>2</sup> do not already own (Scheme).

OOH Shareholders also approved the cancellation of OOH options in connection with the Scheme at a General Meeting held prior to the Scheme Meeting.

OOH will apply to the Federal Court of Australia for approval of the Scheme at a hearing scheduled to take place at 10.15am on 29 February 2012.

Details of the voting on the resolutions considered at the Scheme Meeting and the General Meeting are set out below in accordance with ASX Listing Rule 3.13.2 and section 251AA(1) of the Corporations Act 2001 (Cth).

### 1. General Meeting

OOH advises that the Options Resolution, as set out in the Notice of General Meeting dated 20 January 2012, was passed by the requisite majority of OOH shareholders<sup>3</sup>, with 99.99% of votes cast in favour of the Options Resolution.

The results of the poll were as follows:

	Number of shares	% of votes
Votes cast <b>For</b> the resolution	433,093,016	99.99%
Votes cast <b>Against</b> the resolution	41,500	0.01%
<b>Total</b>	<b>433,134,516</b>	<b>100.00%</b>
Abstained	2,625	

The instructions given to validly appointed proxies in respect of the Options Resolution were as follows:

	Number of shares	% of votes
Votes cast <b>For</b> the resolution	357,560,071	82.60%
Votes cast <b>Against</b> the resolution	41,500	0.01%
Vote at the Proxy discretion	75,294,945	17.39%
<b>Total valid proxies voted</b>	<b>432,896,516</b>	<b>100.00%</b>
Abstained	2,625	

<sup>1</sup> Excluding the CHAMP III Funds who were ineligible to vote at the Scheme Meeting

<sup>2</sup> The CHAMP III Funds comprise CHAMP Buyout III Pte Ltd, CHAMP Buyout III Trust and the CHAMP Buyout III (SWF) Trust

<sup>3</sup> Excluding the holders of OOH options (and any of their Associates), who were ineligible to vote on the Options Resolution

## 2. Scheme Meeting

OOH advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 20 January 2012, was passed by the requisite majority of OOH shareholders<sup>4</sup>, with:

- ❖ 99.99% of votes cast in favour of the resolution; and
- ❖ 97.39% of OOH shareholders present and voting (either in person or by proxy) in favour of the resolution.

The results of the poll were as follows:

	Number of shares	% of votes	Number of shareholders	% of shareholders
Votes cast <b>For</b> the resolution	387,965,172	99.99%	149	97.39%
Votes cast <b>Against</b> the resolution	43,500	0.01%	4	2.61%
<b>Total</b>	<b>388,008,672</b>	<b>100.00%</b>	<b>153</b>	<b>100.00%</b>
Abstained	7,625			

The instructions given to validly appointed proxies in respect of the resolution were as follows:

	Number of shares	% of votes	Number of shareholders	% of shareholders
Votes cast <b>For</b> the resolution	312,473,327	80.58%	132	88.00%
Votes cast <b>Against</b> the resolution	43,500	0.01%	4	2.67%
Vote at the Proxy discretion	75,253,845	19.41%	14	9.33%
<b>Total valid proxies voted</b>	<b>387,770,672</b>	<b>100.00%</b>	<b>150</b>	<b>100.00%</b>
Abstained	7,625		3	

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<sup>4</sup> Excluding the CHAMP III Funds who were ineligible to vote at the Scheme Meeting