

**Maddocks**

Lawyers
Level 21, Angel Place
123 Pitt Street
Sydney New South Wales 2000 Australia

GPO Box 1892
Sydney New South Wales 2001

Telephone 61 2 8223 4100
Facsimile 61 2 9221 0872

info@maddocks.com.au
www.maddocks.com.au

DX 10284 Sydney Stock Exchange

Facsimile

From Peter Shaw	Date 9/06/2011	
Direct 61 2 9225 6209	No of pages 8 Incl. this page	
	Email peter.shaw@maddocks.com.au	
To The Manager	Organisation Australian Securities Exchange Company Announcements Office	Facsimile 1300 135 638

The information in this facsimile is privileged and confidential, intended only for use of the individual or entity named above. If you are not the intended recipient, any dissemination, copying or use of the information is strictly prohibited. If you have received this transmission by error please telephone us immediately on 61 2 8223 4100. Please advise this office immediately if all pages are not received.

Our Ref PXS/JZP:5716714

Dear Sir or Madam

OOH: QMS Asia Pacific Outdoor Pte Ltd

We act for QMS Asia Pacific Outdoor Pte Ltd Company number 201014828R (QMS).

We confirm that the transfer of 24,560,100 shares in OOH was today transferred from QMS to ETR Nominees Pty Ltd ACN 101 455 207 pursuant to paragraph 4 of the QMS undertaking provided under section 201A of the *Australian Securities and Investments Act 2001* (Cth) and attach ASIC Form 604 (Notice of Change of Interests of Substantial Holder) in respect of this transfer, for immediate release on the ASX announcements platform.

Yours faithfully

Peter Shaw
Partner

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme OOHIMEDIA GROUP LTDACN/ARSN 091 780 924**1. Details of substantial holder(1)**Name QMS ASIA PACIFIC OUTDOOR PTE LTD (COMPANY NUMBER 201014828R) (QMS) AND EACH OF THE ENTITIES LISTED IN ANNEXURE A (QMS ASSOCIATES)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

9 /6/11

The previous notice was given to the company on

31/5/11

The previous notice was dated

31/5/11**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY SHARES	99,743,830	19.90%	99,743,830	19.90%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
9 /6/11	QMS and QMS Associates	Transfer to ETR Nominees Pty Ltd ACN 101 455 207 pursuant to QMS undertaking under section 201A of ASIC Act dated 27 May 2011 ANNEXURE C	n/a	24,560,100	Nil

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ANNEXURE B					

604

page 2/2

15 July 2001

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are:

Name	Address
See Annexure A	

Signature

print name Hedi Smirani

capacity Director

sign here

date 9 / 6 / 11

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a 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.
- (7) Details of the consideration must include any and all benefits, 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**QMS ASIA PACIFIC OUTDOOR PTE LTD
(COMPANY NUMBER 201014828R)**

Annexure A

This is Annexure "A" of 1 pages referred to
in Form 604 (Notice of change of interests of substantial holder)

SIGNED on behalf of QMS Asia Pacific Outdoor Pte Ltd
(Company Number 201014828R)

Director

9 June 2011

**QMS Asia Pacific Outdoor Pte Ltd
(Company Number 201014828R)**

Entity	Address
QMS Asia Pacific Outdoor Pte Ltd	8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
Qatar Media Services W.L.L	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
Qatar Media Services FZ LLC	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS Asia Pacific Sdn Bhd	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS Europe Ltd	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS KSA	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS Syria	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS Gulf Entertainment	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS Asia Pacific Outdoor Ltd	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981
QMS APAC Ltd	c/- 8 Marina Boulevard #05-02 Marina Bay Financial Centre Tower 1, Singapore 018981

**QMS ASIA PACIFIC OUTDOOR PTE LTD
(COMPANY NUMBER 201014828R)**

Annexure B

This is Annexure "B" of 1 pages referred to
in Form 604 (Notice of change of interests of substantial holder)

SIGNED on behalf of QMS Asia Pacific Outdoor Pte Ltd
(Company Number 201014828R)

Director

9 June 2011

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's Votes
QMS	QMS	QMS	Pursuant to section 608(1) of the <i>Corporations Act 2001</i> (Cth)	75,183,730 ordinary shares	75,183,730
Qatar Media Services W.L.L			Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth)	75,183,730 ordinary shares	75,183,730
Qatar Media Services FZ LLC			Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth)	75,183,730 ordinary shares	75,183,730
QMS	ETR Nominees Pty Ltd ACN 101 455 207	ETR Nominees Pty Ltd ACN 101 455 207	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth)	24,560,100 ordinary shares	24,560,100
Qatar Media Services W.L.L			Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth)	24,560,100 ordinary shares	24,560,100
Qatar Media Services FZ LLC			Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth)	24,560,100 ordinary shares	24,560,100

**QMS ASIA PACIFIC OUTDOOR PTE LTD
(COMPANY NUMBER 201014828R)**

Annexure C

This is Annexure "C" of 3 pages referred to
in Form 604 (Notice of change of interests of substantial holder)

SIGNED on behalf of QMS Asia Pacific Outdoor Pte Ltd
(Company Number 201014828R)



Director

9 June 2011

TRANSFER FORM FOR NON-MARKET TRANSACTIONS

Use a **black pen**. Print in **CAPITAL** letters

Note: Any alterations must be initialed by the seller/s and the buyer/s.

Any increase to the quantity of securities being transferred is not acceptable even if initialed

Correction fluid or tape must not be used.

Uncertificated CHESS Holdings - This form must be forwarded to the CHESS Sponsoring Broker or Non-Broker Participant.Uncertificated Issuer Sponsored Holdings - This form must be forwarded to the Issuer's Registry or your broker as appropriate.

1 Stamp Duty if applicable

2	Full name of Company or Corporation	OOH! MEDIA GROUP LTD ACN 091 780 924		3	State of Incorporation	VIC
4	Description of Securities (Shares, options etc.)	Class	If not fully paid, paid to	5	Register	
6	Quantity	twenty four Words million five hundred and sixty thousand and one hundred			Figures	24,560,100
7	Full name/s of Transferor/s (Seller/s)	Given Name/s	Surname	For Company Use		
8	Securityholder Reference Number (must be quoted)	SRN: 10030018702 (RE 6,943,830 shares) 10030018681 (RE 17,616,270 shares)				
9	Consideration	A\$ NIL			10	Date of Purchase
11	Full name/s of Transferee/s (Buyer/s)	Title	Given Name/s	Surname		
12	Full postal address of Transferee/s (Buyer/s)	Mr Mrs Ms	ETR NOMINEES PTY LTD ACN 101 455 207 347 KENT ST SYDNEY NSW Postcode 2000			
13	Transferee/s (Buyer/s) Securityholder Reference Number (if known)	SRN: _____				

I/We the registered holder/s and undersigned seller/s for the above consideration do hereby transfer to the above name/s hereinafter called the Buyer/s the securities as specified above standing in my/our name/s in the books of the above named Company, subject to the several conditions on which I/We held the same at the time of signing hereof and I/We the Buyer/s do hereby agree to accept the said securities subject to the same conditions. I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed (if applicable). To sign as power of attorney you must have already lodged it with the registry or your broker as appropriate or enclose a certified copy with this transfer.

14	Transferor/s (Seller/s) sign here	Individual or Securityholder 1	Securityholder 2	Securityholder 3
		Director or Sole Director and Sole Company Secretary	Director/Company Secretary	Sole Director (No Company Secretary)
		15 Day Month Year 3 6 11		

16	Transferee/s (Buyer/s) sign here	Individual or Securityholder 1	Securityholder 2	Securityholder 3
		Director or Sole Director and Sole Company Secretary	Director/Company Secretary	Sole Director (No Company Secretary)
		17 Day Month Year 9 6 11		

SRA 23

HOW TO COMPLETE THE TRANSFER FORM FOR NON-MARKET TRANSACTIONS WHEN TRANSFERRING SECURITIES IN A LISTED OR UNLISTED COMPANY

1. STAMP DUTY

Transfers of securities that are listed and quoted on an Australian Stock Exchange are exempt from stamp duty. However, Stamp Duty is payable on all other securities by the buyer of the shares and is based on the amount of consideration (refer 8). The stamp duty is calculated at the rate applicable to the state in which the company the securities are held is incorporated. If the company is incorporated outside Australia, the state or territory in which the principal register is located determines the state or territory in which the duty is payable. Transfers must be submitted to the respective State or Territory Stamp Duty office for assessment and payment of any applicable duty.

2. FULL NAME OF COMPANY OR CORPORATION

The full name of the company or corporation in which securities are held.

3. STATE OF INCORPORATION

State in which the Company (refer 2) is incorporated in. This can be found on the securities certificate, statement or other notices received from the company.

4. DESCRIPTION OF SECURITIES

e.g. Fully Paid Ordinary Shares, 9% Unsecured Convertible Notes etc.,...

5. REGISTER

The state on which the seller's securities are registered. This can be found on the securities certificate or statement.

6. QUANTITY

Number of securities being transferred (in both words and figures).

7. FULL NAME OF TRANSFEROR/S OR SELLER/S

Full names must be included together with any designation (if applicable).

8. SECURITYHOLDER REFERENCE NUMBER

This number must be quoted when transferring securities not represented by certificates. That is securities registered on the issuer sponsored (uncertificated) subregister.

9. CONSIDERATION

Is the full amount paid in settlement of the transfer of securities. Purchases should reflect the market price of shares as at the date of purchase. Market values are quoted in the daily newspapers.

10. DATE OF PURCHASE

Insert date of purchase or completion of the transfer.

11. FULL NAME OF TRANSFEREE/S OR BUYER/S

Insert the full names of buyer/s (a maximum of three joint holders). Securities may not be registered in the names of a firm or business name, an estate or deceased person, a minor, a fund or a trust.

12. FULL POSTAL ADDRESS OF TRANSFEREE/S OR BUYER/S

Insert full address including the postcode. Only one address may be recorded.

13. SECURITYHOLDER REFERENCE NUMBER (SRN)

If the buyer is an existing holder in the company and is registered on the Issuer Sponsored (uncertificated) subregister, please quote the existing SRN.

14. SELLER SIGNATURE/S

- (i) Individuals - The securityholder must sign
- (ii) Joint Holdings - Where the holding is in more than one name, all of the securityholders must sign
- (iii) Power of Attorney - To sign as power of attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the power of attorney to this form.
- (iv) Deceased Estate - When the holding is in the name of an estate, all executors/administrators are required to sign. (Probate requirements must also be complied with)
- (v) Companies - Director, Company Secretary, Sole Director and Sole Company Secretary or Sole Director (no Company Secretary) can sign. Please sign in the appropriate box which indicates the office held by you.

15. DATE SIGNED

Insert date signed by the seller/s.

16. BUYER SIGNATURE/S

- (vi) Individuals - The securityholder must sign
- (vii) Joint Holdings - Where the holding is to be registered in more than one name, all of the proposed securityholders must sign
- (viii) Power of Attorney - To sign as power of attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the power of attorney to this form.
- (ix) Deceased Estate - When the holding is in the name of an estate, all executors/administrators are required to sign. (Probate requirements must also be complied with)
- (x) Companies - Director, Company Secretary, Sole Director and Sole Company Secretary or Sole Director (no Company Secretary) can sign. Please sign in the appropriate box which indicates the office held by you.

17. DATE SIGNED

Insert date signed by the buyer/s.

Note 1. Copies of documents forwarded must be certified as a correct copy by a person who in the State or Territory of certification has the power to witness a Statutory Declaration.

Note 2. Transfers or other documents that do not fully meet the company's requirements are liable to be returned unregistered.