11 November 2011

No of pages 22

Australian Stock Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

1300 135 638

Our reference 15087/80126575

Dear Sirs

Notice of Initial Substantial Holder - oOh! Media Group Limited

Attached are three Form 603s - Notice of initial substantial holder in relation to oOh! Media Group Limited.

Yours faithfully

Mark Williamson, Partner
+61 2 9353 4196
mwilliamson@claytonutz.com

Attach

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 The entities listed in Part 1 of Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on 09/11/2011

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	45,161,433	45,161,433	9.01%

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
ACN 154 164 191 Pty Ltd	See Annexure B	45,161,433 ordinary shares
CHAMP Group (as defined in Part 2 of Annexure A) other than ACN 154 164 191 Pty Ltd	Deemed to have a relevant interest in the shares in which ACN 154 164 191 Pty Ltd has a relevant interest pursuant to section 608(3)(a)	45,161,433 ordinary shares
CHAMP Buyout III Trust	ACN 154 164 191 Pty Ltd will transfer shares to this entity at cost	45,161,433 ordinary shares
CHAMP Buyout III Pte Ltd CHAMP Buyout III LP	CHAMP Buyout III Trust will transfer shares to CHAMP Buyout III Pte Ltd at a price equal to cost plus 8% p.a., subject to regulatory approvals. CHAMP Buyout III Pte Ltd is wholly owned by CHAMP Buyout III LP	29,305,633 ordinary shares
CHAMP Buyout III (SWF) Trust	CHAMP Buyout III Trust will transfer shares to this entity at a price equal to cost plus 8% p.a., subject to regulatory approvals	4,630,658 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
Each "Holder of relevant interest" listed in paragraph 3 above	See Annexure B	See paragraph 3	45,161,433 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	
ACN 154 164 191 Pty Ltd	9 November 2011	$0.175 per share. See Annexure B.		45,161,433 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
The Funds (as defined in Part 2 of Annexure A)	The Funds have agreed to acquire shares as set out in paragraph 3
CHAMP Group	Each member of the CHAMP Group is a related body corporate

7. Addresses

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

Name	Address
ACN 154 164 191 Pty Ltd, CHAMP Group Holdings Pty Ltd, CHAMP Group Services Pty Ltd, CHAMP III Management Pty Ltd, CHAMP Corporate Pty Ltd, CHAMP Buyout III Trust and CHAMP Buyout III (SWF) Trust	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Buyout III Pte Ltd, CHAMP Singapore HoldCo Pte Ltd and CHAMP Private Equity Pte Ltd	6 Battery Road #12-08 Singapore 049909
CHAMP Buyout III GP Limited and CHAMP Buyout III LP	87 Mary Street, George Town, Grand Cayman, KY-9005, Cayman Islands
CHAMP III GP Holdings, LLC	150 East 58th Street, New York, NY, 10155, United States of America

Signature

print name	Darren Smorgon	capacity	DIRECTOR
sign here		date	11/11/11

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 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 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.

(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 benefits, moneys 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.

This is Annexure A of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ____________________

Name: Darren Smorgon, DIRECTOR

Capacity:

Date: 11/11/11

Part 1

Entity Name
ACN 154 164 191 Pty Ltd (ACN 154 164 191)
CHAMP Group Holdings Pty Limited (ACN 134 648 285)
CHAMP Group Services Pty Limited (ACN 134 722 437)
CHAMP III Management Pty Limited (ACN 134 673 162)
CHAMP Private Equity Pty Limited (ACN 110 020 114)
CHAMP Corporate Pty Limited (ACN 136 851 897)
CHAMP Buyout III Trust
CHAMP Buyout III (SWF) Trust

Part 2

In this form:

Funds means each of:

(i) CHAMP Buyout III Trust;
(ii) CHAMP Buyout III Pte Ltd; and
(iii) CHAMP Buyout III (SWF) Trust.

CHAMP Group means each of:

(i) ACN 154 164 191 Pty Ltd (ACN 154 164 191);
(ii) CHAMP Group Holdings Pty Limited (ACN 134 648 285);
(iii) CHAMP Group Services Pty Limited (ACN 134 722 437);
(iv) CHAMP III Management Pty Limited (ACN 134 673 162);
(v) CHAMP Private Equity Pty Limited (ACN 110 020 114);
(vi) CHAMP Corporate Pty Limited (ACN 136 851 897);
(vii) CHAMP Private Equity Pte Ltd;
(viii) CHAMP Singapore HoldCo Pte Ltd;
(ix) CHAMP III GP Holdings, LLC; and
(x) CHAMP Buyout III GP Limited.

This is Annexure B of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ______________________
Name: Darren Smorgon
Capacity: , DIRECTOR
Date: 11/11/11

Attach trade confirmation.

Evans and Partners Pty Ltd
32 Jolimont Terrace
East Melbourne, VIC 3002
Phone: 03 9631 9888
Fax: 03 8610 1608
AFSL 318075 ABN 85 125 338 785
Participant of ASX Group

EVANS & PARTNERS

BUY TRADE CONFIRMATION

EXECUTED ON ASX

TAX INVOICE

This confirmation is given to you on behalf of Evans and Partners Pty Ltd ('Licensee'). The Licensee is the holder of an Australian Financial Services Licence and is a Participant of ASX Group. Evans and Partners Pty Ltd has executed this trade on ASX on your behalf. Clearing and settlement services are provided by Berndale Securities Limited as an ASX Clear Participant and ASX Settlement Participant. All queries relating to this trade should be addressed to the Licensee in the first instance.

A.C.N. 154 164 191 PTY LIMITED
LEVEL 4 CUSTOMS HOUSE
31 ALFRED STREET
SYDNEY NSW 2000

We have bought for you :

45,161,433 OOHMEDIA GROUP LIMITED
ORDINARY FULLY PAID

	TRADE DATE	QUANTITY	PRICE	CONSIDERATION
All or part crossed.	09.11.2011	45161433	.175000	AUD7,903,250.78

BPAY	
Biller Code	: 31427
Ref	: 1646306

TOTAL QUANTITY: 45,161,433	Avg: 0.175000	GROSS: AUD7,903,250.78
	BROKERAGE 1.50% $100 MIN	AUD118,548.76
	GST ON BROKERAGE	AUD11,854.88
	TOTAL COST (GST INCLUSIVE)	**AUD8,033,654.42**

This confirmation is issued subject to the directions, decisions and requirements of ASX, the ASIC Market Integrity Rules (ASX Market) 2010, the ASX Operating Rules, the Clearing Rules, the Settlement Rules (where relevant), the customs and usages of the ASX and the correction of errors and omissions.

Registration Details:

A C N 154 164 191 PTY LIMITED,
LEVEL 4 CUSTOMS HOUSE
31 ALFRED STREET
SYDNEY NSW
2000

Account No: 164630 Confirmation No: 5883646

Clearing and Settlement Participant:
Berndale Securities Limited
ABN 63 006 687 467 AFSL No. 235149
PO Box 18022, Collins Street East, Melbourne VIC 8003
Participant of ASX Group

Settlement PID: 1113
All SWIFT Users to quote BIC: BESEAU3MXXX v1.4

We have bought for you:
OOHMEDIA GROUP LIMITED

ORDINARY FULLY PAID

45,161,433 OOH @ Avg AUD0.175 NET COST AUD8,033,654.42

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 CHAMP Private Equity Pte Ltd, CHAMP Singapore HoldCo Pte Ltd and CHAMP Buyout III Pte Ltd

ACN/ARSN (if applicable)

The holder became a substantial holder on 09/11/2011

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	45,161,433	45,161,433	9.01%

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
ACN 154 164 191 Pty Ltd	See Annexure B	45,161,433 ordinary shares
CHAMP Group (as defined in Annexure A) other than ACN 154 164 191 Pty Ltd	Deemed to have a relevant interest in the shares in which ACN 154 164 191 Pty Ltd has a relevant interest pursuant to section 608(3)(a)	45,161,433 ordinary shares
CHAMP Buyout III Trust	ACN 154 164 191 Pty Ltd will transfer shares to this entity at cost	45,161,433 ordinary shares
CHAMP Buyout III Pte Ltd CHAMP Buyout III LP	CHAMP Buyout III Trust will transfer shares to CHAMP Buyout III Pte Ltd at a price equal to cost plus 8% p.a., subject to regulatory approvals. CHAMP Buyout III Pte Ltd is wholly owned by CHAMP Buyout III LP	29,305,633 ordinary shares
CHAMP Buyout III (SWF) Trust	CHAMP Buyout III Trust will transfer shares to this entity at a price equal to cost plus 8% p.a., subject to regulatory approvals	4,630,658 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
Each "Holder of relevant interest" listed in paragraph 3 above.	See Annexure B	See paragraph 3	45,161,433 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	
ACN 154 164 191 Pty Ltd	9 November 2011	$0.175 per share. See Annexure B.		45,161,433 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
The Funds (as defined in Annexure A)	The Funds have agreed to acquire shares as set out in paragraph 3
CHAMP Group	Each member of the CHAMP Group is a related body corporate

7. Addresses

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

Name	Address
ACN 154 164 191 Pty Ltd, CHAMP Group Holdings Pty Ltd, CHAMP Group Services Pty Ltd, CHAMP III Management Pty Ltd, CHAMP Corporate Pty Ltd, CHAMP Buyout III Trust and CHAMP Buyout III (SWF) Trust	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Buyout III Pte Ltd, CHAMP Singapore HoldCo Pte Ltd and CHAMP Private Equity Pte Ltd	6 Battery Road #12-08 Singapore 049909
CHAMP Buyout III GP Limited and CHAMP Buyout III LP	87 Mary Street, George Town, Grand Cayman, KY-9005, Cayman Islands
CHAMP III GP Holdings, LLC	150 East 58th Street, New York, NY, 10155, United States of America

Signature

print name	ENG KENG BOON	capacity	DIRECTOR
sign here		date	11/11/2011

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 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).

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(9) Details of the consideration must include any and all benefits, moneys 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.

This is Annexure A of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ____________________

Name: ENG KENG BOON

Capacity: DIRECTOR

Date: 11/11/2011

In this form:

Funds means each of:

(i) CHAMP Buyout III Trust;
(ii) CHAMP Buyout III Pte Ltd; and
(iii) CHAMP Buyout III (SWF) Trust.

CHAMP Group means each of:

(i) ACN 154 164 191 Pty Ltd (ACN 154 164 191);
(ii) CHAMP Group Holdings Pty Limited (ACN 134 648 285);
(iii) CHAMP Group Services Pty Limited (ACN 134 722 437);
(iv) CHAMP III Management Pty Limited (ACN 134 673 162);
(v) CHAMP Private Equity Pty Limited (ACN 110 020 114);
(vi) CHAMP Corporate Pty Limited (ACN 136 851 897);
(vii) CHAMP Private Equity Pte Ltd;
(viii) CHAMP Singapore HoldCo Pte Ltd;
(ix) CHAMP III GP Holdings, LLC; and
(x) CHAMP Buyout III GP Limited.

This is Annexure B of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ______________________

Name: ONG KENG BOON
Capacity: DIRECTOR
Date: 11/11/2011

Attach trade confirmation.

Evans and Partners Pty Ltd
32 Jolimont Terrace
East Melbourne, VIC 3002
Phone: 03 9631 9888
Fax: 03 8610 1608
AFSL 318075 ABN 85 125 338 785
Participant of ASX Group

EVANS & PARTNERS

BUY TRADE CONFIRMATION

EXECUTED ON ASX

TAX INVOICE

This confirmation is given to you on behalf of Evans and Partners Pty Ltd ('Licensee'). The Licensee is the holder of an Australian Financial Services Licence and is a Participant of ASX Group. Evans and Partners Pty Ltd has executed this trade on ASX on your behalf. Clearing and settlement services are provided by Berndale Securities Limited as an ASX Clear Participant and ASX Settlement Participant. All queries relating to this trade should be addressed to the Licensee in the first instance.

A.C.N. 154 164 191 PTY LIMITED
LEVEL 4 CUSTOMS HOUSE
31 ALFRED STREET
SYDNEY NSW 2000

We have bought for you :

45,161,433 OOHMEDIA GROUP LIMITED
ORDINARY FULLY PAID

	TRADE DATE	QUANTITY	PRICE	CONSIDERATION
All or part crossed.	09.11.2011	45161433	.175000	AUD7,903,250.78

B PAY
Biller Code : 31427
Ref : 1646306

TOTAL QUANTITY: 45,161,433	Avg: 0.175000	GROSS: AUD7,903,250.78
	BROKERAGE 1.50% $100 MIN	AUD118,548.76
	GST ON BROKERAGE	AUD11,854.88
	TOTAL COST (GST INCLUSIVE)	**AUD8,033,654.42**

This confirmation is issued subject to the directions, decisions and requirements of ASX, the ASIC Market Integrity Rules (ASX Market) 2010, the ASX Operating Rules, the Clearing Rules, the Settlement Rules (where relevant), the customs and usages of the ASX and the correction of errors and omissions.

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A C N 154 164 191 PTY LIMITED,
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31 ALFRED STREET
SYDNEY NSW
2000

Account No: 164630 Confirmation No: 5883646

Clearing and Settlement Participant:
Berndale Securities Limited
ABN 63 006 687 467 AFSL No. 235149
PO Box 18022, Collins Street East, Melbourne VIC 8003
Participant of ASX Group

Settlement PID: 1113
All SWIFT Users to quote BIC: BESEAU3MXXX v1.4

We have bought for you:

OOHMEDIA GROUP LIMITED

ORDINARY FULLY PAID

45,161,433 OOH @ Avg AUD0.175 NET COST AUD8,033,654.42

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: CHAMP III GP Holdings, LLC, CHAMP Buyout III GP Limited and CHAMP Buyout III LP

ACN/ARSN (if applicable):

The holder became a substantial holder on 09/11/2011

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	45,161,433	45,161,433	9.01%

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
ACN 154 164 191 Pty Ltd	See Annexure B	45,161,433 ordinary shares
CHAMP Group (as defined in Annexure A) other than ACN 154 164 191 Pty Ltd	Deemed to have a relevant interest in the shares in which ACN 154 164 191 Pty Ltd has a relevant interest pursuant to section 608(3)(a)	45,161,433 ordinary shares
CHAMP Buyout III Trust	ACN 154 164 191 Pty Ltd will transfer shares to this entity at cost	45,161,433 ordinary shares
CHAMP Buyout III Pte Ltd CHAMP Buyout III LP	CHAMP Buyout III Trust will transfer shares to CHAMP Buyout III Pte Ltd at a price equal to cost plus 8% p.a., subject to regulatory approvals. CHAMP Buyout III Pte Ltd is wholly owned by CHAMP Buyout III LP	29,305,633 ordinary shares
CHAMP Buyout III (SWF) Trust	CHAMP Buyout III Trust will transfer shares to this entity at a price equal to cost plus 8% p.a., subject to regulatory approvals	4,630,658 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
Each "Holder of relevant interest" listed in paragraph 3 above.	See Annexure B	See paragraph 3	45,161,433 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	
ACN 154 164 191 Pty Ltd	9 November 2011	$0.175 per share. See Annexure B.		45,161,433 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
The Funds (as defined in Annexure A)	The Funds have agreed to acquire shares as set out in paragraph 3
CHAMP Group	Each member of the CHAMP Group is a related body corporate

7. Addresses

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

Name	Address
ACN 154 164 191 Pty Ltd, CHAMP Group Holdings Pty Ltd, CHAMP Group Services Pty Ltd, CHAMP III Management Pty Ltd, CHAMP Corporate Pty Ltd, CHAMP Buyout III Trust and CHAMP Buyout III (SWF) Trust	Level 4, Customs House, 31 Alfred Street, Sydney NSW 2000
CHAMP Buyout III Pte Ltd, CHAMP Singapore HoldCo Pte Ltd and CHAMP Private Equity Pte Ltd	6 Battery Road #12-08 Singapore 049909
CHAMP Buyout III GP Limited and CHAMP Buyout III LP	87 Mary Street, George Town, Grand Cayman, KY-9005, Cayman Islands
CHAMP III GP Holdings, LLC	150 East 58th Street, New York, NY, 10155, United States of America

Signature

print name	HOWARD WEISS	capacity	AUTHORIZED PERSON
sign here		date	11/10/11

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 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.

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(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 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

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This is Annexure A of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ____________________
Name: HOWARD WEISS
Capacity: AUTHORIZED PERSON
Date: 11/10/11

In this form:

Funds means each of:

(i) CHAMP Buyout III Trust;
(ii) CHAMP Buyout III Pte Ltd; and
(iii) CHAMP Buyout III (SWF) Trust.

CHAMP Group means each of:

(i) ACN 154 164 191 Pty Ltd (ACN 154 164 191);
(ii) CHAMP Group Holdings Pty Limited (ACN 134 648 285);
(iii) CHAMP Group Services Pty Limited (ACN 134 722 437);
(iv) CHAMP III Management Pty Limited (ACN 134 673 162);
(v) CHAMP Private Equity Pty Limited (ACN 110 020 114);
(vi) CHAMP Corporate Pty Limited (ACN 136 851 897);
(vii) CHAMP Private Equity Pte Ltd;
(viii) CHAMP Singapore HoldCo Pte Ltd;
(ix) CHAMP III GP Holdings, LLC; and
(x) CHAMP Buyout III GP Limited.

This is Annexure B of 2 pages referred to in Form 603 - Notice of Initial Substantial Holder.

Signed: ____________________
Name: HOWARD WEISS
Capacity: AUTHORIZED PERSON
Date: 11/10/11

Attach trade confirmation.

Evans and Partners Pty Ltd
32 Jolimont Terrace
East Melbourne, VIC 3002
Phone: 03 9631 9888
Fax: 03 8610 1608
AFSL 318075 ABN 85 125 338 785
Participant of ASX Group

EVANS & PARTNERS

BUY TRADE CONFIRMATION

EXECUTED ON ASX

TAX INVOICE

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A.C.N. 154 164 191 PTY LIMITED
LEVEL 4 CUSTOMS HOUSE
31 ALFRED STREET
SYDNEY NSW 2000

We have bought for you :

45,161,433 OOHMEDIA GROUP LIMITED
ORDINARY FULLY PAID

	TRADE DATE	QUANTITY	PRICE	CONSIDERATION
All or part crossed.	09.11.2011	45161433	.175000	AUD7,903,250.78

BPAY Biller Code : 31427
Ref : 1646306

TOTAL QUANTITY: 45,161,433	Avg: 0.175000	GROSS: AUD7,903,250.78
	BROKERAGE 1.50% $100 MIN	AUD118,548.76
	GST ON BROKERAGE	AUD11,854.88
	TOTAL COST (GST INCLUSIVE)	**AUD8,033,654.42**

This confirmation is issued subject to the directions, decisions and requirements of ASX, the ASIC Market Integrity Rules (ASX Market) 2010, the ASX Operating Rules, the Clearing Rules, the Settlement Rules (where relevant), the customs and usages of the ASX and the correction of errors and omissions.

Registration Details:
A C N 154 164 191 PTY LIMITED,
LEVEL 4 CUSTOMS HOUSE
31 ALFRED STREET
SYDNEY NSW
2000

Account No: 164630 Confirmation No: 5883646

Clearing and Settlement Participant:
Berndale Securities Limited
ABN 63 006 687 467 AFSL No. 235149
PO Box 18022, Collins Street East, Melbourne VIC 8003
Participant of ASX Group

Settlement PID: 1113
All SWIFT Users to quote BIC: BESEAU3MXXX v1.4

We have bought for you:
OOHMEDIA GROUP LIMITED

ORDINARY FULLY PAID

45,161,433 OOH @ Avg AUD0.175 NET COST AUD8,033,654.42