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CMMB VISION HOLDINGS LIMITED
中國移動多媒體廣播控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 471)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CMMB Vision Holdings Limited (the “**Company**”) will be held at President Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on 9 May 2011 at 3:00 p.m. for the following purpose:

As Special Business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

1. **“THAT:**

- (a) the Chi Capital SPA and the Supplemental Chi Capital SPA (copies of which are tabled at the EGM, marked “A” and initialed by the chairman of the EGM for identification purpose) and the connected transaction (as defined under the Listing Rules) contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director and/or the company secretary of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Chi Capital SPA (as amended by the Supplemental Chi Capital SPA) and the connected transaction contemplated thereunder.”

2. **“THAT:**

- (a) the Skyrise SPA (a copy of which is tabled at the EGM, marked “B” and initialed by the chairman of the EGM for identification purpose) and the connected transaction (as defined under the Listing Rules) contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director and/or the company secretary of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Skyrise SPA and the connected transaction contemplated thereunder.”

3. **“THAT** conditional upon the passing of ordinary resolutions 1 and 2, and the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares, the grant of a specific mandate for the allotment and issue of the Consideration Shares be and is hereby approved.”

4. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options including warrants to subscribe for shares, which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly, otherwise than pursuant to the following:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) any shares issued pursuant to the exercise of rights of subscription or conversion under the terms of any warrants or any debentures, bond warrants, notes issued by the Company or any securities which are convertible into Share;
 - (iii) any share options granted or exercised pursuant to any option scheme or, any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company.
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this 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 of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to shareholders of the Company on the register of members on a fixed record date in proportion to their then holdings of such new shares (subject to such exclusion 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 outside Hong Kong).”

As at the date hereof, Chi Capital, which is wholly-owned by Mr. Wong Chau Chi, the chief executive officer, sole executive Director of the Company and the chairman of the Board, held 139,820,000 Shares. The following non-executive Directors also held Shares in the Company in their personal capacity: (1) Mr. Yang Yi held 20,000,000 Shares; (2) Mr. Chou Tsan-Hsiung held 10,000,000 Shares; (3) Dr. Li Jun held 10,000,000 Shares; and (4) Dr. Liu Hui held 10,000,000 Shares.

At the EGM, (a) Mr. Wong Chau Chi and his associates, including Chi Capital, are required to abstain from voting in relation to resolution 1 approving the Chi Capital SPA (as amended by the Supplemental Chi Capital SPA) and the transaction thereunder; and (b) Mr. Wong Chau Chi, Mr. Yang Yi, Mr. Chou Tsan-Hsiung, Dr. Li Jun and Dr. Liu Hui and their respective associates, are required to abstain from voting on the resolution approving the refreshment of the Existing Issue Mandate and the grant of the New Issue Mandate.

Save as disclosed above, no other Shareholders would be required to abstain from voting at the EGM pursuant to the Listing Rules and/or the articles of association of the Company.

By Order of the Board
CMMB Vision Holdings Limited
Wong Chau Chi
Chairman

Hong Kong, 15 April 2011

Notes:

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, on poll, vote on his behalf. A proxy need not be a Shareholder of the Company.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.

3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Branch Share Registrar and Transfer Office, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
5. For the purposes of the EGM, the register of members of the Company will be closed from 5 May 2011 to 9 May 2011 (both days inclusive), during which no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Branch Share Registrar and Transfer Office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m., 4 May 2011.
6. Unless otherwise specified in herein, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 15 April 2011.

As at the date of this notice, the executive Director of the Company is Mr. WONG Chau Chi; the non-executive Directors of the Company are Mr. CHOU Tsan-Hsiung, Mr. YANG Yi, Dr. LI Jun and Dr. Hui LIU; and the independent non-executive Directors of the Company are Mr. WANG Wei-Lin, Mr. YU Kam Kee Lawrence BBS, MBE, JP and Mr. Shan LI.