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CMMB VISION HOLDINGS LTD

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)

CONNECTED AND MAJOR TRANSACTIONS AND PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE THE CONSIDERATION SHARES AND CONVERTIBLE NOTES

SUMMARY

Connected and Major Transactions

The Board is pleased to announce that on 22 November 2011, the Company has entered into the Chi Capital SPA with Chi Capital, pursuant to which the Company as the purchaser has conditionally agreed to purchase, and Chi Capital as the seller has conditionally agreed to sell, 51% interest in CMMB Vision (USA), which will give the Company the necessary infrastructure and capabilities to become a vertically integrated multimedia service operator with its own proprietary technology, network, and content centre to deploy and deliver CMMB-based mobile entertainment and data services in the international marketplace starting with the US, the largest media and Internet market in the world, and at the same time act as a platform to promote and internationalize Chinese media culture and technology.

Digital technology and smart devices proliferation have created explosive demand for online entertainment in the US, as evident by recent moves by Sony, Amazon, and Google to be IPTV provider. Mobile traffic for data and entertainment accounted for US\$50 billion in revenue in 2010 and is expected to grow 25 times in the next five years and is already overwhelming existing network capacity and creating numerous delivery bottlenecks. CMMB is a new generation delivery network independent of yet complementing to the current Cable, IPTV and 3G/4G delivery networks, but with unmatched mobility and low cost advantages. It is expected to play an integral role in accommodating the growing US mobile entertainment in the years to come.

The Chi Capital Acquisition will give the Company: (i) a digital terrestrial television platform in New York City with four UHF television stations totalling 24 MHz in spectrum bandwidth capable of broadcasting 24 digital channels each covering 12 million population in the Metropolitan, (ii) a Federally approved Flex-Use television network to build a full CMMB service trial network in one of the major US markets, (iii) call options to procure UHF spectrum in the top 100 or more cities across the US for nationwide network development, (iv) next generation broadcast-broadband technologies for CMMB LTE-4G convergence under patent filing, (v) potential strategic and operating partnerships with leading US media and technology companies, and (vi) a leading management team with deep industry experience.

The Chi Capital Acquisition, when combined with the Company's existing platform and capabilities and ecosystem support from China, will enable the Company to develop the first nationwide next-generation broadcast-broadband CMMB LTE-4G convergent network to deliver seamless wireless and mobile live-television, on-demand mobile videos, and IP-based entertainment and data services to the mass public with cost and mobility advantage that is unmatched by current Cable, 3G, an IPTV networks.

With Chi Capital the Acquisition, the Company intends to immediately mount a full-scale trial of CMMB mobile video and data delivery service, and start development of its first and commercial service network in New York City in partnership with leading Chinese CMMB industry players and US telecom and media operators prior to a comprehensive nationwide expansion.

With the Chi Capital Acquisition, the Company will also immediately launch a multi-channel terrestrial digital television programming and broadcasting operation in New York City with revenue generation from traditional and innovative broadcast services to develop the first multicultural TV network and content aggregation platform in the US with support from Chinese and US media groups.

The US deployment will also help evolve the Company into an international platform for technology transfer and deployment of similar services elsewhere in other parts of the world so as to create a global multimedia service franchise, and at the same time act as the platform to promote and internationalize Chinese media culture and technology.

Developed by SARFT of China through Sino-US collaboration, CMMB is the most advanced mobile digital broadcasting technology that enables the most spectrum-efficient delivery of wireless and mobile content to an unlimited number of viewers and listeners. It has been commercialized in over 330 cities in China with the world's largest technology and vendor ecosystem in support. The Company owns the global licensing of CMMB and has partnerships with SARFT, Motorola, and industry leaders from the CMMB ecosystem to promote CMMB globally. The Chi Capital Acquisition is a cornerstone for the Company's international efforts.

The consideration for the Chi Capital Acquisition is valued at HK\$95,182,500. For the consideration, the Company will issue a combination of the Consideration Shares and the Convertible Notes to Chi Capital to be credited as fully paid, of which, HK\$52,340,348 will be paid by way of the Company issuing the Consideration Shares at the issue price of HK\$0.033 per Share for a total of 1,586,071,153; and remaining HK\$42,842,152 will be paid by way of the Company issuing the Convertible Notes at the same nominal value which are convertible into the Shares at HK\$0.033 per Shares for a total of 1,298,247,029 Shares.

The Consideration Shares represent approximately 35.3% of the entire issued share capital of the Company immediately prior to the issue of the Consideration Shares and 26.1% of the entire share capital of the Company post-issuance. Upon issuance, the Consideration Shares will rank *pari passu* with all the then existing Shares in issue. An application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

The Convertible Shares, if the Convertible Notes were fully converted, will represent approximately 28.9% of the entire issued share capital of the Company immediately prior to the issue of the Consideration Shares and 17.6% of the entire issued share capital of the Company post the Consideration Shares issuance and the Convertible Shares on a fully diluted basis. Upon issuance, the Convertible Shares will rank *pari passu* with all the then existing Shares in issue. An application will be made to the Stock Exchange for the listing of and permission to deal in the Convertible Shares.

The share issuance price for the Consideration Shares and conversion price of the Convertible Notes of HK\$0.033 represent (i) a premium of approximately 6.5% to the closing price of HK\$0.031 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) an average closing price of HK\$0.033 per Share as quoted on the Stock Exchange for last five consecutive trading days up to and including the Last Trading Day; and (iii) a discount of approximately 2.9% to the average closing price of HK\$0.034 per Share as quoted on the Stock Exchange for last ten consecutive trading days up to and including the Last Trading Day.

Listing Rules Implications

Connected Party Transaction

Chi Capital is wholly-owned by Mr. Wong Chau Chi, the chief executive officer of the Group, an executive Director and the chairman of the Board, and is holding 233,132,500 Shares as at the date hereof. As such, Chi Capital is a connected person of the Company under the Listing Rules, it is subject to the reporting, announcement and the Independent Shareholders' approval requirements set out in Chapter 14 of the Listing Rules and also subject to the reporting, announcement and the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Share Consolidation:

As the Company has announced on 21 October 2011 to take steps to consolidate the Shares within two months, it expects the share consolidation will take effect prior to or at the same time of the issuance of the Consideration Shares and the Convertible Notes. If so, terms and particulars of the Consideration Shares and the Convertible Notes will be adjusted accordingly.

Potential for Mandatory General Offer under Takeovers Code

Listing Rule requires anyone aggregating more than 30% of the voting shares of the company to be subjected to making a mandatory General Offer to all other shareholders. Upon issuance of the Consideration Shares, Chi Capital will own a total of 1,819,203,653 Shares, which will represent 29.9% of the then total outstanding voting Shares. Should Chi Capital decide to convert the Convertible Notes into further Shares, this may trigger the Takeovers Code and if so Chi Capital undertakes that it will make a General Offer.

Proposed Grant of Specific Mandate to Issue the Consideration Shares and the Convertible Notes

As the consideration for the Chi Capital Acquisition will be satisfied by way of the Company issuing the Consideration Shares and the Convertible Notes, the Company will seek the grant of the Specific Mandate from the Independent Shareholders to allot and issue the Consideration Shares and the Convertible Notes.

EGM

The EGM will be convened as soon as practicable at which ordinary resolutions will be proposed for the Independent Shareholders to consider, and, if thought fit, to approve (i) the Chi Capital SPA and (ii) the transactions thereunder; and the grant of the Specific Mandate. Pursuant to the Listing Rules, at the EGM, Mr. Wong Chau Chi and his associates, including Chi Capital, are required to abstain from voting on the ordinary resolutions approving (i) the Chi Capital SPA and the transaction thereunder; and (ii) the grant of the Specific Mandate. Voting at the EGM will be conducted by poll.

Independent Board Committee

The Independent Board Committee comprising all the independent non-executive Directors has been formed to consider (i) the terms of the Chi Capital SPA; and (ii) the Specific Mandate. Veda Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same transaction.

Circular

A circular containing, inter alia, (i) further information on the Chi Capital SPA; (ii) further information on the proposed Specific Mandate to issue the Consideration Shares and the Convertible Notes; (iii) the notice of the EGM; (iv) the letter from Veda Capital to both the Independent Board Committee and the Independent Shareholders regarding the Chi Capital SPA and the transactions thereunder; and the Specific Mandate; and (v) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be dispatched to the Shareholders as soon as possible. As additional time is required by (i) the Company's valuers to finalize the valuation report of the Chi Capital Acquisition; and (ii) Veda Capital to finalize its advice to the Independent Board Committee, both of which will be included in the circular, it is currently expected that the circular will be despatched to the Shareholders on or before 22 February 2012.

The sale and purchase of 51% issued share capital of CMMB Vision (USA) pursuant to the Chi Capital SPA are subject to the fulfillment of various conditions precedents and may or may not proceed to the completion. Accordingly, Shareholders and prospective investors are reminded to exercise caution when dealing in the Shares.

INTRODUCTION

The Board is pleased to announce that on 22 November 2011, the Company has entered into the Chi Capital SPA with Chi Capital.

The major terms of the Chi Capital SPA are summarised below:

Date: 22 November 2011.

Parties: (i) Chi Capital as the seller; and
(ii) the Company as the purchaser.

Subject Matter: Pursuant to the Chi Capital SPA, Chi Capital agreed to sell and the Company agreed to purchase 51% interest of CMMB Vision (USA).

Consideration: The consideration payable to Chi Capital under the Chi Capital SPA is HK\$95,182,500, which was determined based on arm's length negotiation between the parties thereto taking into account, among other things, market comparables, replacement costs, operation readiness, growth potentials of CMMB Vision (USA).

Payment: *Consideration Shares:* The consideration is valued at HK\$95,182,500, of which, the amount HK\$52,340,348 will be paid by way of the Company issuing 1,586,071,153 new Shares at an issue price of HK\$0.033 per Share.

Convertible Notes: The remaining amount of HK\$42,842,152 will be paid by way of the Company issuing HK\$42,842,152 Convertible Notes in face value convertible to the Shares at conversion price of HK\$0.033 per Share for a total of 1,298,247,029 new Shares. The Convertible Notes will have a three-year maturity with redemption price at par and carries a zero-coupon.

Conditions Precedent: Completion of the Chi Capital SPA is conditional upon, among other things, (i) satisfactory due diligence on CMMB Vision (USA); (ii) respective approvals from the board and/or the shareholders of the Company and Chi Capital where applicable; (iii) approvals by relevant regulatory bodies, including approval of listing of the Consideration Shares and the Convertible Notes being granted by the Stock Exchange.

Information on the Consideration Shares:

Comparison to share capital of the Company: The 1,586,071,153 new Shares to be issued to Chi Capital represents (i) approximately 35.3% of the total number of issued share capital of the Company immediately prior to the issue of the Consideration Shares; and (ii) approximately 26.1% of the enlarged issued share capital of the Company as enlarged by the issuance of the Consideration Shares.

The HK\$42,842,152 Convertible Notes to be issued to Chi Capital, if fully converted into newly issued Convertible Shares, represents (i) approximately 28.9% of the total number of issued share capital of the Company immediately prior to the issue of both the Consideration Shares and the Convertible Shares; and (ii) approximately 17.6% of the enlarged issued share capital of the Company after issuance of both the Consideration Shares and the Convertible Shares.

Price Information: The issue price of the Consideration Shares and the Convertible Notes of HK\$0.033 represents (i) a premium of approximately 6.5% to the closing price of HK\$0.031 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) an average closing price of HK\$0.033 per Share as quoted on the Stock Exchange for last five consecutive trading days up to and including the Last Trading Day; and (iii) a discount of approximately 2.9% to the average closing price of HK\$0.034 per Share as quoted on the Stock Exchange for last ten consecutive trading days up to and including the Last Trading Day.

Ranking: Upon issuance, the Consideration Shares and the Convertible Shares will rank *pari passu* with all the then existing Shares in issue.

Listing: An application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares and the Convertible Shares.

The sale and purchase of 51% of the CMMB Vision (USA) pursuant to the Chi Capital SPA is subject to the fulfilment of various conditions precedents and may or may not proceed to the completion. Accordingly, Shareholders and prospective investors are reminded to exercise caution when dealing in the Shares.

REASONS FOR AND BENEFITS OF THE CHI CAPITAL ACQUISITION

Globalization of CMMB

Developed by Timi Technologies of SARFT with US collaboration, CMMB is the most advanced OFDM based mobile digital broadcasting technology that enables the complete convergence of mobile and fixed video and broadband data transmission via hybrid terrestrial television-satellite networks. CMMB has been fully commercialized in over 330 cities in China and is supported by a vast global supply chain and mature ecosystem that is ready to support our expansion of CMMB technology into the international market. The Company has partnerships with SARFT, Motorola and industry leaders from the CMMB ecosystem to promote and develop CMMB globally.

Capturing the Largest Global Market

As the largest Internet and media market, the US has the most pressing need for mobile broadband due to exploding mobile video and data consumption. Mobile data traffic is expected to grow by 25 times from 2010-2015 driven mostly by video demand and outstripping the system capacity of both the wired and wireless networks. The major markets are already experiencing access bottlenecks and degraded services. Underlying the problem is widely shared demand for the most popular video content: as little as 5% to 10% of the available video content is commonly downloaded by 75% to 90% of the users, which creates a tremendous and repetitive session-oriented (“unicast”) traffic clogging up the internet access networks by replicating the same content to each individual user. This behavioural pattern makes the CMMB broadcasting architecture the ideal technology solution to address this rapidly growing problem. CMMB content delivery network can effectively broadcast the most popular content simultaneously to all users and hence

can satisfy consumer needs while vastly reducing the congestion caused by unicast video traffic over the public Internet.

The Company has previously acquired CMMB International, which controls the global technology licensing of the CMMB core patent technologies for overseas development and promotion. Combining with the current acquisition of CMMB Vision (USA), the Company will be able to have the necessary licensing, spectrum access, system integration solutions, and operating partnerships to deploy and operate both terrestrial digital television and CMMB mobile entertainment service network in the US starting with New York City and then go nationwide.

Operation Development

With the Chi Capital Acquisition, the Company will immediately begin multi-channel video broadcast services using its terrestrial digital television system in New York City that covers a population of 12 million in the greater New York City metropolitan area.

It will also immediately mount a CMMB trial network in Richmond, Virginia with the trial network facilities it will acquire to test various technical performance and business models of operation with its technology partners.

The Company will collaborate with the US operating partners and Chinese technology providers to develop a comprehensive CMMB network in New York City with the spectrum and network facilities it will acquire, and subsequently work to launch the first CMMB commercial market in New York City.

Service models of CMMB network will include:

1. Subscription-based mobile video service packages to consumers: Top 10 live-television channels plus the top 100 most commonly downloaded on-demand video and Internet applications. The CMMB solution has the twin advantages of low-cost and mobility that is unmatched by any of the current mobile carriers, IPTV operators, and Cable companies.
2. CMMB is well positioned to provide off-load data services and mobile video from mobile telecom carriers to CMMB networks for delivery to users; CMMB can carry mobile traffic at much greater volume and lower cost than third generation mobile technology and forth generation mobile operators they can do themselves.
3. There are numerous advantageous benefits for interactive e-commerce and entertainment services arising from the future convergence of CMMB and the emerging LTE-4G networks.

International Development Platform

The deployment of CMMB in the US will also validate the CMMB technology as an international technology standard and will give the Company the necessary experience and capability to deploy CMMB in other international markets in conjunction with strategic partners among the existing China ecosystem to enable the eventual creation by the Company of an international multimedia operating franchise.

PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE THE CONSIDERATION SHARES AND CONVERTIBLE NOTES

As the consideration for the Chi Capital Acquisition will be satisfied by way of the Company issuing the Consideration Shares and the Convertible Notes, the Company will seek the grant of Specific Mandate from the Shareholders to allot and issue the Consideration Shares and the Convertible Notes.

Application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Consideration Shares and the Convertible Shares.

INFORMATION ON CMMB VISION (USA)

CMMB Vision (USA) was established in Delaware, US with limited liability and is owned 100% by Chi Capital immediately prior to the signing of the Chi Capital SPA. CMMB Vision (USA) holds the operating assets and platform through spectrum rights, network equipment, leases, patents, licenses, franchises, management team, and strategic partnerships for fully developing and deploying and operating a next generation, ground-breaking, broadcast-broadband convergent network based on CMMB and LTE-4G technology platforms to deliver multimedia content and service that tailors to the rapidly increasing consumer demand for mobile, wireless, interactive, and high-definition video and data entertainment in the US in the digital and internet era.

CMMB Vision (USA) newly incorporated has current unaudited financial information as follows:

	<i>HK\$</i>
Net liabilities value	Nil
Net loss before taxation and extraordinary items	Nil
Net loss after taxation and extraordinary items	Nil

INFORMATION ON CHI CAPITAL

Chi Capital is a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Wong Chau Chi, the chief executive officer of the Group, the executive Director and the chairman of the Board. The principal business of Chi Capital is investment holdings.

INFORMATION ON THE GROUP

The principal business activity of the Group is the development and promotion of CMMB-based multimedia and interactive services. In China, the Group is a value-added service provider in support of SARFT's CMMB services. Outside the PRC, the Group intends to provide turnkey solutions to develop and deploy CMMB-based system, network, business platform to international markets and participates in service operations through local partnerships so as to promote CMMB into an international standard and build a global CMMB franchise.

LISTING RULES IMPLICATIONS

As Chi Capital is wholly-owned by Mr. Wong Chau Chi, the chief executive officer of the Group, the executive Director and the chairman of the Board, and is holding 233,132,500 Shares as at the date hereof. As such, Chi Capital is a connected person of the Company and the Chi Capital Acquisition constitutes a connected transaction for the Company. As such, the Chi Capital SPA and Chi Capital Acquisition thereunder constitute connected transactions for the Company and are subject to the reporting, announcement and the Independent Shareholders' approval requirements set out in Chapter 14 of the Listing Rules and are subject to the reporting, announcement and the Independent Shareholders' approval requirement under Chapter 14A the Listing Rules.

EGM

The EGM will be convened as soon as practicable at which ordinary resolutions will be proposed for the Independent Shareholders to consider, and, if thought fit, to approve (i) the Chi Capital SPA and the transactions thereunder; and (ii) the Specific Mandate. Pursuant to the Listing Rules, at the EGM, Mr. Wong Chau Chi and his associates, including Chi Capital, are required to abstain from voting on the ordinary resolutions approving (i) the Chi Capital SPA and the transaction thereunder; and (ii) the Specific Mandate. Voting at the EGM will be conducted by poll.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors has been formed to consider the terms of (i) the Chi Capital SPA and the transactions thereunder; and (ii) the Specific Mandate. Veda Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same transaction.

CIRCULAR

A circular containing, inter alia, (i) further information on the Chi Capital SPA; (ii) further information on the proposed Specific Mandate to issue the Consideration Shares and the Convertible Notes; (iii) the notice of the EGM; (iv) the letter from Veda Capital to both the Independent Board Committee and the Independent Shareholders regarding the Chi Capital SPA and the transactions thereunder; and the Specific Mandate; and (v) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be dispatched to the Shareholders as soon as possible. As additional time is required by (i) the Company's valuers to finalise the valuation report of the Chi Capital Acquisition; and (ii) Veda Capital to finalise its advice to the Independent Board Committee, both of which will be included in the circular, it is currently expected that the circular will be despatched to the Shareholders on or before 22 February 2012.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors

“Chi Capital”	Chi Capital Holdings Limited, a company incorporated under the laws of British Virgin Islands with limited liability, which is wholly owned by Mr. Wong Chau Chi, the chief executive officer of the Group, an executive Director and the chairman of the Board
“Chi Capital Acquisition”	the transactions contemplated under the Chi Capital SPA
“Chi Capital SPA”	the sale and purchase agreement dated 22 November 2010 entered into between the Company as the purchaser and Chi Capital as the seller with respect to the sale and purchase of 51% interest of CMMB Vision (USA)
“CMMB”	China Mobile Multimedia Broadcasting, a digital mobile multimedia technology developed by China under the SARFT. It delivers digital mobile television via terrestrial and satellite network directly to all devices such as hand-phone, pocket television, lap-tops, personal media player and global positioning system that are equipped with a CMMB—enabled chipset. It provides video, audio, and data broadcasting and downloading to mobile users anytime anywhere with virtually no bandwidth limitation at high quality and low cost, and can receive signals over 350 kilometer/hour without distortion
“CMMB International”	CMMB International Limited, a company incorporated under the laws of Hong Kong, owning the global licensing of CMMB technology which the Company has recently acquired 65% in equity interest
“CMMB Vision (USA)”	CMMB Vision (USA) Inc., a company established in Delaware, US with limited liability and is owned 100% by Chi Capital immediately prior to the signing of the Chi Capital SPA
“Company”	CMMB Vision Holdings Ltd., a company incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange

“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	the 1,586,071,153 new Shares to be issued by the Company to Chi Capital as consideration for the Chi Capital Acquisition under the Chi Capital SPA
“Convertible Notes”	the notes with HK\$42,842,152 in nominal value to be issued to Chi Capital as consideration for the Chi Capital Acquisition under the Chi Capital SPA convertible into the Shares at HK\$0.033 per share for a total of 1,298,247,029 new Shares
“Convertible Shares”	the 1,298,247,029 new Shares to be issued by the Company to Chi Capital as a result of the exercise of the conversion rights attaching to the Convertible Notes
“Director(s)”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Chi Capital SPA, Chi Capital Acquisition contemplated thereunder and to grant the Specific Mandate
“General Offer”	an offer to buy all shares from all shareholders
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	an independent committee of the Board established by the Board to advise the Independent Shareholders in respect of the Chi Capital Acquisition, the Specific Mandate to issue Consideration Shares and the Conversion Shares
“Independent Shareholders”	the Shareholders other than Mr. Wong Chau Chi and his associates

“IPTV”	Internet Protocol Television, a system through which television services are delivered using the internet protocol suite over a packet-switched network such as the internet, instead of being delivered through traditional terrestrial, satellite signal, and cable television formats.
“Last Trading Day”	22 November 2011
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“LTE-4G”	Long Term Evolution-Fourth Generation, the latest standard in mobile network technology, offering the fastest data speeds available, enabling to work and play faster than ever before and providing a platform for innovative applications
“MHz”	mega hertz
“OFDM”	Orthogonal Frequency-Division Multiplexing, a method of encoding digital data on multiple carrier frequencies, developing into a popular scheme for wideband digital communication, whether wireless or over copper wires, used in applications such as digital television and audio broadcasting, broadband internet access, wireless networks, and LTE-4G mobile communications
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong and Taiwan
“SARFT”	國家廣播電影電視總局 (the State Administration of Radio, Film, and Television) of the PRC
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	a specific mandate to be considered and, if thought fit, granted by the Shareholders to the Board to issue the Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“TiMi Technologies”	TiMi Technologies Co., Ltd (北京泰美世紀科技有限 公司), a company established in the PRC under the Academy of Broadcasting Science (廣播科學研究院) under SARFT
“Veda Capital”	Veda Capital Limited, the independent financial adviser to the Independent Board Committee and the independent Shareholders in respect of the Chi Capital SPA, the Chi Capital Acquisition and the Specific Mandate
“UHF”	Ultra High Frequency designates the radio frequency range of electromagnetic waves between 300 MHz and 800 MHz, which is the most efficient band used widely to carry broadcast television signals
“US”	United States of America

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

Hong Kong, 22 November 2011

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. WONG Chau Chi and Dr. Hui LIU; two non-executive Directors, namely Mr. CHOU Tsan-Hsiung and Mr. YANG Yi; and three independent non-executive Directors, namely Mr. WANG Wei-Lin, Mr. Shan LI and Dr. LI Jun.