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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)

Announcement

(I) DESPATCH OF CIRCULAR REGARDING:

- 1. MAJOR AND CONNECTED TRANSACTION — ACQUISITION OF 51% OF THE ISSUED SHARE CAPITAL OF CMMB VISION (USA);**
- 2. PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE THE CONSIDERATION SHARES AND THE CONVERSION SHARES;**
- 3. SHARE CONSOLIDATION AND CHANGE OF BOARD LOT SIZE;**
- 4. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND**
- 5. NOTICE OF EXTRAORDINARY GENERAL MEETING**

(II) SECOND SUPPLEMENTAL AGREEMENT TO THE SHARE PURCHASE AGREEMENT

(III) SHARE CONSOLIDATION TIMETABLE

References are made to the announcements dated 20 October 2011, 22 November 2011, 23 November 2011, 17 February 2012, 30 May 2012, 15 June 2012, 29 June 2012, 20 July 2012 and 3 August 2012 (the “Announcements”) and the circular dated 17 August 2012 (the “Circular”) published by the Company in relation to (i) share consolidation; (ii) connected and major transactions — acquisition of 51% of the issued share capital of CMMB Vision (USA); and (iii) proposed grant of specific mandate to issue consideration shares and convertible notes. Unless otherwise defined below, capitalized terms used in this announcement shall have the same meaning as those used in the Circular.

(I) DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular and a notice convening the EGM together with a form of proxy for use at the EGM have been dispatched to the Shareholders on 17 August 2012.

(II) SECOND SUPPLEMENTAL AGREEMENT TO THE SHARE PURCHASE AGREEMENT

The Board announces that, on 17 August, 2012, the Company and Chi Capital entered into a supplemental agreement to the Share Purchase Agreement.

Pursuant to the supplemental agreement, the Company and Chi Capital agreed to supplement following terms to the Convertible Notes:

Conversion Restrictions:

Holders of the Convertible Notes shall not be entitled to exercise the right to convert any part of the outstanding principal amount of the Convertible Notes into new Shares if such conversion will cause (i) the public float of the Company to fall below the minimum public float requirement under Rule 8.08 of the Listing Rules (the “**Minimum Public Float**”) or (ii) the aggregate shareholding interest to be held by the such holder(s) of the Convertible Notes in the Company upon such conversion, together with the shareholding interest in the Company held by parties acting in concert with it (the “**Aggregate Beneficial Interest**”), to become equal to or exceed 30% of the total Shares in issue or any other threshold which will trigger the obligation on the part of the holder of the Convertible Notes to make a mandatory general offer pursuant to the Hong Kong Codes on Takeovers and Mergers (the “**Conversion Threshold**”) following such conversion.

If:

- (i) the principal amount specified in the conversion notice given by holder(s) of the Convertible Notes to be converted into new Shares will effectively cause the public float of the Company to fall below the Minimum Public Float; or
- (ii) the Aggregate Beneficial Interest shall be equal to or exceed the Conversion Threshold,

the Company shall only be obliged to convert such principal amount of the Convertible Notes to the extent that such conversion will not result in (i) the public float of the Company to fall below the Minimum Public Float, or (ii) the Aggregate Beneficial Interest becoming equal to or exceeding the Conversion Threshold.

Transfer Restriction:

Other than transfers to a wholly-owned subsidiary of the holder of the Convertible Notes, i.e. Chi Capital, the Convertible Notes may not be assigned or transferred without the prior written consent of the Company, subject to compliance of the conditions of the Convertible Notes and further subject to the conditions, approvals, requirements and any other provisions of or under (i) the Stock Exchange (and any other stock exchange on which the Shares may be listed at the relevant time) or their rules and regulations; (ii) the approval for listing in respect of the Conversion Shares; and (iii) all applicable laws and regulations.

(III) SHARE CONSOLIDATION TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and change in board lot size. The timetable is subject to the results of the EGM. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.

Latest time for lodging form of
proxy for the EGM.....2:30 p.m. on 5 September 2012

Date of the EGM2:30 p.m. on Friday, 7 September 2012

Announcement of results of the EGMFriday, 7 September 2012

The following events are conditional on the results of the EGM. The dates are therefore tentative.

Effective date for the Share ConsolidationMonday, 10 September 2012

Dealing in Consolidated Shares commences9:00 a.m. on Monday,
10 September 2012

Original counter for trading in Shares
in board lot size of 2,500 Shares
temporarily closes9:00 a.m. on Monday,
10 September 2012

Temporary counter for trading in Consolidated Shares in board lot size of 250 Consolidated Shares in the form of existing share certificates opens9:00 a.m. on Monday, 10 September 2012

First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences.....9:00 a.m. on Monday, 10 September 2012

Original counter for trading in Consolidated Shares in board lot size of 5,000 Consolidated Shares in the form of new share certificates for Consolidated Shares reopens9:00 a.m. on Monday, 24 September 2012

Parallel trading in Consolidated Shares in the form of new and existing share certificates commences.....9:00 a.m. on Monday, 24 September 2012

Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares.....9:00 a.m. on Monday, 24 September 2012

Parallel trading in Consolidated Shares in the form of new and existing share certificates ends.....4:00 p.m. on Tuesday, 16 October 2012

Temporary counter for trading in board lot size of 250 Consolidated Shares in the form of existing share certificates closes4:00 p.m. on Tuesday, 16 October 2012

Designated broker ceases to stand in the market to sell and purchase odd lots of Consolidated Shares4:00 p.m. on Tuesday, 16 October 2012

Last day for free exchange of existing share certificates for new share certificates for Consolidated SharesThursday, 18 October 2012

The sale and purchase of the shares of CMMB Vision (USA) pursuant to the Share Purchase Agreement is subject to the fulfillment of various conditions precedents and may or may not proceed to completion. Accordingly, Shareholders and prospective investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 17 August 2012

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.