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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) 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 17 August 2012 at 2:30 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 Share Purchase Agreement (copies of which are tabled at the EGM, marked “A” and initialled 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, confirmed and ratified;
- (b) any one director (“**Director(s)**”) 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 Share Purchase Agreement and the connected transaction contemplated thereunder.”

2. “**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 and the Conversion Shares to be issued upon conversion of the Convertible Notes, the grant of a specific mandate for the allotment and issue of the Consideration Shares and the Conversion Shares be and is hereby approved.”

3. **“THAT** subject to the fulfilment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 17 August 2012 (the “**Circular**”), a copy of which has been tabled at the meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification, with effect from the date immediately after the date of passing this resolution:
- (a) every ten (10) issued and unissued shares with a par value of HK\$0.01 each (each a “**Share**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.10 each (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and
  - (b) the Directors be and are hereby authorized to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”
4. **“THAT** the maximum number of options (the “**Scheme Mandate Limit**”) for Shares of HK\$0.01 each in the capital the Company which could be granted pursuant to the share option scheme of the Company adopted on 5 July 2005 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of Shares in issue at the date of approval of such refreshment of the Scheme Mandate Limit.”

As at the date hereof, Chi Capital, which is wholly-owned by Mr. Wong Chau Chi, the chief executive officer, an executive Director of the Company and the chairman of the Board, held 268,452,500 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; and (3) Dr. Liu Hui held 10,000,000 Shares.

At the EGM, Mr. Wong Chau Chi and his associates, including Chi Capital, are required to abstain from voting in relation to resolution of approving the Share Purchase Agreement and the transaction thereunder and the grant of a specific mandate for the allotment and issue of the Consideration Shares and Convertible Notes.

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

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

Hong Kong, 17 August 2012

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
1701-1702, 17/F.  
The Hong Kong Club Building  
3A Chater Road, Central  
Hong Kong

**Notes:**

1. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as a proxy or, if he/she it has two or more Shares, more than one proxy to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting or any adjourned thereof in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
4. 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 or authority, must be deposited at 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 Meeting or any adjournment thereof.
5. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, 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 Meeting, 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).
6. Unless otherwise specified in herein, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 17 August 2012.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. WONG Chau Chi and Dr. LIU Hui; 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. LI Shan and Dr. LI Jun.*