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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 of the above mentioned company (the “**Company**”) will be held at President Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on 2 July 2014 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the Rights Issue (as defined in the circular dated 16 June 2014 of the Company (the “**Circular**”), a copy of which marked “A” has been submitted to the meeting and signed by the Chairman for the purpose of identification) and the Bonus Issue (as defined in the Circular) be and are hereby approved and any one or more Directors be and is/are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue and/or Bonus Issue or any transactions contemplated thereunder, provided that any actions or steps authorized by this resolution are limited to administrative matters ancillary to the implementation of the Rights Issue and the Bonus Issue;
- (b) the underwriting agreement dated 4 April 2013 between inter alia, the Company and Chi Capital Holdings Limited (“**Chi Capital**”), a copy of which marked “B” is produced to the meeting and signed by the Chairman for the purpose of identification, whereby Chi Capital agrees to take up its and its associates’ entitlement in full under the Rights Issue and to underwrite up to 843,706,112 Rights Shares under the Rights Issue (the “**Underwriting Agreement**”) be and is hereby approved, confirmed and ratified and the directors of the Company be and are hereby authorised to implement the transactions contemplated by the Underwriting Agreement;

- (c) subject to the passing of each of the ordinary resolutions (a) and (b) as set out in the notice convening this meeting, the absence of arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue as referred to in Rule 7.26A of the Listing Rules (as defined in the Circular) be and is hereby approved.”

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

Hong Kong, 16 June 2014

**Registered office:**

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

**Principal place of business in Hong Kong:**

Unit 1211, Level 12, Core F  
Cyberport 3  
100 Cyberport Road,  
Cyberport  
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 16 June 2014.

*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.*