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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 (“**Meeting**”) of the above mentioned company (“**Company**”) will be held at 10:00 a.m. on Friday, 23 January 2015 at The American Club, Floor 48, Exchange Square Two, Central, Hong Kong, for the purposes of considering and, if thought fit, passing the following resolution as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) (i) the Sale and Purchase Agreement and the Supplemental Agreement (copies of which are tabled at the meeting, marked “A” and “B” respectively and signed by the chairman of the meeting (“**Chairman**”) for the purpose of identification) and the connected transaction (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (ii) 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 Sale and Purchase Agreement, the Supplemental Agreement and the connected transaction contemplated thereunder. For the avoidance of doubt, all such acts, deeds and things and such documents to be performed or executed are limited to acts, deeds, things and documents that are ancillary to the Sale and Purchase Agreement and/or the Supplemental Agreement and of administrative nature.
- (b) conditional upon the passing of ordinary resolution (a), and the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in the Conversion Shares (as defined in the circular dated 31 December 2014 of the Company (“**Circular**”), a copy of the Circular marked “C” has been submitted to the meeting and signed by the Chairman for the purpose of identification), the grant of a specific mandate to the board of Directors for the allotment and issue of the Conversion Shares be and are hereby approved.”

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 1,103,431,352 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 Sale and Purchase Agreement, the Acquisition and the grant of the Specific 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, 31 December 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 Shops 1712-1716, 17th 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 31 December 2014.

As at the date of this announcement, 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.