

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 CMMB Vision Holdings Limited 中國移動多媒體廣播控股有限公司 (the “**Company**”) will be held at 10:00 a.m. on Monday, 20 June 2016 at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong, for the purpose of considering and, if though fit, passing the following resolutions of the Company:

**ORDINARY RESOLUTION**

1. “**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 18 May 2016 (the “**Circular**”), a copy of which has been tabled at the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, with effect from the first business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):
  - (a) every ten (10) issued and unissued shares with a par value of HK\$0.10 each (each an “**Existing Share**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$1.00 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 of the Company (the “**Directors**”) be and are hereby authorized to do all things and acts and sign all documents, including under seal where applicable, which they consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation and to aggregate all fractional Consolidated Shares and sell them for the benefits of the Company.”

## SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minute approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); (iv) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Subdivision (as defined below); and (v) such other conditions set out in the circular of the Company dated 18 May 2016 in relation to the Capital Reduction (as defined below) and the Share Subdivision (as defined below) having been fulfilled, with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
- (a) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) by cancelling the paid-up capital to the extent of HK\$0.99 on each of the then issued shares of HK\$1.00 each of the Company (the “**Share**”) in issue so that each issued Share with a par value of HK\$1.00 of the Company be treated as one fully paid-up share with a par value of HK\$0.01 (the “**New Shares**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company so as to maintain the authorised share capital of the Company at HK\$5,000,000,000;
  - (b) upon the Capital Reduction becoming effective, each of the then authorised but unissued Shares with a par value of HK\$1.00 each be subdivided into one hundred (100) unissued New Shares with a par value of HK\$0.01 each (the “**Share Subdivision**”) so that the authorised share capital of the Company shall be HK\$5,000,000,000 divided into 500,000,000,000 New Shares immediately following the Capital Reduction and the Share Subdivision becoming effective;
  - (c) the credits arising from the Capital Reduction shall be applied to set off the accumulated losses of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve of the Company called the capital reduction reserve account or other reserve account of the Company which may be utilised by the Directors as a distributable reserve to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of such account from time to time and/or to apply the credit in such account in any other manner as may be permitted under the articles of association of the Company in effect from time to time and all applicable laws and rules (including the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) without further authorisation from the shareholders of the Company and all actions in relation thereto be approved, ratified and confirmed;

- (d) all of the New Shares resulting from the Capital Reduction and the Share Subdivision shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Company's memorandum and articles of association in effect from time to time; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Subdivision."

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

Hong Kong, 18 May 2016

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

*Head office and principal place  
of business in Hong Kong:*  
Unit 1211, Level 12,  
Core F, Cyberport 3,  
100 Cyberport Road, Cyberport  
Hong Kong

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date

6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

*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.*