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If you have sold or transferred all your shares in **CMMB Vision Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES;
ADOPTION OF A SHARE OPTION SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**

VEDA | CAPITAL
智略資本

A notice convening the EGM to be held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, 18 December 2015 at 10:00 a.m. is set out on pages 31 to 34 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM or any adjournment thereof, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.

2 December 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Adoption Date”	the date on which the Share Option Scheme 2015 to be approved and adopted by an ordinary resolution of the Shareholders at the EGM
“AGM”	the annual general meeting of the Company held on 21 May 2015
“Articles of Association”	the articles of association of the Company adopted pursuant to a written resolution passed by the then sole Shareholder on 5 July 2005, as amended from time to time
“associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CMMB Vision Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Chi Vision”	Chi Vision USA Corporation, a non-wholly owned subsidiary of the Company
“CMMB Vision USA”	CMMB Vision USA Inc., a non-wholly owned subsidiary of the Company
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on Friday, 18 December 2015, the notice of which is set out on pages 31 to 34 of this circular, and any adjournment thereof

DEFINITIONS

“Eligible Entity”

any substantial shareholders or holding companies (as defined in the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time) of the Company and any of their respective subsidiaries, and any entity (including associated company) in which any substantial shareholders or holding companies of the Company or any of their respective subsidiaries holds any equity interest

“Eligible Person”

means any of the following persons:

- (a) an Executive, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group or of an Eligible Entity;
- (b) a director or proposed director (including an independent non-executive director) of any member of the Group or of an Eligible Entity;
- (c) a direct or indirect shareholder of any member of the Group or of an Eligible Entity;
- (d) a supplier of goods or services to any member of the Group or of an Eligible Entity;
- (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group or of an Eligible Entity;
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group or of an Eligible Entity; and
- (g) an associate of any of the foregoing persons

DEFINITIONS

“Executive”	any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group
“Existing General Mandate”	the general mandate granted to the Directors to allot, issue and deal with Shares up to 20% of the issued Shares as at the date of the AGM (i.e. up to a maximum of 790,948,213 new Shares)
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	a committee of the Board comprising all the independent non-executive Directors established to advise the Independent Shareholders regarding the refreshment of the Existing General Mandate
“Independent Shareholders”	Shareholders, excluding Chi Capital Holdings Ltd, Mr. WONG Chau Chi and his associates
“Latest Practicable Date”	30 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the EGM to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the EGM
“Option(s)”	option(s) to subscribe for Shares granted under the Share Option Scheme 2015

DEFINITIONS

“Option Period”	in respect of any particular Option, the period commencing immediately after the business day on which the Option is deemed to be granted and accepted in accordance with the Share Option Scheme 2015 and expiring on a date to be determined and notified by the Directors to each grantee provided that such period shall not exceed the period of 10 years from the date of the grant of a particular Option but subject to the provisions for early termination thereof contained in the Share Option Scheme 2015
“Previous Share Option Scheme”	the share option scheme adopted by the Company on 5 July 2005
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme 2015”	the share option scheme proposed to be adopted by the Company with the necessary Shareholders’ approval at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreements”	the subscription agreements dated 29 June 2015 and 7 October 2015 respectively and made between the Company and the subscribers for the subscription of an aggregate 790,948,212 new Shares pursuant to the terms of the subscription agreements
“TV”	Television
“US\$” or “USD”	United States dollars, the lawful currency of the United States of America

DEFINITIONS

“Veda Capital”

Veda Capital Limited, a licensed corporation to carry on type 6 regulated activity (advising on corporate finance) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate

“%”

per cent.

LETTER FROM THE BOARD



CMMB
VISION

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)

Executive Directors:

Mr. WONG Chau Chi
Dr. LIU Hui

Non-executive Directors:

Mr. YANG Yi
Mr. CHOU Tsan-Hsiung

Independent non-executive Directors:

Mr. WANG Wei-Lin
Mr. LI Shan
Dr. LI Jun

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,
Hong Kong

2 December 2015

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES; ADOPTION OF A SHARE OPTION SCHEME; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The primary purposes of this circular are to provide you with information relating to (i) the refreshment of the Existing General Mandate; (ii) the adoption of the Share Option Scheme 2015; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the refreshment of the Existing General Mandate; (iv) a letter of recommendation from Veda Capital to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate; and (v) the notice of the EGM at which resolutions will be proposed to the Independent Shareholders to consider and if thought fit, approve the refreshment of the Existing General Mandate and the adoption of the Share Option Scheme 2015.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

Existing General Mandate

At the AGM, among other things, the Directors were granted a general mandate to allot, issue and deal with up to 790,948,213 Shares, being 20% of the then issued share capital of the Company. As disclosed in the announcements of the Company dated 29 June 2015 and 7 October 2015, the Company entered into Subscription Agreements pursuant to which an aggregate of 790,948,212 new Shares were issued under the Existing General Mandate, representing the entire Existing General Mandate.

There had not been any refreshment of the Existing General Mandate to issue new Shares since the AGM up to the Latest Practicable Date.

Proposed refreshment of the Existing General Mandate

As the Existing General Mandate has been fully utilized, in order to provide a flexible means for the Company to raise further funds through the issue of new Shares for its future business development if and when an opportunity arises, the Board proposes the grant of the New General Mandate to allow the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM.

As at the Latest Practicable Date, the Company had 5,495,689,280 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the New General Mandate and assuming that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 1,099,137,856 new Shares under the New General Mandate, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The New General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the EGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

Business model of the Company

Background of the Company's existing model

The Group is principally engaged in provision of China Mobile Multimedia Broadcasting (“CMMB”) business and printed circuit boards (“PCB”) agency services:

1. CMMB business – Digital broadcasting with advertising or capacity leasing fee:

Through the Company's subsidiaries, CMMB Vision USA and Chi Vision, the Group owns a terrestrial TV station network in the United States where the Group engages in broadcasting digital TV and data services free-to-air to the general public in partnership with content providers and receives channel capacity leasing and advertising fees.

2. PCB agency service – Legacy PCB component trading business, which the Group earns agency fee income through buying and selling PCB components.

Intended business model of the satellite services and integration with our existing business

The business model under the satellites services to be provided through the AsiaStar and Silkwave-1 satellites are seamlessly convergent with the Company's existing digital broadcasting model, extending the Company's current business model with greater scope as the Group will have mobile capability to reach each user device directly. Please refer to the announcements of the Company dated 27 October 2015 (the “**Announcements**”) for further information about the AsiaStar and Silkwave-1 satellites.

The AsiaStar or Silkwave-1 satellite represents a digital TV broadcasting platform similar to a terrestrial platform except that it uses an advanced satellite in the sky which is capable of reaching far more mobile audiences on the ground. The system is proprietary, unlike the free-to-air digital broadcasting business in the United States, which means a satellite reception chipset needs to be built into consumer device in order to access the Group's services. As a result, the Group will be able to control viewer access that free-to-air terrestrial digital broadcasting services cannot, and the Company can be more selective in its business models.

LETTER FROM THE BOARD

The revenue stream of the satellite services will come from various sources, including but not limited to:

Service commencement fee:

Each user accessing the services will need to be registered online and pay a service commencement fee, and a digital key will be sent to the user to decrypt the signal to start enjoying services. This is an augmentation to the free-to-air service model.

Advertising fee:

This would be the same as free-to-air broadcasting, as the Group will have advertisers to pay advertising airtime on its mobile TV programming.

Premium subscription:

As viewership increases, the Group will offer premium contents with subscription. Viewers who want to watch programmes such as specialty sports, music, talk show, TV dramas and movie channels would pay additional fees on a monthly basis. This is an augmentation to the current free-to-air model, i.e. mobile cable TV service.

Capacity leasing:

The Group will lease mobile channels to content providers to broadcast their own programmes. This is similar to the current terrestrial broadcasting capacity leasing model.

PCB trading:

The Group will also buy and sell PCB components related to its service-enabled devices to facilitate its various partners in developing their own tailored-made brand of devices for their franchised customers in order to access the Group's services. Since the Group is the technology developer and patent owner of the enabled devices, it will be in a good position to facilitate its PCB component trading.

LETTER FROM THE BOARD

Business carried out by Chi Vision

Chi Vision is currently engaged in broadcasting digital TV services with all its stations in New York, Los Angeles, San Francisco, Dallas, Houston, Atlanta, Miami, and Tampa, as Chi Vision has entered into a time brokerage agreement in relation to air programming with GW-Mobile, Inc., a subsidiary of Dr. Peng Telecom & Media Group Co., Ltd. Chi Vision currently receives capacity leasing fees.

The Group intends to carry on such a business for now as it is consistent with the Group's overall digital broadcasting business, and it gives the Group a franchise and spectrum network in the United States which allows the Group to implement a similar satellite-terrestrial mobile broadcasting business in partnership with satellite players in the United States in the future.

Cash Flow Requirements and Liquidity of the Company

The Group recorded loss amounted to US\$3,862,704 for the six months ended 30 June 2015, mainly related to market development and promotion expenses of US\$2,648,215 and administrative expenses of US\$626,911 incurred for the six months ended 30 June 2015. The bank balances and cash of the Group was US\$11,465,525 as at 30 June 2015.

The Company's major cash flow outlay is working capital for business development of the CMMB and satellite related businesses, such as appointment of professional parties to develop business plan, doing feasibility study and market research and recruitment of expertise to implement the business plan, as well as equipment and devices procurement. The Company has been meeting the cash flow such requirements from share placement under its general mandates. Particularly to the placement, the Company has been quite successful in raising money from investors. The Company expects to continue to engage in placement to raise capital and rely on its major Shareholders financial assistance for its business development and expects there would not be any cash flow short fall for such activities.

In addition, the Company is deploying a service trial in major cities in China and Southern East Asia. The trial will validate the existing technology and business models the Company will be engaging with service partners and this will lead to full commercial service launch, which is expected within 12 months, subject to fulfilment of all regulatory requirements. The successful service trial will also enable the Company to replicate similar deployment in other markets and it expects to eventually launch a full CMMB and satellite broadcasting service with sufficient revenue and cash-flow to support and justify all the Company's investments.

LETTER FROM THE BOARD

The Company expects to have major working capital requirements for about additional US\$12.8 million for its business development efforts within the next 12 months in view of the above short term plan which has not taken into account of the acquisition costs of the AsiaStar and/or Silkwave-1 satellites. Based on the current estimation by the Directors, a breakdown of the US\$12.8 million working capital requirements is as follows:

	<i>US\$'million</i>
Market development and promotion expense	4.4
Research and development costs	1.6
Set up Beijing office (staff cost, new office rent and office renovation)	1.5
Other general administrative expense	1.3
Settlement of advance from a shareholder	4.0
	<hr/>
	12.8
	<hr/> <hr/>

The Group will meet its working capital requirements by a combination of cash flow being generated by current business (i.e., channel leasing income and PCB agency service income), Shareholder loans (as it has always done so), share placement from its refreshment of general mandate, and financial assistance from Chi Capital Holdings Ltd, a company wholly owned by Mr. Wong Chau Chi, a director and a substantial shareholder of the Company. In the long run, the Company will consider raising cash from placement and any other means which the Company thinks fit to meet deployment and equipment procurement related capital requirements, which are usually settled in cash. Acquisition of spectrum rights will be paid for by a combination of share placement for cash and company shares to be issued, which, depending on the size of the acquisitions, will either come from the general mandate or special mandate to be separately approved by the Shareholders. The Company will adhere to the relevant Listing Rules in conducting the above exercises.

The final terms for the proposed acquisitions of the AsiaStar and Silkwave-1 satellites are still under negotiation. Based on the current state of negotiation between the parties, the consideration for the acquisitions of the satellites is expected to be not less than US\$1 billion. The Company will make further announcements disclosing details including the capital requirements for the acquisitions once agreements have been reached.

Save as the potential transactions in relation to the proposed acquisitions of the AsiaStar and Silkwave-1 satellites as disclosed in the Announcements, the Company has no existing arrangement, agreement, intention, understanding or negotiation (concluded or otherwise) to conduct any equity fund raising activities at the Latest Practicable Date.

LETTER FROM THE BOARD

To this end, the Directors believe that the grant of the New General Mandate provides a means for the Company to raise further capital to meet general working capital requirement and business development related to the Company's CMMB and satellite multimedia business platform, but not only limited to obtaining cash flow from the substantial Shareholder or utilizing the revenue generated from the current businesses and therefore, is in the interests of the Company and the Shareholders as a whole.

Reasons for the New General Mandate

The Company's intention in fundraising through the New General Mandate is to raise further capital to meet general working capital requirement and business development needs relating to the Company's CMMB and satellite multimedia business platform. The Company has the intention of further future fundraising as long as there remains a need for capital to develop and expand its business that the Company deems beneficial to its shareholders.

The Company thus far has identified investments opportunities that could be highly complementary and organic to its existing mobile multimedia business platform. The Company has made related announcements of entering into Memorandum of Understanding to acquire AsiaStar satellite and related assets and entering into a strategic cooperation framework agreement with GMG for broadcasting services in China. AsiaStar satellite has 25MHz frequency range in the L-band covering China and southern east Asia, and the Company plans eventually to use such spectrums to construct a mobile digital broadcasting network to deliver mobile entertainment and multimedia services. Since the acquisitions are still in the negotiation process and not finalized, the Company may or may not apply proceeds from utilization of the New General Mandate to such acquisitions. Furthermore, the Company plans to acquire Silkwave-1, a new satellite to be manufacturing by Boeing that to be launched in 2018 for the replacement of existing AsiaStar satellite upon its decommissioning, and such acquisitions will continue to require funding, which the Company envisions will be obtained through a combination of cash to be raised by further share placement and share issuance to satisfy acquisition considerations.

The Company will also consider fundraising through debt or private equity to satisfy acquisition and business development needs when opportunities arise as long as they are deemed to be in the best interests of the Shareholders.

Based on the 5,495,689,280 Shares in issue as at the Latest Practicable Date and assuming that no further changes in the issued share capital of the Company until the date of the EGM, subject to the passing of the relevant ordinary resolution to approve the grant of the New General Mandate at the EGM, the Directors will be authorised to allot and issue up to 1,099,137,856 Shares under the refreshed mandate.

LETTER FROM THE BOARD

Fund Raising Activities of the Company in the Past Twelve Months

Funds raised within the past twelve months have been utilised as intended. The Company has conducted the following fund raising activities within the past twelve months immediately preceding the date of this circular:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of circular
5 January 2015	Placing of 184,242,178 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$48.8 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and operations: HK\$8.8 million • New business and network development: HK\$40 million
29 June 2015	Placing of 730,615,382 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$189.9 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and operations: HK\$44.7 million • New business and network development: HK\$97.1 million • Partial repayment of convertible note of HK\$15 million • Unutilized proceeds held in the Group's bank accounts of HK\$33.1 million
7 October 2015	Placing of 60,332,830 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$7.2 million	General working capital for operation and business development of the Group	Unutilized proceeds held in the Group's bank accounts of HK\$7.2 million

The Company's working capital requirements of US\$12.8 million in the next 12 months has not taken into account of the unutilized proceeds as stated in the above table.

The Board considers that it is important for the Company to be able to raise funds quickly in order to seize the investment opportunities that may arise. To this end, the Directors believe that the grant of the New General Mandate will give the Company the flexibility to raise funds and to expand and develop the business of the Group.

LETTER FROM THE BOARD

The Independent Board Committee, comprising all of the independent non-executive Directors, has been established to give recommendations to the Independent Shareholders in respect of the proposed refreshment of the Existing General Mandate.

For the above reasons, the Directors (including the independent non-executive Directors) believe that it is in the interests of the Company and its Shareholders as a whole if the General Mandate is refreshed which allows the Directors to raise further funds by way of issuing of new Shares as and when funds are required.

ADOPTION OF THE SHARE OPTION SCHEME 2015

The Directors believe that the Company's ability to incentivize and retain high caliber and talented employees is fundamental to its success. The Previous Share Option Scheme was adopted by the Company on 5 July 2005. It was valid for ten years from the date of adoption and had expired on 4 July 2015. No further share options may be granted under the Previous Share Option Scheme after its expiry

In view of the expiry of the Previous Share Option Scheme, the Directors propose the adoption of a new share option scheme, the Share Option Scheme 2015, as a replacement of the Previous Share Option Scheme. The purpose of the Share Option Scheme 2015 is to motivate Eligible Persons to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of Executive, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

The Share Option Scheme 2015 shall be valid and effective for a period of 10 years commencing on the Adoption Date. Subject to the terms of the Share Option Scheme 2015, the Board shall be entitled at any time during the life of the Share Option Scheme 2015 to offer the grant of an Option to any Eligible Person as the Board may in its absolute discretion select. The subscription price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option but the subscription price shall not be less than whichever is the highest of:

- a. the nominal value of a Share;
- b. the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day; and

LETTER FROM THE BOARD

- c. the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date.

As required under the Listing Rules, the adoption of the Share Option Scheme 2015 is conditional upon the approval and adoption of the Share Option Scheme 2015 by the Shareholders at the EGM; and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the Share Option Scheme 2015.

Application will be made to the Listing Committee of the Stock Exchange for the granting of approval of the listing of, and permission to deal in, Shares which may be issued on the exercise of the Options granted under the Share Option Scheme 2015.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the Share Option Scheme 2015 at the EGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme 2015, and any other schemes of the Company must not in aggregate exceed 10 per cent. of the Shares in issue as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10 per cent. limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme 2015, and any other schemes of the Company shall not exceed 30 per cent of the Shares in issue from time to time.

Assuming that there is no change in the issued share capital of the Company after the Latest Practicable Date and up to the Adoption Date, the number of Shares issuable pursuant to the Share Option Scheme 2015 under the scheme limit prescribed in Note 1 of Rule 17.03(3) of the Listing Rules will be 549,568,928 Shares, representing 10% of the issued share capital of the Company as of the Adoption Date.

The Directors consider that it is not appropriate to state the value of all of the Options that can be granted under the Share Option Scheme 2015 as if they had been granted at the Latest Practicable Date prior to the approval of the Share Option Scheme 2015, given that the variables which are crucial for the calculation of the value of such Options cannot be determined at this stage. The variables which are critical for the determination of the value of such Options include the exercise price, the grant date and whether or not such Options if granted will be exercised by the participants. Thus, the Directors are of the view that the value of the Options that can be granted pursuant to the Share Option Scheme 2015 depends on a number of variables which are either difficult to ascertain or can only be ascertained subject to a number of theoretical bases and speculative assumptions. Accordingly, the Directors believe that any calculation of the value of the Options will not be meaningful and may be misleading to shareholders of the Company in the circumstances.

LETTER FROM THE BOARD

With respect to the operation of the Share Option Scheme 2015, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules. The Directors consider that the terms of the Share Option Scheme 2015 will serve to protect the value of the Company and to achieve such purpose of retaining and motivating high quality personnel to contribute to the Group.

A summary of the principal terms of the Share Option Scheme 2015 is set out in the Appendix to this circular. Copies of the full terms of the Share Option Scheme 2015 will be available for inspection at the Company's Head Office and Principal Place of Business at Unit 1211, Level 12, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong during normal business hours from the date hereof up to and including the date of the EGM. In accordance with the requirements of the Listing Rules, the Company will publish an announcement as to whether the Share Option Scheme 2015 has been approved by the Shareholders at the EGM.

EGM

Approvals from the Independent Shareholders at the EGM are required for the refreshment of the Existing General Mandate. Pursuant to Rules 13.36(4)(a) of the Listing Rules, in respect of the refreshment of the Existing General Mandate, any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution to approve the refreshment of the Existing General Mandate at the EGM.

As at the Latest Practicable Date, the Company has no controlling shareholder. Mr. WONG Chau Chi, the chairman, the chief executive officer and an executive Director of the Company, together with his associates have aggregated interests in 1,576,891,352 Shares, representing approximately 28.69% of the total issued share capital of the Company. Accordingly, pursuant to Rule 13.36(4) of the Listing Rules, Mr. WONG Chau Chi and his associates will abstain from voting in favour of the resolution to approve the refreshment of the Existing General Mandate at the EGM. Other than Mr. WONG Chau Chi, no Directors has any interest in the Company's shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM on the resolution approving the adoption of the Share Option Scheme 2015.

LETTER FROM THE BOARD

A notice convening the EGM to be held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, 18 December 2015 at 10:00 a.m. is set out in this circular for the purpose of considering and, if thought fit, approving (i) the refreshment of the Existing General Mandate; and (ii) the adoption of the Share Option Scheme 2015. A form of proxy for use at the EGM is enclosed with this circular. Shareholders are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible, and, in any event, not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll. After the conclusion of the EGM, an announcement regarding the poll results will be published on the respective website of the Stock Exchange and of the Company in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board considers that all ordinary resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders (or Independent Shareholders as the case may be) to vote in favour of such resolutions at the EGM.

The Independent Board Committee, having taken into account the advice of Veda Capital, considers the terms of the New General Mandate are fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders should vote in favour of the relevant resolution to be proposed at the EGM to approve the New General Mandate.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the letter from the Independent Board Committee as set out on page 19 of this circular which contains its recommendation to the Independent Shareholders in relation to the granting of the New General Mandate. Your attention is also drawn to the letter from Veda Capital as set out on pages 20 to 30 of this circular, which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the same.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
CMMB Vision Holdings Limited
WONG Chau Chi
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the proposed New General Mandate:



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)

2 December 2015

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular (the “**Circular**”) to the Shareholders dated 2 December 2015 issued by the Company of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders in respect of the proposed refreshment of the Existing General Mandate, details of which are set out in the Letter from the Board contained in the Circular.

Having taken into account the advice of Veda Capital, the independent financial adviser of the Company, as set out in their letter of recommendation on pages 20 to 30 of the Circular, we are of the opinion that the proposed refreshment of the Existing General Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the Existing General Mandate.

Yours faithfully,

For and on behalf of the

Independent Board Committee

Mr. WANG Wei-Lin, Mr. Shan LI and Dr. LI Jun

Independent non-executive Directors

LETTER FROM VEDA CAPITAL

The following is the text of the letter of advice from Veda Capital in connection with the refreshment of the Existing General Mandate which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智 略 資 本

Veda Capital Limited
Room 1106, 11/F,
Wing On Centre,
111 Connaught Road Central,
Hong Kong

2 December 2015

*To the Independent Board Committee and the Independent Shareholders of
CMMB Vision Holdings Limited*

Dear Sir/Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 2 December 2015 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

Pursuant to Rule 13.36(4) of the Listing Rules, any refreshment of the Existing General Mandate before the next annual general meeting shall be subject to the Independent Shareholders’ approval by way of poll at the general meeting of the Company. Any controlling Shareholders and their associates or where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and chief executives of the Company and their respective associates shall abstain from voting in favour of the resolutions for approving the refreshment of the Existing General Mandate as required under Rule 13.36(4)(a) of the Listing Rules.

LETTER FROM VEDA CAPITAL

As at the Latest Practicable Date, the Company has no any controlling shareholder. Mr. Wong Chau Chi, the chairman and the executive Director, together with his associates have aggregated interests in 1,576,891,352 Shares, in which the Shares representing approximately 28.69% of the total issued share capital of the Company. Accordingly, Mr. Wong Chau Chi and his associates will abstain from voting in favour of the resolution to approve the refreshment of the Existing General Mandate at the EGM.

The Independent Board Committee, comprising Mr. Wang Wei-Lin, Mr. Li Shan and Dr. Li Jun, all being the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the refreshment of the Existing General Mandate is fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, we were not aware of any relationships or interest between Veda Capital and the Company or any other parties that could be reasonably be regarded as hindrance to Veda Capital's independence as defined under Rule 13.84 of the Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate. We are not associated with the Company, its subsidiaries, its associates or their respective substantial shareholders or associates, and accordingly, are eligible to give independent advice and recommendations on the terms refreshment of the Existing General Mandate. Apart from normal professional fees payable to us in connection with this appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon accuracy of the information and representations contained in the Circular and information provided to us by the Company, the Directors and the management of the Company. We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due and careful enquiry and were based on honestly-held opinions.

LETTER FROM VEDA CAPITAL

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statements in the Circular misleading. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the Existing General Mandate, we have taken the following principal factors and reasons into consideration:

Background

At the AGM held on 21 May 2015, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Existing General Mandate to allot and issue not more than 790,948,213 Shares, being 20% of the entire issued share capital of the Company of 3,954,741,068 Shares as at the date of passing the relevant resolution.

As disclosed in the announcements of the Company dated 29 June 2015 and 7 October 2015 (the “**Announcements**”), the Company entered into the Subscription Agreements with the subscribers for the subscription of an aggregate of 790,948,212 Shares. The Subscription Agreements were completed on 8 July 2015 and 14 October 2015 and a total of 790,948,212 new Shares had been allotted and issued under the Existing General Mandate, representing approximately 99.99% of the Existing General Mandate.

There had not been any refreshment of the Existing General Mandate since the AGM up to the Latest Practicable Date. As the Existing General Mandate is fully utilized, in order to provide a flexible means for the Company to raise further funds through the issue of new Shares for its future business development if and when an opportunity arises, the Board proposes the grant of New General Mandate to allow the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM.

LETTER FROM VEDA CAPITAL

As at the Latest Practicable Date, the Company had 5,495,689,280 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the New General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 1,099,137,856 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The New General Mandate will expire at the earliest of: (a) the conclusion of the annual general meeting of the Company next following the EGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Reasons for the refreshment of the Existing General Mandate

The Company is an investment holding company. The Group is now principally engaged in (i) provision of China Mobile Multimedia Broadcasting (the “**CMMB**”) business; and (ii) agency services. As disclosed in the Company’s interim report for the six months ended 30 June 2015 (the “**IR 2015**”), the Board will continue to focus on provision of CMMB services and be a leading next generation mobile multimedia network and service provider for mobile internet and entertainment services in the future.

As noted from the Board letter, the Company’s major cash flow outlay is working capital for business development of the CMMB and satellite related businesses, such as appointment of professional parties to develop business plan, doing feasibility study and market research and recruitment of expertise to implement the business plan, as well as equipment and devices procurement. The Company expects to have major working capital requirements for about additional US\$12.8 million (the “**Working Capital Requirement**”) for its business development efforts within the next 12 months in view of the above short term plan other than the acquisition cost of AsiaStar and/or Silkwave-1 satellites with details as follows:

	<i>US\$’million</i>
Market development and promotion expense	4.4
Research and development costs	1.6
Set up Beijing office (staff cost, new office rent and office renovation)	1.5
Other general administrative expense	1.3
Settlement of advance from a Shareholder	4.0
	<hr/>
	12.8
	<hr/> <hr/>

LETTER FROM VEDA CAPITAL

In order to assess the reasonableness of the Working Capital Requirement, we have reviewed and obtained the information provided by the Company in relation to the above details of the Working Capital Requirement. For the market development and promotion expenses, research and development costs, set up Beijing office and other general administrative expenses, which consist of the consultancy fees and legal and professional fees for the advisory services by respective consultants and professionals, the expenses for attending overseas conference and business travel, the salary for the staff in Hong Kong and China, the rental costs for the offices in Hong Kong and China and the set up cost for the new office in Beijing are mainly estimated with reference to the existing signed contracts, the actual costs currently incurred and the expected increase in the expenses for payroll and rent etc. In connection with the settlement of advance from a Shareholder, we noted that it is a Shareholder loan from Chi Capital Holdings Ltd. (the “**Chi Capital**”), the substantial Shareholder, in the amount of US\$4.0 million, which is unsecured, interest-free and repayable on demand. Given the abovementioned, we are in the view that the amount of the Working Capital Requirement is reasonable.

As stated in the Board Letter, the Group will meet its working capital requirements by a combination of cash flow being generated by current business (i.e., channel leasing income and PCB agency service income), Shareholder loans (as it has always done so), share placement from its refreshment of general mandate, and financial assistance from Chi Capital, a company wholly owned by Mr. Wong Chau Chi, a director and a substantial Shareholder. In the long run, the Company will consider raising cash from placement and any other means which the Company thinks fit to meet deployment and equipment procurement related capital requirements, which are usually settled in cash. Acquisition of spectrum rights will be paid for by a combination of share placement for cash and company shares to be issued, which, depending on the size of the acquisitions, will either come from the general mandate or special mandate to be separately approved by the Shareholders. The Company will adhere to the relevant Listing Rules in conducting the above exercises.

Save as disclosed in the Company’s announcements dated 27 October 2015, the Company has no existing arrangement, agreement, intention, understanding or negotiation (concluded or otherwise) to conduct any equity fund raising activities at the Latest Practicable Date.

LETTER FROM VEDA CAPITAL

The Company's intention in fundraising through the New General Mandate is to raise further capital to meet general working capital requirement and business development needs relating to the Company's CMMB and satellite multimedia business platform. References are made to (i) the announcements of the Company dated 10 September 2014, 23 January 2015 and 22 June 2015, relating to the Group's proposed acquisition of AsiaStar satellite and related assets; and (ii) the announcement of the Company dated 19 January 2015 relating to the entering into of a strategic cooperation framework agreement with (Beijing) Global Broadcasting Media Group ("GMG") for broadcasting services in China.

The Company had entered into an MOU with New York Broadband II, LLC ("NYBB II") regarding its proposed acquisition of NYBB II's L-band "AsiaStar" satellite platform including its spectrum use, orbital use, and follow-on new satellite capacity, and that it had selected The Boeing Company ("Boeing") for contract negotiation to construct the Asia Star platform's next-generation high power satellite. AsiaStar satellite has 25 MHz frequency range in the L-band covering China and southern east Asia, and the Company plans eventually to use such spectrums to construct a mobile digital broadcasting network to deliver mobile entertainment and multimedia services. Furthermore, the Company plans to acquire Silkwave-1, a new satellite to be manufacturing by Boeing that to be launched in 2018 for the replacement of existing AsiaStar satellite upon its decommissioning. With the new satellite, the Company plans to develop services in China first, and leverage the mature ecosystem to deploy services in other Asian markets. It will support China's "One-Belt-One-Road" initiatives by leapfrogging the development of a new-generation mobile network for the region and bring about modern digital media and information services to the Silk Road economies. In support of this plan, the Company has entered into a strategic cooperation framework agreement with GMG for services in China and internationally. As advised by the Company, as at the Latest Practicable Date, the acquisitions are still in the negotiation process and not finalized. Once the abovementioned acquisition becoming materialized, imminent funding might be required, which the Company envision will be through a combination of cash to be raised through further share placement and share issuance to satisfy acquisition considerations.

As advised by the Company, the next annual general meeting is expected to be held in about May or June 2016, which is approximately 6 to 7 months away from the Latest Practicable Date. In order to maintain the flexibility for the Company to raise further funds through the issue of new Shares for its business development and expansion and/or pursuing investment opportunities, the Board proposes to seek refreshment of the Existing General Mandate for the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing such resolution.

LETTER FROM VEDA CAPITAL

As set out in IR 2015, the Group recorded a turnover of approximately US\$638,991 for the six months ended 30 June 2015, representing an increase of 62% compared with the corresponding period of last year. The increase in turnover was resulted by the provision of agency services from trading business.

The loss attributable to owners of the Company for the six months ended 30 June 2015 amounted to approximately US\$3,850,319, an increase of approximately US\$1,688,804 or 78% when compared to the loss for the corresponding period of last year. As advised by the Company, substantial part of loss was mainly due to the substantial increases in market development and promotion expenses of US\$2,648,215 and administrative expenses of US\$626,911.

As set out in IR 2015, the Group recorded total current assets of approximately US\$14,826,542 including cash and bank balances of approximately US\$11,465,525 while the total current liabilities was approximately US\$30,575,640 as at 30 June 2015. The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 0.5 as at 30 June 2015 as compared to 1.3 as at 31 December 2014.

According to a policy document named 《國務院關於促進信息消費擴大內需的若干意見》 “The State Council’s Opinions on the Promotion of Information Consumption to Expand Domestic Demand” released by The State Council of the PRC, the PRC Government stated to enhance the demand on consumption of information based on promoting digital publishing, interactive new media, mobile multimedia and other emerging cultural industries. Under this policy, the PRC government expects to a vigorous expansion on more innovative animation games, digital music and other digital cultural content of work. This also accelerates the establishment of advanced technology with a wider range of cultural transmission to strengthen digital cultural content products production, conversion and delivery platforms as well as promoting high quality cultural products distributing in the internet.

In addition, the “如何完善文化經濟政策” (The Way To Improve the Cultural and Economic Policies) (source: 中華人民共和國國家發展和改革委員會 (National Development and Reform Commission*), xwzx.ndrc.gov.cn) describes the objectives and plans for cultural reforms and development that it has entered a new stage with new demands. The rapid development of new cultural formats with a more diverse cultural transmission mode has forced the existing government policies to further expand and strengthen guidance and support on news broadcasting, mobile multimedia and other media fields. Under the encouragement of the PRC government, it has a positive effect on multimedia-broadcasting companies to further explore new areas in the industry.

LETTER FROM VEDA CAPITAL

Upon discussion and as understood from the Directors, the Board is optimistic with the CMMB business in the US and China, the Group will continue to explore business opportunities in relation to provision of CMMB. However, the Board considers that the capital requirement for such development and/or reinforcement could be intensive and could possibly exert pressure on the Group's liquidity position, in particular the cash level of the Group as at 30 June 2015. In addition, if and when the abovementioned proposed acquisitions become materialized and provided that if the Group does not have sufficient financial resources to secure such investment, it would have a negative impact on the Group's future business performance and therefore, the Directors consider that the refreshment of the Existing General Mandate is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

Having further considered (i) the Existing General Mandate has been substantially utilized as at the Latest Practicable Date; (ii) the PRC government's policy in support of cultural and economic reforms, in particular, has been focused on developing mobile media services and interactive multimedia business; and (iii) the New General mandate, if granted, would strengthen the capital base and financial position of the Company, we concur with the Directors and of the view that the refreshment of the Existing General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

Other financing alternatives

The Company will also consider fundraising through debt or private equity to satisfy acquisition and business development needs when opportunities arise as long as they are deemed to be in the best interest of the Shareholders.

As advised by the Company, the Board considers that equity financing through the use of a general mandate is an important avenue of resources to the Group as it (i) does not create any interest paying obligations on the Group as in bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company a means to raise further capital to meet general working capital requirement and business development. The Board considers that such ability is crucial in a competitive and rapidly changing investment environment and in times of volatile market conditions. As noted from the Board Letter, the Company will also consider fundraising through debt or private equity to satisfy acquisition and business development needs when opportunities arise as long as they are deemed to be in the best interest of the Shareholders.

LETTER FROM VEDA CAPITAL

The Directors confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Group such as debt financing and equity financing, including but not limited to, rights issue and open offer. With this being the case, along with the fact that the refreshment of the Existing General Mandate will provide the Company an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future business development, we are of the view that the grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

Fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
5 January 2015	Placing of 184,242,178 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$48.8 million	General working capital for operation and business development of the Group	<ol style="list-style-type: none"> 1. Administrative and operations: HK\$8.8 million 2. New business and network development: HK\$40 million
29 June 2015	Placing of 730,615,382 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$189.9 million	General working capital for operation and business development of the Group	<ol style="list-style-type: none"> 1. Administrative and operations: HK\$44.7 million 2. New business and network development: HK\$97.1 million 3. Partial repayment of convertible note of HK\$15 million 4. Unutilized proceeds held in the Group's bank accounts of HK\$33.1 million
7 October 2015	Placing of 60,332,830 new Shares under general mandate granted by the Shareholders at the AGM	Approximately HK\$7.2 million	General working capital for operation and business development of the Group	<ol style="list-style-type: none"> 1. Unutilized proceeds held in the Group's bank accounts of HK\$7.2 million

The Working Capital Requirement of US\$12.8 million has not taken into account of the unutilized proceeds as stated in the above table.

LETTER FROM VEDA CAPITAL

Save as disclosed herein, the Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

Potential dilution on shareholdings

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and, for illustrative purpose only, the potential dilution effect on the shareholdings upon full utilisation of the New General Mandate assuming that the number of issued Shares remains unchanged between the Latest Practicable Date and the date of the EGM:

Shareholders	As at the Latest Practicable Date		Upon full utilization of the New General Mandate (assuming no other Shares are issued or repurchased by the Company)	
	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>
Chi Capital (<i>Note</i>)	1,576,891,352	28.69%	1,576,891,352	23.91%
Other public Shareholders	3,918,797,928	71.31%	3,918,797,928	59.42%
Shares to be issued under the New General Mandate	—	—	1,099,137,856	16.67%
Total:	<u>5,495,689,280</u>	<u>100%</u>	<u>6,594,827,136</u>	<u>100%</u>

Note: These Shares are registered under the name of Chi Capital, a company wholly owned by Mr. WONG Chau Chi and he was the sole shareholder and director of Chi Capital. Under the Securities and Futures Ordinance (the “SFO”), Mr. WONG Chau Chi was deemed to be interested in all the Shares held by Chi Capital.

Assuming that (i) the refreshment of the Existing General Mandate is approved at the EGM; (ii) no Shares will be repurchased and no new Shares will be issued from the Latest Practicable Date up to the date of the EGM (both dates inclusive); and (iii) upon full utilisation of the New General Mandate 1,099,137,856 Shares are to be issued, which represents 20% of the existing issued share capital and approximately 16.67% of the enlarged issued share capital of the Company as at the Latest Practicable Date. The aggregate shareholding of the existing public Shareholders will be diluted from 71.31% to approximately 59.42%.

LETTER FROM VEDA CAPITAL

Having considered the refreshment of the Existing General Mandate will (i) provide alternative means for the Company to raise capital; (ii) empower the Directors to issue new Shares when necessary, providing the Company the necessary financial flexibility to raise further capital should profitable investment opportunities arise and/or improving the liquidity position of the Group; and (iii) the fact that the shareholding of the Shareholders will be diluted proportionally to their respective shareholdings upon any utilisation of the New General Mandate, we consider such potential dilution to shareholdings of the existing public Shareholders to be justifiable.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that the refreshment of the Existing General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the Existing General Mandate and we recommend the Independent Shareholders to vote in favour of the ordinary resolution in this regard.

Yours faithfully,
For and on behalf of
Veda Capital Limited
Julisa Fong
Managing Director

Note: Ms. Julisa Fong is a responsible officer under the SFO to engage in Type 6 (advising on corporate finance) regulated activity and has over 19 years of experience in investment banking and corporate finance.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 (the “**Meeting**”) of CMMB Vision Holdings Limited (the “**Company**”) will be held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, 18 December 2015 at 10:00 a.m. for the purposes of considering and if though fit, passing, with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all other applicable laws, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted by the Company; or
 - (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

2. “**THAT** the share option scheme (a copy of which is produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification and which is as described in the summary circulated to the shareholders of the Company) (the “**Share Option Scheme 2015**”) be and is hereby approved and adopted by the Company and, subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the Share Option Scheme 2015, the Directors be and are hereby authorized to grant options to subscribe for Shares and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder, in accordance with the rules of the Share Option Scheme 2015, and to take such steps and do such acts and to enter into such transactions, arrangements or agreements as may be necessary or expedient in order to implement and give effect to the Share Option Scheme 2015.”

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

Hong Kong, 2 December 2015

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
Hong Kong

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one proxy or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. 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 appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, 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.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote.

As at the date of this notice, the Board consists of seven Directors, namely Mr. WONG Chau Chi and Dr. LIU Hui, being the executive Directors; Mr. YANG Yi and Mr. CHOU Tsan-Hsiung, being the non-executive Directors; and Mr. WANG Wei-Lin, Mr. LI Shan and Dr. LI Jun, being the independent non-executive Directors.

The following is a summary of the principal terms of the Share Option Scheme 2015 proposed to be approved at the EGM:

1. PURPOSE OF THE SHARE OPTION SCHEME 2015 AND ELIGIBILITY

- 1.1 The purpose of the Share Option Scheme 2015 is to motivate Eligible Persons to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of Executive, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.
- 1.2 Subject to the terms of the Share Option Scheme 2015, the Board shall be entitled at any time during the life of the Share Option Scheme 2015 to offer the grant of any Option to any Eligible Person as the Board may in its absolute discretion select.

2. CONDITIONS OF THE SHARE OPTION SCHEME 2015

The Share Option Scheme 2015 shall come into effect on the date on which the following conditions are fulfilled:

- (a) the approval of all the Shareholders for the adoption of the Share Option Scheme 2015; and
- (b) the approval of the Stock Exchange for the listing of and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of the Options which may be granted in accordance with the terms and conditions of the Share Option Scheme 2015;

If the above conditions are not satisfied within two calendar months after the Adoption Date, (i) the Share Option Scheme 2015 will forthwith determine; (ii) any Option granted or agreed to be granted pursuant to the Share Option Scheme 2015 and any offer of such a grant shall be of no effect; and (iii) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme 2015 or any Option.

3. DURATION AND ADMINISTRATION

- 3.1 Subject to the fulfilment of the conditions and the termination provisions of the Share Option Scheme 2015, the Share Option Scheme 2015 shall be valid and effective for a period of 10 years commencing on the Adoption Date. Upon the expiry of the Share Option Scheme 2015 as aforesaid, no further Options will be offered but the provisions of the Share Option Scheme 2015 shall remain in force and effect in all other respects. All Options granted prior to such expiry and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme 2015.
- 3.2 The Share Option Scheme 2015 shall be subject to the administration of the Board whose decision on all matters arising in relation to the Share Option Scheme 2015 or its interpretation or effect shall (save as otherwise provided in the Share Option Scheme 2015) be final and binding on all parties. The Board may delegate any or all of its powers in relation to the Share Option Scheme 2015 to any of its committees.

4. GRANT OF OPTIONS

- 4.1 Subject to the terms of the Share Option Scheme 2015, the Board shall be entitled at any time within 10 years from the Adoption Date to offer the grant of an Option to any Eligible Person as the Board may in its absolute discretion select to subscribe at the subscription price for such number of Shares as the Board may (subject to the terms of the Share Option Scheme 2015) determine (provided the same shall be a board lot for dealing in the Shares on the Stock Exchange or an integral multiple thereof).
- 4.2 Subject to the provisions of the Listing Rules, the Board may in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme 2015 as the Board may think fit (to be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by the Company and/or the grantee, the satisfactory performance or maintenance by the grantee of certain conditions or obligations or the time or period when the right to exercise the Option in respect of all or some of the Option Shares shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of

the Share Option Scheme 2015. For the avoidance of doubt, except for such terms and conditions as the Board may determine as aforesaid (including such terms and conditions in relation to their vesting, exercise or otherwise) and there is no minimum period for which an Option must be held before it can be exercised and there is no performance target which need to be achieved by the grantee before the Option can be exercised.

- 4.3 Any offer of an Option to be made to a Director, chief executive or a substantial shareholder of the Company or any of their respective associates must first be approved by the independent non-executive Directors (excluding the independent non-executive Director who or whose associates is the grantee of the Option).
- 4.4 Where any grant of Options to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive Director, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (a) representing in aggregate over 0.1% of the Shares in issue; and
 - (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of Options must be approved by Shareholders (voting by way of a poll). The Company shall send a circular to shareholders containing the information required under the Listing Rules. The grantee, his associates and all core connected persons (as defined in the Listing Rules) of the Company must abstain from voting in favour at such general meeting.

- 4.5 The Board shall not grant any Option under the Share Option Scheme 2015 after inside information has come to its knowledge or inside information has been the subject of a decision until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Options shall be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period and the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period, and ending on the date of the results announcements.
- 4.6 An offer of the grant of an Option shall remain open for acceptance by the Eligible Person concerned for a period of 21 days from the offer date provided that no such grant of an Option may be accepted after the expiry of the effective period of the Share Option Scheme 2015. An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company on or before the date upon which an offer of an Option must be accepted by the relevant Eligible Person, being a date not later than 21 days after the offer date. Such remittance shall in no circumstances be refundable.
- 4.7 Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of board lots for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer letter comprising acceptance of the offer of the Option. To the extent that the offer of the grant of an Option is not accepted within 21 days after the offer date, it will be deemed to have been irrevocably declined

5. SUBSCRIPTION PRICE

- 5.1 The subscription price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall not be less than whichever is the highest of:
- (a) the nominal value of a Share;
 - (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business date; and
 - (c) the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date.

6. EXERCISE OF OPTIONS

- 6.1 An Option shall be exercised in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) within the Option Period in the manner as set out in the Share Option Scheme 2015 by the grantee (or his legal personal representative(s)) by giving notice in writing to the Company stating that the Option is thereby exercised and specifying the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given. Within 30 days after receipt of the notice and, where appropriate, receipt of a certificate from the auditors or the independent financial adviser pursuant to the Share Option Scheme 2015, the Company shall accordingly allot and issue the relevant number of Shares to the grantee (or his legal personal representative(s)) credited as fully paid with effect from (but excluding) the relevant exercise date and issue to the grantee (or his legal personal representative(s)) share certificate(s) in respect of the Shares so allotted.
- 6.2 The exercise of any Option may be subject to a vesting schedule to be determined by the Board in its absolute discretion, which shall be specified in the offer letter. The exercise of any Option shall be subject to the members of the Company in general meeting approving any necessary increase in the authorised share capital of the Company.

6.3 Subject to hereinafter provided:

- (a) in the event that the grantee dies or becomes permanently disabled before exercising an Option (or exercising it in full), he (or his legal representative(s)) may exercise the Option up to the grantee's entitlement immediately prior to the death or permanent disability (to the extent not already exercised) within a period of 12 months following his death or permanent disability or such longer period as the Board may determine;
- (b) in the event that the grantee ceases to be an Executive by reason of his retirement pursuant to such retirement scheme applicable to the Group at the relevant time, his Option (to the extent not already exercised) shall be exercisable up to the Grantee's entitlement immediately prior to his retirement within a period of 12 months following his retirement or such longer period as the Board may determinate;
- (c) in the event that the grantee ceases to be an Executive by reason of his transfer of employment to an Affiliate Company, his Option (to the extent not already exercised) shall be exercisable until the expiry of the relevant Option Period unless the Board in its absolute discretion otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board has determined;
- (d) in the event that the grantee ceases to be an Executive for any reason (including the termination of his employment by resignation, or his employing company ceasing to be a member of the Group) other than his death, permanent disability, retirement pursuant to such retirement scheme applicable to the Group at the relevant time or the transfer of his employment to an affiliate company or the termination of his employment with the relevant member of the Group by resignation or culpable termination, the Option (to the extent not already exercised) shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such cessation;

- (e) in the event that the grantee ceases to be an Executive by reason of the termination of his employment by culpable termination, the Option (to the extent not already exercised) shall lapse automatically on the date on which the notice of termination is served or the date on which the grantee is notified of the termination of his employment (in the case of culpable termination) and not in any event be exercisable on or after the date of cessation of employment unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such service or notification.;
- (f) if (i) the Board in its absolute discretion at any time determines that a grantee has ceased to be an Eligible Person; or (ii) a grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions that may be attached to the grant of the Option or which were the basis on which the Option was granted, the Option (to the extent not already exercised) shall lapse on the date on which the grantee is notified thereof (in the case of (i)) or on the date on which the grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions as aforesaid (in the case of (ii)) and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable up to the grantee's entitlement immediately prior to the determination of the Board (in the case of (i)) or the failure of the grantee to satisfy or comply with the criteria or terms and conditions attached to the grant of the Option or which were the basis on which the Option was granted (in the case of (ii)) within such period as the Board may in its absolute discretion determine following the date of such notification or the date of such failure, non-satisfaction or non-compliance;
- (g) if a grantee (being a corporation): (i) has a liquidator or receiver appointed anywhere in the world in respect of the whole or any part of the assets or undertaking of the grantee; (ii) has suspended, ceased or threatened to suspend or cease business; (iii) is unable to pay its debts; (iv) otherwise becomes insolvent; (v) suffers a change in its constitution, management, directors or shareholding which in the opinion of the Board is material; or (vi) commits a breach of any contract entered into between the grantee or its associate(s) and any member of the Group, the Option (to the extent not already exercised) shall lapse on the date of appointment of the liquidator or receiver or on the date of suspension or cessation of business or threatened suspension or cessation

of business or on the date when the grantee is deemed to be unable to pay its debts as aforesaid or otherwise becomes insolvent or on the date of notification by the Company that the said change in constitution, management, directors or shareholding is material or on the date of notification by the Company of the said breach of contract (as the case may be) and not in any event be exercisable on or after the date on which the Board have so determined;

- (h) if a grantee (being an individual): (i) is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law or has otherwise become insolvent; (ii) has made any arrangement or composition with his creditors generally; (iii) has been convicted of any criminal offence involving his integrity or honesty; or (iv) commits a breach of any contract entered into between the grantee or his associate(s) and any member of the Group, the Option (to the extent not already exercised) shall lapse on the date on which he is deemed unable or to have no reasonable prospects of being able to pay his debts as aforesaid or on the date on which a petition for bankruptcy has been presented in any jurisdiction or on the date on which he enters into the said arrangement or composition with his creditors or on the date of his conviction or on the date of the said breach of contract (as the case may be) and not be exercisable on or after the date on which the Board have so determined;

- (i) if a general offer is made to all holders of Shares and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite majorities at the relevant meetings of shareholders of the Company (in the case of a scheme of arrangement), the grantee shall be entitled to exercise the Option (to the extent not already exercised) at any time after such offer becomes or is declared unconditional and before the close of such offer (or any revised offer) or the record date for entitlements under such scheme of arrangement, as the case may be;

- (j) if a compromise or arrangement between the Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company, the Company shall give notice thereof to the grantees who have Options unexercised at the same time as it dispatches notices to all members or creditors of the Company summoning the meeting to consider such a compromise or arrangement and thereupon each grantee (or his legal representatives or receiver) may until the expiry of the earlier of:
 - (i) the Option Period; or
 - (ii) the date on which such compromise or arrangement is sanctioned by the court, exercise in whole or in part his Option.
 - (k) in the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it dispatches such notice to each member of the Company give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his Options at any time not later than one business day prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid.
- 6.4 The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association and the laws of the Cayman Islands from time to time and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue.

7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

- 7.1 The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme 2015 and any other schemes of the Group shall not in aggregate exceed 10 per cent. of the Shares in issue as at the Adoption Date (the “**Scheme Mandate Limit**”) provided that:
- (a) the Company may at any time as the Board may think fit seek approval from its shareholders to refresh the Scheme Mandate Limit, save that the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme 2015 and any other schemes of the Company shall not exceed 10 per cent. of the Shares in issue as at the date of approval by the Shareholders in general meeting where the Scheme Mandate Limit is refreshed. Options previously granted under the Share Option Scheme 2015 and any other schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme 2015 or any other schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The Company shall send to its shareholders a circular containing the details and information required under the Listing Rules; and
 - (b) the Company may seek separate approval from its shareholders in general meeting for granting Options beyond the Scheme Mandate Limit, provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Person specified by the Company before such approval is obtained. The Company shall issue a circular to its shareholders containing the details and information required under the Listing Rules.
- 7.2 The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme 2015 and any other schemes of the Group shall not exceed 30 per cent. of the Shares in issue from time to time. No Options may be granted under the Share Option Scheme 2015 and any other share option scheme of the Company if this will result in such limit being exceeded.

7.3 The maximum number of Shares issued and to be issued upon exercise of the Options granted to any one Eligible Person (including exercised and outstanding Options) in any 12-month period shall not exceed 1 per cent. of the Shares in issue from time to time. Where any further grant of Options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1 per cent. of the Shares in issue, such further grant shall be separately approved by the Shareholders in general meeting with such Eligible Person and his close associates (or his associates if such Eligible Person is a connected person) abstaining from voting. The Company shall send a circular to its shareholders disclosing the identity of the Eligible Person, the number and terms of the Options to be granted (and Options previously granted) to such Eligible Person, and containing the details and information required under the Listing Rules. The number and terms (including the subscription price) of the Options to be granted to such Eligible Person must be fixed before the approval of the Shareholders and the date of the Board meeting proposing such grant shall be taken as the offer date for the purpose of calculating the subscription price of those Options.

8. TRANSFERABILITY OF OPTIONS

8.1 An Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

9. LAPSE OF OPTION

9.1 An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the period referred to paragraphs related to exercise of Options;

- (c) subject to the period mentioned in paragraph 6.3(k) of “Exercise of Options” above, the date of the commencement of the winding-up of the Company;
- (d) there is an unsatisfied judgement, order or award outstanding against the grantee or the Board has reason to believe that the grantee is unable to pay or to have no reasonable prospect of being able to pay his/its debts;
- (e) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in the Share Option Scheme 2015; or
- (f) a bankruptcy order has been made against any director or shareholder of the grantee (being a corporation) in any jurisdiction.

10. CANCELLATION OF OPTIONS

10.1 The Board shall be entitled for the following causes to cancel any Option in whole or in part by giving notice in writing to the grantee stating that such Option is thereby cancelled with effect from the date specified in such notice (the “**Cancellation Date**”):

- (a) the grantee commits or permits or attempts to commit or permit a breach of the restriction on transferability of Option or any terms or conditions attached to the grant of the Option;
- (b) the grantee makes a written request to the Board for the Option to be cancelled;
or
- (c) if the grantee has, in the opinion of the Board, conducted himself in any manner whatsoever to the detriment of or prejudicial to the interests of the Company or a subsidiary.

10.2 The Option shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Option which has not been exercised as at the Cancellation Date. No compensation shall be payable upon any such cancellation, provided that the Board shall be entitled in its discretion to pay such compensation to the grantee in such manner as it may consider appropriate in any particular case.

11. REORGANISATION OF CAPITAL STRUCTURE

11.1 In the event of any alteration to the capital structure of the Company while any Option remains exercisable, whether by way of capitalisation issue, rights issue, consolidation or sub-division of Shares or reduction of the share capital of the Company, the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the aggregate number of Shares subject to the Options already granted; and/or
- (b) the subscription price of each outstanding Option.

Where the Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the auditors or the independent financial adviser to be appointed by the Company shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall be made on the basis that the aggregate Subscription Price payable by the grantee on the full exercise of any Option shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (b) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (c) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (d) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

12. TERMINATION

12.1 The Company may by resolution in general meeting at any time terminate the operation of the Share Option Scheme 2015. Upon termination of the Share Option Scheme 2015 as aforesaid, no further Options shall be offered but the provisions of the Share Option Scheme 2015 shall remain in force and effect in all other respects. All Options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme 2015.

13. ALTERATION OF THE SCHEME

13.1 Subject to paragraph 13.2 below, the Share Option Scheme 2015 may be altered in any respect by a resolution of the Board.

13.2 The following shall not be carried out except with the prior sanction of an ordinary resolution of the Shareholders in general meeting:

- (a) any material alteration to its terms and conditions or any change to the terms of Options granted (except where the alterations take effect under the existing terms of the Share Option Scheme 2015);
- (b) any alteration to the provisions of the Share Option Scheme 2015 in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of grantee;
- (c) any change to the authority of the Board or any person or committee delegated by the Board to administer the day-to-day running of the Scheme; and
- (d) any alteration to the aforesaid termination provisions,

provided always that the amended terms of the Share Option Scheme 2015 shall comply with the applicable requirements of the Listing Rules.