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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **CMMB Vision Holdings Limited** 中國移動多媒體廣播控股有限公司, 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)

**(1) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;**
**(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES;**
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on Monday, 20 June 2016, is set out on pages 15 to 18 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk.

Whether or not you intend to attend and vote at the EGM in person 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 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. In such event, the form of proxy previously submitted shall be deemed to be revoked.

18 May 2016

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EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation, the change in board lot size, the Capital Reduction and the Sub-division. The timetable is subject to the results of the EGM. In addition, the events in relation to the Capital Reduction and the Sub-division are conditional on the approval from the Court. Dates or times specified in this circular for the Capital Reduction and the Sub-division are indicative only and may be varied due to the timetable and the availability of the Court, additional time required for compliance with regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. The dates are therefore tentative. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.

Latest time for lodging form of proxy for the EGM 10:00 a.m. on Saturday, 18 June 2016

Date of the EGM 10:00 a.m. on Monday, 20 June 2016

Announcement of poll results of the EGM Monday, 20 June 2016

Effective date of the Share Consolidation and change
of board lot size Tuesday, 21 June 2016

Commencement of dealing in the Consolidated Shares 9:00 a.m. on Tuesday, 21 June 2016

Original counter for trading in the Existing Shares in
board lot size of 40,000 Existing Shares in the form
of existing share certificates temporarily closes 9:00 a.m. on Tuesday, 21 June 2016

Temporary counter for trading in the Consolidated
Shares in board lot size of 4,000 Consolidated
Shares in the form of existing share certificates
opens 9:00 a.m. on Tuesday, 21 June 2016

First day for free exchange of existing share
certificates into new share certificates for the
Consolidated Shares 9:00 a.m. on Tuesday, 21 June 2016

Original counter for trading in the Consolidated
Shares in board lot size of 4,000 Consolidated
Shares in the form of new share certificates for
Consolidated Shares reopens 9:00 a.m. on Wednesday, 6 July 2016

Parallel trading in the Consolidated Shares in the form
of new and existing share certificates commences 9:00 a.m. on Wednesday, 6 July 2016

EXPECTED TIMETABLE

Designated broker starts to stand in the market to
provide matching services for the sale and purchase
of odd lots of the Consolidated Shares. 9:00 a.m. on Wednesday, 6 July 2016

Parallel trading in the Consolidated Shares in the form
of new and existing share certificates ends. 4:00 p.m. on Tuesday, 26 July 2016

Temporary counter for trading in board lot size of
4,000 Consolidated Shares in the form of existing
share certificates closes 4:00 p.m. on Tuesday, 26 July 2016

Designated broker ceases to stand in the market to
provide matching services for the sale and purchase
odd lots of the Consolidated Shares 4:00 p.m. on Tuesday, 26 July 2016

Last day for free exchange of existing share
certificates for new share certificates for the
Consolidated Shares. 4.00 p.m.. on Thursday, 28 July 2016

Effective date of the Capital Reduction and the
Sub-division Wednesday, 26 October 2016

Commencement of dealing in the New Shares 9:00 a.m. on Wednesday, 26 October 2016

First day for free exchange of existing share
certificates for the Consolidated Shares into new
share certificates for the New Shares 9:00 a.m. on Wednesday, 26 October 2016

Last day for free exchange of existing share
certificates for the Consolidated Shares into new
share certificates for the New Shares 4.00 p.m.. on Friday, 25 November 2016

Note: All times in this circular refer to Hong Kong times.

DEFINITIONS

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

“Accumulated Losses”	accumulated realised losses of the Company standing in the audited accounts of the Company for the year ended 31 December 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
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the issued share capital of the Company by reducing the par value of each of the then issued Consolidated Shares from HK\$1.00 to HK\$0.01 by cancelling the paid up share capital to the extent of HK\$0.99 on each of the then issued Consolidated Shares
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CMMB Vision Holdings Limited 中國移動多媒體廣播控股有限公司, a company incorporated under the laws of the Cayman Islands as an exempted company with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$1.00 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Sub-division becoming effective
“Convertible Notes”	Hong Kong dollar denominated convertible notes in the principal amount of US\$33,635,052 issued by the Company to Chi Capital Holdings Ltd on 22 July 2015
“Court”	The Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at Video Conferencing Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on Monday, 20 June 2016, the notice of which is set out on pages 15 to 18 of this circular, and any adjournment thereof

DEFINITIONS

“Existing Share(s)”	ordinary share(s) with a par value of HK\$0.10 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	13 May 2016, 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 Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company immediately after the Capital Reduction and the Sub-division becoming effective
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Option Scheme”	the share option scheme adopted by the Company on 5 July 2005
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the proposed sub-division of each of the then authorized but unissued Consolidated Share into one hundred (100) unissued New Shares
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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. CHOU Tsan-Hsiung
Mr. YANG Yi

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, Cyberport
Hong Kong

18 May 2016

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the EGM and to give you notice of the EGM. Resolutions to be proposed at the EGM include: (a) an ordinary resolution on the proposed Share Consolidation; and (b) a special resolution on the proposed Capital Reduction and Sub-division.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Proposed Share Consolidation

The Company intends to put forward a proposal to the Shareholders to effect the Share Consolidation pursuant to which every ten (10) issued and unissued Existing Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$1.00 each.

As at the Latest Practicable Date, the authorized share capital of the Company was HK\$5,000,000,000.00 comprising 50,000,000,000 Existing Shares with a par value of HK\$0.10 each, of which 18,759,608,000 Existing Shares were in issue. The Board proposes that every ten (10) issued and unissued Existing Shares of HK\$0.10 each be consolidated into one (1) Consolidated Share with a par value of HK\$1.00 each.

Assuming no further Existing Shares will be issued or repurchased or surrendered before the Share Consolidation becoming effective, the authorized share capital of the Company will become HK\$5,000,000,000.00 divided into 5,000,000,000 Consolidated Shares with a par value of HK\$1.00 each, of which 1,875,960,800 Consolidated Shares will be in issue immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Sub-division becoming effective.

Effect of the Share Consolidation

All Consolidated Shares will rank *pari passu* in all respects with each other. Fractions of Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company.

The implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing of an ordinary resolution by the Shareholders by way of poll to approve the Share Consolidation at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective;
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation; and

LETTER FROM THE BOARD

- (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on 21 June 2016 being the business day immediately after the EGM.

Reasons for the Share Consolidation

The Board noted that, when the price of Shares is below HK\$0.1 per Share, it is excessively prone to speculative trading, which is not conducive to building an institutional investor base for the Company to support the long term development and business expansion of the Company. The Share Consolidation will increase the par value of the Shares and it is expected that the Share Consolidation would lead to a corresponding upward adjustment in the trading price of the Consolidated Shares on the Main Board of the Stock Exchange. The Share Consolidation will also reduce volatility of share trading, as when the price is below HK\$0.1 per Share, it is excessively prone to speculative trading by the market and not conducive to building an institutional investor base for the Company to support its on-going and long term financing activities and business expansion.

In connection with the Share Consolidation, the Board also proposes to change the board lot size from 40,000 Existing Shares per board lot to 4,000 Consolidated Shares per board lot, further details of which are set out below. The Directors believe the Share Consolidation, together with the proposed change in board lot size of the Shares, would help to reduce volatility of the Shares thus is in the interests of the Company and its Shareholders as a whole.

Application for Listing of the Consolidated Shares

Application will be made by the Company to the Listing Committee of the Stock Exchange for granting the listing of and permission to deal in the Consolidated Shares.

Subject to the granting of the listing of and permission to deal in the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Free exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, Shareholders may, during the period from 9:00 a.m. on 21 June 2016 to 4:00 p.m. on 28 July 2016 (both days inclusive), submit share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (on the basis of 10 Existing Shares for one Consolidated Share) within the prescribed time. Thereafter, certificates of the Existing Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by the Shareholders. It is expected that new certificates for the Consolidated Shares will be available for collection within a period of 10 business days from the date of submission of the certificates for Existing Shares to the Company's branch share registrar and transfer office in Hong Kong for exchange. Certificates for the Existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after 28 July 2016.

The new share certificates for the Consolidated Shares will be issued in purple colour in order to distinguish them from the share certificates for the Existing Shares which are in yellow colour.

Proposed Change in Board Lot Size

Subject to the Share Consolidation becoming effective, the Board also proposes to change the board lot size for trading from 40,000 Existing Shares to 4,000 Consolidated Shares.

Such change in the board lot size would reduce the trading amount for each board lot and shall allow the public to have a more reasonable entry level to invest in the Consolidated Shares. Accordingly, the Board is of the view that the change in board lot size is in the interest of the Company and the Shareholders as a whole.

Based on the closing price of the HK\$0.041 per Existing Share as quoted on the Stock Exchange at the Latest Practicable Date, the value for each existing board lot of 40,000 Existing Shares was HK\$1,640 and the value for each new board lot of 4,000 Consolidated Shares would be HK\$1,640. The change in board lot size will not, by itself, affect any of the rights of the Shareholders.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the change in board lot size, the Company has appointed KGI Asia Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of

LETTER FROM THE BOARD

the Consolidated Shares. Holders of odd lots of Consolidated Shares who wish to take advantage of this trading facility to dispose of or top up odd lots should contact customer service office at (852) 2878 5555 of KGI Asia Limited, at 41/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong during the period from 6 July 2016 to 26 July 2016, both days inclusive.

Holders of Consolidated Shares in odd lots should note that successful matching of the sale and purchase of odd lots of Consolidated Shares will not be guaranteed. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangement.

Adjustments to Outstanding Share Options and Convertible Notes

As at the Latest Practicable Date, there were outstanding options granted under the Share Option Scheme to subscribe for 10,450,821 new Shares and outstanding Convertible Notes in the principal amount of US\$33,635,052 which will require the Company to allot and issue 2,288,014,750 Shares upon conversion in full. The Directors will determine, according to the rules of the Share Option Scheme and the terms of the Convertible Notes, the adjustments (if any) required to be made in respect of the outstanding options and the Convertible Notes as a result of the Share Consolidation. The Company will make further announcements regarding the adjustments in accordance with the Listing Rules in due course.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF UNISSUED SHARES

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$5,000,000,000.00 divided into 50,000,000,000 Existing Shares, of which 18,759,608,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased or surrendered before the Share Consolidation becoming effective, the authorized share capital of the Company will become HK\$5,000,000,000.00 divided into 5,000,000,000 Consolidated Shares, of which 1,875,960,800 Consolidated Shares will be in issue immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Sub-division becoming effective. Subject to the Share Consolidation becoming effective, the Board intends to put forward a proposal to the Shareholders to implement the Capital Reduction and the Sub-division in the following manner:

- (i) the par value of each of the then issued Consolidated Shares be reduced from HK\$1.00 to HK\$0.01 by cancelling the paid up share capital to the extent of HK\$0.99 on each of the then issued Consolidated Shares by way of a reduction of capital, so as to form issued New Shares with par value of HK\$0.01 each;

LETTER FROM THE BOARD

- (ii) the credit arising from the Capital Reduction be applied towards offsetting the Accumulated Losses of the Company as at the effective date of the Capital Reduction, thereby reducing the Accumulated Losses of the Company. The balance of credit (if any) will be transferred to a capital reduction reserve account of the Company or other reserve account of the Company and be applied as a distributable reserve in accordance with all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate;
- (iii) immediately following the Capital Reduction, each of the then authorized but unissued Consolidated Shares with par value of HK\$1.00 each be subdivided into one hundred (100) New Shares with par value of HK\$0.01 each; and
- (iv) each of the New Shares arising from the Capital Reduction and the Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reduction and the Sub-division becoming effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Sub-division becoming effective	Immediately after the Capital Reduction and the Sub-division becoming effective
Par value	HK\$0.10 per Existing Share	HK\$1.00 per Consolidated Share	HK\$0.01 per New Share
Amount of the authorized share capital	HK\$5,000,000,000	HK\$5,000,000,000	HK\$5,000,000,000
Number of authorized shares	50,000,000,000 Existing Shares	5,000,000,000 Consolidated Shares	500,000,000,000 New Shares
Number of issued shares	18,759,608,000 Existing Shares	1,875,960,800 Consolidated Shares	1,875,960,800 New Shares
Amount of the issued share capital	HK\$1,875,960,800	HK\$1,875,960,800	HK\$18,759,608

LETTER FROM THE BOARD

The size of each board lot of the New Shares will remain the same as that of the Consolidated Shares, being 4,000 New Shares per board lot. The New Shares will rank pari passu in all respects with each other.

As at the Latest Practicable Date, 18,759,608,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased or surrendered before the Share Consolidation becoming effective, 1,875,960,800 Consolidated Shares will be in issue immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Sub-division becoming effective. Assuming that the par value of each of the then issued Consolidated Shares will be reducing from HK\$1.00 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.99 on each of the then issued Consolidated Shares by way of a reduction of capital, so as to form New Shares with par value of HK\$0.01 each, the Company's issued share capital of HK\$1,875,960,800 will be reduced by HK\$1,857,201,192 to HK\$18,759,608.

Pursuant to the terms of the Share Option Scheme, the implementation of the Capital Reduction and the Sub-division will not result in any adjustment to the (i) number of the Shares subject to an option under the Share Option Scheme; (2) subscription price; or (iii) maximum number of Shares available for subscription in relation to the outstanding options granted under the Share Option Scheme.

Pursuant to the terms of the Convertible Notes, the implementation of the Capital Reduction and the Sub-division will not result in any adjustment to the (i) conversion price; or (ii) the number of Shares to be issued in relation to the Convertible Notes.

Conditions of the Capital Reduction and the Sub-division

The Capital Reduction and the Sub-division are subject to the satisfaction of the following conditions:

- (i) the Share Consolidation has become effective;
- (ii) the Shareholders' approval by way of special resolution at the EGM to be held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Subdivision;
- (iii) approval of the Capital Reduction by the Court;
- (iv) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (v) registration by the Registrar of Companies in the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction; and
- (vi) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction and the Sub-division.

LETTER FROM THE BOARD

The Capital Reduction and the Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Sub-division at the EGM, and subject to the Share Consolidation has become effective, the legal advisors to the Company (as to Cayman Islands Law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the progress of the Capital Reduction and the Sub-division as and when appropriate.

Reasons for and Effects of the Capital Reduction and the Sub-division

The Company had total Accumulated Losses of US\$123,625,488 as at 31 December 2015, such Accumulated Losses were mainly attributable to the loss from printed circuit board (“PCB”) business in prior years and loss from disposal of PCB business in 2008 and 2009.

The Company will remain unable to pay dividends or undertake any corporate exercise which requires the use of distributable reserves while such Accumulated Losses exist. Accordingly, the Board proposes that the resulting credit arising from the Capital Reduction be applied to offset the Accumulated Losses as at the effective date of the Capital Reduction with the balance of credit (if any) to be transferred to a capital reduction reserve account of the Company or other reserve account of the Company and be applied as a distributable reserve in accordance with all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate.

The proposal to set off the Accumulated Losses with the credit arising out of the Capital Reduction would put the Company in a position to pay dividends and/or undertake any corporate exercise which requires the use of distributable reserves. When the Capital Reduction becomes effective, the Company will have greater flexibility in undertaking corporate exercises and/or making decisions on its dividend policy, subject to the Company’s performance and when the Board considers that it is appropriate to do so in the future. Also, the Board considers that the Capital Reduction will give greater flexibility to the Company to raise funds through the issue of New Shares in the future given that the Company is not permitted to issue new Shares (without order of the Court) below their nominal value.

Save for the expenses incurred by the Company in relation to the Capital Reduction and the Sub-division, the Board considers that the implementation of the Capital Reduction and the Sub-division will not, in itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. Further, the Capital Reduction does not involve the diminution of any liability in respect of any unpaid capital of the Company nor does it involve the repayment to the Shareholders of any paid-up capital of the Company. Accordingly, Shares held by the Shareholders will not be affected. The Board considers that the Capital Reduction and the Sub-division will not have any material adverse effect on the financial position of the Group.

Based on the reasons and the effects of the Capital Reduction as set out above, the Board considers that the Capital Reduction and the Sub-division are in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Application for Listing of the New Shares

Application will be made by the Company to the Listing Committee of the Stock Exchange for granting the listing of and permission to deal in the New Shares arising from the Capital Reduction and the Sub-division.

Subject to the granting of the listing of and permission to deal in the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of share certificates for the New Shares

Subject to the Capital Reduction and the Sub-division becoming effective, Shareholders may, during the period from 9:00 a.m. on 26 October 2016 to 4:00 p.m. on 25 November 2016 (both days inclusive), submit share certificates for the Consolidated Shares in purple colour to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the New Shares in green colour within the prescribed time. Thereafter, certificates of the Consolidated Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by the Shareholders.

All existing certificates of the Consolidated Shares will continue to be evidence of title to such Shares and be valid for delivery, trading and settlement purpose.

EXTRAORDINARY GENERAL MEETING

Notice of EGM

A notice of the EGM is set out on pages 15 to 18 of this circular.

Form of proxy

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to be present the EGM, 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

LETTER FROM THE BOARD

before the time 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. In such event, the form of proxy previously submitted shall be deemed to be revoked.

Voting by poll

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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company 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 of the Company have made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATIONS

The Board considers that all the 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 to vote in favour of such resolutions at the EGM.

GENERAL

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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



CMMB VISION HOLDINGS LIMITED
中國移動多媒體廣播控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 471)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

Hong Kong, 18 May 2016

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Unit 1211, Level 12,
Core F, Cyberport 3,
100 Cyberport Road, Cyberport
Hong Kong

Notes:

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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