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**中國傳媒影視控股有限公司\***  
China Media and Films Holdings Limited

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an special general meeting (the “SGM”) of China Media and Films Holdings Limited (the “Company”) will be held at 4:00 p.m. on Wednesday, 23 October 2013 at Rooms 2506-09, 25th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the second deed of amendments to be entered into between the Company and New Asia Media Development Limited (the “**Second Deed of Amendments**”) with effective from 24 September 2013, a copy of which is marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to take all actions and sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as directors may consider necessary or desirable for the purpose of effecting or implementing the Second Deed of Amendments.”

By Order of the Board  
**China Media and Films Holdings Limited**  
**Cheng Yang**  
*Chairman*

Hong Kong, 2 October 2013

\* *for identification purpose only*

*Notes:*

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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.
4. A form of proxy for use at the SGM is enclosed in the circular to shareholders of the Company dated 2 October 2013. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

*As at the date of this notice, the executive directors of the Company are Mr. Cheng Yang (Chairman and Chief Executive Officer), Mr. Leung Wai Man and Ms. Jiang Di; and the independent non-executive directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Mr. Fung Wai Ching.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.*

*This notice will be published on the GEM website on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the Company's website at [www.cmfhl.com](http://www.cmfhl.com).*