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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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Media and Films Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market 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 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.



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)
(the “Company”)
(Stock Code: 8172)

PROPOSALS RELATING TO

(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 3:30 p.m. on 16 May 2013 at Rooms 2506-10, 25th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong is set out in pages 12 to 15 of this circular.

A form of proxy for the annual general meeting is enclosed. 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 and return it to 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 as soon as possible but in any event not less than forty eight hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

This circular will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the Company’s website at “www.cmfl.com”.

CHARACTERISTICS OF GEM

The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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LETTER FROM THE BOARD



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)
(the “Company”)
(Stock Code: 8172)

Directors:

Cheng Yang *(Chairman and Chief Executive Officer)*

Leung Wai Man

Jiang Di

Yip Tai Him*

Law Yiu Sang, Jacky*

Fung Wai Ching*

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head office and principal place

of business in Hong Kong:

Rooms 2506-09, 25th Floor,

China Resources Building,

26 Harbour Road,

Wan Chai,

Hong Kong

* *Independent non-executive directors*

15 April 2013

To the shareholders

Dear Sir or Madam,

PROPOSALS RELATING TO
(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the annual general meeting of China Media and Films Holdings Limited (the “Company”) for the year ended 31st December 2012, resolutions will be proposed to approve (a) the granting to the directors of the Company (the “Directors”) general mandates to issue shares and repurchase shares of the Company, and (b) the re-election of Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the annual general meeting of the Company for the year ended 31st December 2012 (the “AGM”). In compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), this circular also contains an explanatory statement in the “Letter from the Board” section in accordance with the GEM Listing Rules and gives you all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, together with particulars of the Directors proposed to be re-elected at the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general mandate to the Directors to allot, issue and dispose of shares of the Company not exceeding 20 per cent. of the issued share capital of the Company to provide flexibility to the Company to raise fund by issue of shares efficiently. On 10 April 2013 (the “Latest Practicable Date”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 505,649,726 shares of HK\$0.01 each of the Company (“Shares”). On the assumption that no Share will be issued prior to the AGM, exercise in full of the mandate could result in up to 101,129,945 Shares being issued by the Company.

In addition, it is further proposed, by way of a separate ordinary resolution that the general mandate be extended so that the Directors be given a general mandate to issue further Shares in the Company of an aggregate nominal amount equal to the aggregate nominal amount of the share capital of the Company repurchased under the general mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid Shares of the Company. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the resolution. The Company’s authority is restricted to purchases made on the Stock Exchange in accordance with the GEM Listing Rules. Based on 505,649,726 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued prior to the AGM, exercise in full of the mandate could result in up to 50,564,972 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of (a) the date of the next annual general meeting, (b) the date by which the next annual general meeting

LETTER FROM THE BOARD

of the Company is required to be held by law or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The following serves as an explanatory statement, as required by the GEM Listing Rules to provide certain information to the shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the general mandate to repurchase the Company's own Shares.

EXPLANATORY STATEMENT

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31st December 2012 (being the date of its latest audited accounts), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Continuance and Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium or contributed surplus accounts of the Company.

The Directors intend to apply the capital paid up on the relevant Shares or the profit that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates (as defined in the GEM Listing Rules)

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of any of the Directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Continuance and Bye-laws of the Company.

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Culture Landmark Investment Limited (“Culture Landmark”) was deemed to be interested in 245,097,022 Shares through its wholly-owned subsidiary, New Asia Media Development Limited (“New Asia Media”), representing approximately 48.47 per cent. of the issued share capital of the Company. Riche (BVI) Limited held 146,640,000 Shares through its wholly-owned subsidiary, Riche Advertising Limited, representing approximately 29 per cent. of the issued share capital of the Company. Riche (BVI) Limited is in turn wholly-owned by Eternity Investment Limited (“Eternity”). Hence, the substantial shareholders holding more than 10 per cent. of the issued share capital of the Company are Culture Landmark, New Asia Media, Eternity, Riche (BVI) Limited and Riche Advertising Limited. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, Culture Landmark and New Asia Media’s shareholding in the Company would be increased to approximately 53.86 per cent. of the issued share capital of the Company, and Eternity, Riche (BVI) Limited and Riche Advertising Limited’s shareholding in the Company would be increased to approximately 32.22 per cent. of the issued share capital of the Company. The Directors are aware that such increase may give rise to Eternity, Riche (BVI) Limited and Riche Advertising Limited an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and reduce the aggregate amount of the issued share capital of the Company in public

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hands to less than 25%. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the general mandate to such extent as would result in such takeover obligation. The Directors also have no present intention to repurchase Shares to such extent as would result in the amount of Shares held by the public being reduced to less than 25%.

Stock Exchange Rules for repurchases of shares

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

The GEM Listing Rules provide that all share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose.

General

During each of the six months preceding the date of this circular, no Shares had been repurchased by the Company.

LETTER FROM THE BOARD

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Traded Prices Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<i>2012</i>		
April	0.320	0.295
May	0.320	0.250
June	0.300	0.255
July	0.300	0.270
August	0.310	0.246
September	0.315	0.260
October	0.320	0.290
November	0.305	0.265
December	0.305	0.275
<i>2013</i>		
January	0.310	0.270
February	0.280	0.250
March	0.300	0.250
April (up to the Latest Practicable Date)	0.300	0.255

ANNUAL GENERAL MEETING

You will find on pages 12 to 15 of this circular a notice of the AGM to be held at 3:30 p.m. on 16 May 2013 at Rooms 2506-10, 25th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong. Voting at the AGM will be taken by poll.

Resolution no. 4A will be proposed as an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares of the Company with an aggregate nominal value not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 4B will be proposed as an ordinary resolution to give a general mandate to the Directors to make on-market purchases of shares of the Company of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution.

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Resolution no. 4C will be proposed as an ordinary resolution to extend resolution no. 4A to include the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to resolution no. 4B.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the branch share registrar of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

RE-ELECTION OF DIRECTORS

Pursuant to Article 86(2) of the Bye-laws, Mr. Leung Wai Man (“Mr. Leung”) and Mr. Fung Wai Ching (“Mr. Fung”), being a newly appointed executive director and a newly appointed independent non-executive director of the Company, respectively, shall hold office until the AGM and, being eligible, offer himself for re-election.

Pursuant to Article 87(1) of the Bye-laws, Mr. Yip Tai Him (“Mr. Yip”) and Mr. Law Yiu Sang, Jacky (“Mr. Law”) will retire at the AGM and, being eligible, will offer themselves for re-election.

Their particulars are as follows:

Mr. Leung, aged 43, is an executive director, company secretary and chief financial officer of the Company. He has over 14 years of experience in company secretarial, accounting and financial management. He is a member of the Association of Chartered Certified Accountants in the United Kingdom and Hong Kong Institute of Certified Public Accountants.

Mr. Leung has not entered into a service contract with the Company. Mr. Leung has not been appointed for a specific term. In accordance with the Bye-laws of the Company, Mr. Leung is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Leung will receive a Director’s fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The director’s fee for Mr. Leung will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

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Mr. Leung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Leung does not have any relationship with any existing directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Mr. Leung was previously an executive director and a company secretary of Dore Holdings Limited (Stock Code: 628) during the period from March 2009 to March 2010. From July 2007 to December 2011, he was also an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130). Save as disclosed, Mr. Leung does not hold any other position in the Company or any subsidiaries of the Company nor and other directorship in listed public companies in the last three years.

Mr. Fung, aged 43, is an independent non-executive director of the Company. He is presently an owner of a printing company in Hong Kong. He has over 16 years' experience in managing paper, packaging and printing industries in both China and Hong Kong markets.

Mr. Fung has not entered into a service contract with the Company. Mr. Fung has not been appointed for a specific term. In accordance with the Bye-laws of the Company, Mr. Fung is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Fung will receive a Director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Fung will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Fung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Fung does not have any relationship with any existing directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules). Mr. Fung does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

LETTER FROM THE BOARD

Mr. Yip Tai Him, aged 42, has about 20 years of experience in auditing, accounting and corporate finance. He is a member of the Institute of Chartered Accountants in England and Wales, Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Yip is currently an independent non-executive director of Wing Lee Holdings Limited (stock code: 876), China Communication Telecom Services Company Limited (stock code: 8206), iOne Holdings Limited (stock code: 982), GCL-Poly Energy Holdings Limited (stock code: 3800) and Vinco Financial Group Limited (stock code: 8340), all of which are listed on the Stock Exchange. Mr. Yip was appointed as an independent non-executive director of the Company on 13 December 2008.

Mr. Yip has not entered into a service contract with the Company. In accordance with the Bye-laws of the Company, Mr. Yip is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Yip will receive a Director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Yip will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Yip does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Yip does not have any relationship with any existing Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Save as disclosed above, Mr. Yip does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

Mr. Law Yiu Sang, Jacky, aged 47, holds a bachelor of laws degree from Manchester Metropolitan University. Mr. Law has previously worked in a number of different law firms and has over 18 years' experience in assisting in management and legal documentation. Mr. Law was appointed as an independent non-executive director of the Company on 13 December 2008.

LETTER FROM THE BOARD

Mr. Law has not entered into a service contract with the Company. In accordance with the Bye-laws of the Company, Mr. Law is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Law will receive a Director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Law will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Law does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Law does not have any relationship with any existing Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Mr. Law does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

Save as disclosed above, the abovenamed Directors:

- (a) do not have, and are not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance);
- (b) did not have any directorship in other listed public companies in the last three years;
- (c) do not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company; and
- (d) confirm that, there is no information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matters that need to be brought to the attention of shareholders of the Company.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider that the above proposals are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the AGM. The Directors will vote all their shareholdings in favour of such resolutions.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Cheng Yang
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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)

(the “Company”)
(Stock Code: 8172)

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held at 3:30 p.m. on 16 May 2013 at Rooms 2506-10, 25th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and independent auditor for the year ended 31st December 2012.
2.
 - (i) To re-elect Mr. Leung Wai Man as an executive Director;
 - (ii) To re-elect Mr. Fung Wai Ching as an independent non-executive Director;
 - (iii) To re-elect Mr. Yip Tai Him as an independent non-executive Director;
 - (iv) To re-elect Mr. Law Yiu Sang, Jacky as an independent non-executive Director;
 - (v) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix its remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions nos. 4A, 4B and 4C as ordinary resolutions:

ORDINARY RESOLUTIONS

- A. “**THAT:**
- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant

** for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of subscription rights or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date 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 earlier 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

B. “**THAT**:

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

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

Hong Kong, 15 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. 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.
3. 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.