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Huanxi Media Group Limited

歡喜傳媒集團有限公司*

(Formerly known as 21 Holdings Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1003)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Huanxi Media Group Limited (the “Company”) to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 16 December 2015, Wednesday at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**, the sale and purchase agreement (“Agreement”) dated 21 September 2015 between Sinofocus Media (Holdings) Limited, a wholly owned subsidiary of the Company, and Beijing Joy Leader Culture Communication Co. Ltd (北京真樂道文化傳播有限公司) (“Vendor”) in relation to acquisition by Sinofocus Media (Holdings) Limited from the Vendor of certain income rights to the film 《港囧》(Lost in Hong Kong), as detailed in the Company’s circular of which this notice forms part, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified, and the board of directors of the Company (the “Board”) and its delegates are hereby authorized to do all such acts, matters and things as the Board or its delegates may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Agreement including the amendment, variation or modification of the terms and conditions of the Agreement on such terms and conditions as the Board or its delegates may consider appropriate.”

* *for identification purpose only*

2. “**THAT**, the following directors of the Company be re-elected as directors:
- (i) Mr. Dong Ping;
 - (ii) Mr. Xiang Shaokun, Steven;
 - (iii) Mr. Ning Hao;
 - (iv) Mr. Xu Zheng;
 - (v) Mr. Gao Zhikai;
 - (vi) Mr. So Chak Kwong;
 - (vii) Mr. Su Tuong Sing, David; and
 - (viii) Mr. Li Xiaolong.”
3. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below) of the share option scheme adopted by the Company on 17 June 2014 (the “**Share Option Scheme**”), the refreshment of the general limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that:
- (a) the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
 - (b) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Limit;
 - (c) the Directors be and are hereby unconditionally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement; and

- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

By order of the Board
Huanxi Media Group Limited
Xiang Shaokun, Steven
Executive Director and Chief Executive Officer

Hong Kong, 30 November 2015

Notes:

1. A member entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

As at the date hereof, the Board comprises Mr. Dong Ping and Mr. Xiang Shaokun Steven (Chief Executive Officer) as executive Directors, Mr. Ning Hao, Mr. Xu Zheng, Mr. Gao Zhikai and Mr. So Chak Kwong as non-executive Directors, and Mr. Su Tuong Sing, David, Mr. Li Xiaolong and Mr. Wong Tak Chuen as independent non-executive Directors.