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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;
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER 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 Peking Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Monday, 25 November 2013 at 3:00 p.m. is set out on pages 22 to 24 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you intend 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 therefore should you so wish.

7 November 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	13
LETTER FROM VEDA CAPITAL	14
NOTICE OF THE EGM	22

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 31 May 2013
“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
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Peking Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong at 3:00 p.m. on Monday, 25 November 2013, the notice of which is set out on pages 22 to 24 of this circular, and any adjournment thereof
“General Mandate”	a general mandate proposed to be granted to the Directors 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
“Group”	the Company and its subsidiaries
“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 General Mandate
“Independent Shareholders”	Shareholders, excluding Chi Capital Holdings Limited, Mr. WONG Chau Chi and his associates

DEFINITIONS

“Latest Practicable Date”	5 November 2013, 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
“Option(s)”	option(s) to subscribe for Shares granted under the Share Option Scheme
“Scheme Mandate Limit”	the maximum number of Shares which may be issued pursuant to the exercise of Options granted under the Share Option Scheme or (following refreshment) the maximum number of Shares which may be issued pursuant to the exercise of Options granted under the Share Option Scheme following the date of refreshment of the Scheme Mandate Limit
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreements”	the subscription agreements dated 30 July 2013, 15 August 2013 and 11 September 2013 respectively and made between the Company and the subscribers for the subscription of an aggregate 127,945,957 new Shares pursuant to the terms of the subscription agreements
“Veda Capital”	Veda Capital Limited, a licensed corporation to carry on type 6 regulated activity (advising on corporate finance) under the SFO, is the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$” or “USD”	United States dollars, the lawful currency of United States of America
“%”	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 Director:

Mr. WONG Chau Chi
Dr. Hui LIU

Non-executive Directors:

Mr. YANG Yi
Mr. CHOU Tsan-Hsiung

Independent non-executive Directors:

Mr. WANG Wei-Lin
Mr. Shan LI
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

7 November 2013

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The primary purposes of this circular are to provide you with, (i) details of the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the refreshment of the General Mandate; and (iii) a letter of recommendation from Veda Capital to

LETTER FROM THE BOARD

the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate; and (iv) the notice of the EGM at which resolutions will be proposed to be considered and if thought fit, approve the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit.

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

At the AGM, among other things, the Directors were granted a general mandate to allot, issue and deal with up to 127,945,957 Shares, which is equivalent to 20% of the then issued share capital of the Company. As announced by the Company on 30 July 2013, 15 August 2013 and 11 September 2013 respectively, the Company entered into Subscription Agreements pursuant to which aggregate 127,945,957 new Shares were issued under the above general mandate, representing the entire of the above general mandate.

As the above 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 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.

Cash Flow Requirements and Liquidity of the Company:

The Group recorded loss amounted to US\$953,168 for the six months ended 30 June 2013, The bank balances and cash of the Group was US\$317,397 and the Group recorded finance cost of US\$352,081 for the six months ended 30 June 2013. For the year ended 31 December 2012, the Group recorded loss amounted to US\$10,615,261. The bank balances and cash of the Group was US\$822,877 and the Group did not bear any bank and other borrowings during the year ended 31 December 2012.

The Board views the Company's cash-flow and liquidity position with the support of the major Shareholder is to overall sustainable. The cash flow necessary to support the traditional business, the PCB Trading, is quite minimal, in fact is cash flow neutral to positive.

The cash flow necessary to meet the obligation of daily administrative activities such as salaries, rents, office expenses, and general administration is well under USD500,000 per year and is met by cash reserve of the Company stated and major Shareholder Wong Chau Chi financial assistance whenever there is deficiency.

The Company's cash flow to support its New York terrestrial TV broadcasting business, which mainly includes onsite engineering and site lease is fully met by the income it generates from the CCTV channel lease payment of about USD500,000 per annum.

Therefore, for supporting on-going business activities, the Board believes the Company will be cash flow sufficient.

LETTER FROM THE BOARD

The Company has just added a local infomercial channel to its TV broadcasting business and expects to start generating revenue for the station soon. The Company also expects to add on Chinese TV channels to lease its New York capacity in a advertising revenue sharing basis, which will add incremental revenue to the Company with little marginal cost. Due to regulatory issue in China for media exports, the time has taken longer than expected, but the Company is optimistic they will eventual come through.

The Company's major cash flow outlay is working capital for business development of the CMMB related businesses, such as trial network deployment, equipment and devices procurement, as well as continuous acquisition of new TV spectrum in the top 10 US metropolitan markets so as to attain a nationwide footprint to ever 1/3 of the US TV households. The Company has been meeting the cash flow such requirements from Shareholder Chi Capital financial assistance (company loans), share placement under its general mandates, and the proceeds from the exercise of the stock options. Particularly to the placement, due to the upturn of the capital market in Hong Kong in the past few months, 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 New York with the FCC approval. The trial will validate the 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 trial of New York will also enable the Company to replicated similar deployment in other markets that the Company is currently acquiring TV spectrum for, and it expects to eventually launch a top-10 city nationwide mobile digital delivery service with sustainable revenue and cash-flow to support and justify all the Company's investments.

The Company expects to have major working capital requirements for about additional USD10-15 million for its business development efforts within the next 12 months, such as network deployment, equipment purchase, and spectrum acquisition.

The Group will meet its working capital requirements by a combination of cash flow being generated by current business (i.e., channel leasing income, advertising income from infomercial), Shareholder loans (as it has always done so), share placement from its refreshment of general mandate, and equity issuance. Specifically, the Company will raise cash from placement 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, depend 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.

LETTER FROM THE BOARD

To this end, the Directors believes that the grant of the 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 multimedia business platform, but not only limited 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.

Purpose of Refreshment of General Mandate:

The Company's intention in fundraising through this General Mandate is to raise further capital to meet general working capital requirement and business development needs relating to the Company's 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 announcement of entering into Memorandum of Understanding to acquire additional four UHF TV spectrum user rights in the top four US metropolitan cities respectively, which are Miami, Tampa, Dallas, and Atlanta. Such spectrum rights represents existing operating TV station capacities which the Company can mount free-to-air terrestrial TV broadcasting just like that in New York, 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 part of the General Mandate to such acquisitions. Furthermore, the Company plans to acquire more spectrum assets in up to ten of the top US markets, and such acquisitions will continue to require funding, 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.

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.

Based on the 767,675,745 Shares in issue as at the Latest Practicable Date and assuming that no further Shares changes in the issued share capital until the date of the EGM, subject to the passing of the relevant ordinary resolution to approve the grant of the General Mandate at the EGM, the Directors will be authorised to allot and issue up to 153,535,149 Shares under the refreshed mandate.

LETTER FROM THE BOARD

Funds raised within the past 12 months have been utilised as intended. The Company has conducted the following funds raised within the past twelve months immediately preceding the date of this circular:

Date of relevant announcement	Brief description of the fundraising exercise	Funds Raised	Intended use of proceeds	Actual use of proceeds
30 July 2013	Placing of 20,000,000 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$9.2 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and Operation: HKD2 million • New York CMMB Network Deployment: HKD3 million • New wireless spectrum and network acquisition: HKD4.2 million
15 August 2013	Placing of 52,000,000 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$24.1 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and Operations: HKD3 million • New York CMMB Network Deployment: HKD4 million • New wireless spectrum and network acquisition: HKD17.1 million

LETTER FROM THE BOARD

Date of relevant announcement	Brief description of the fundraising exercise	Funds Raised	Intended use of proceeds	Actual use of proceeds
11 September 2013	Placing of 55,945,957 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$29.0 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and Operation: HKD3 million • New York CMMB Network Deployment: HKD5 million • New wireless spectrum and network acquisition: HKD21 million

The Board considers that it is important for the Company to be able to raise fund quickly in order to seize the investment opportunities that may arise. To this end, the Directors believes that the grant of the General Mandate will give the Company the flexibility to raise funds and to expand and develop the business of the Company and therefore, is in the interests of the Company and the Shareholders as a whole.

The 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.

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 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.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company pursuant to a resolution in writing passed by the Shareholders on 5 July 2005 (the “Adoption Date”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Since the Adoption Date, the Scheme Mandate Limit has been refreshed at the extraordinary general meetings of the Company held on 25 September 2009, 26 February 2010, 28 October 2011 and 7 September 2012.

Under the rules of the Share Option Scheme:

- (i) 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 must not in aggregate exceed 30% of the Shares in issue from time to time; and
- (ii) the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme is limited to 10% of the Shares in issue as at the date when dealings in the Shares on the Stock Exchange first commenced or when the Scheme Mandate Limit is refreshed thereafter.

The existing Scheme Mandate Limit is 48,182,220 Shares, being 10% of the Shares in issue as at the date of the extraordinary general meeting of the Company held on 7 September 2012. As at the Latest Practicable Date, the Company had granted a total of 45,000,000 Options to eligible participants under the existing Scheme Mandate Limit, 2,740,000 Options had been exercised and no Options have lapsed and cancelled. Accordingly, only 3,182,220 Options could be granted under the existing Scheme Mandate Limit.

Since the adoption of the Share Option Scheme, there were outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 49,762,220 Shares (including above 45,000,000 outstanding Options granted under the existing Scheme Mandate Limit) as at the Latest Practicable Date, representing approximately 6.48% of the issued share capital of the Company.

As the Scheme Mandate Limit is almost utilized in full, the Company proposes to seek approval from Shareholders to refresh the limit of the Options to be granted pursuant to the Share Option Scheme with a view to allowing the Company more flexibility to provide incentives or rewards to eligible participants for their contributions to the Group.

If the Scheme Mandate Limit is refreshed, on the basis of 767,675,745 Shares in issue as at the Latest Practicable Date and assuming that prior to the EGM, no further Shares will be issued (whether upon exercise of Options of the Company or otherwise), the maximum number of Shares which may fall to be issued upon the exercise of all Options that may be granted by the Company under the proposed refreshment would be 76,767,574 Shares.

On the basis of 767,675,745 Shares being in issue as at the Latest Practicable Date, the maximum number of Shares which may be issued upon exercise of all Options that may be granted under the refreshed Scheme Mandate Limit (i.e. 76,767,574 Shares) together with all outstanding Options granted under the Share Option Scheme and yet to be exercised as at the Latest Practicable Date amounts to an aggregate of 126,529,794 Shares, representing approximately 16.48% of the Company’s issued share capital as at the Latest Practicable Date, which does not exceed the 30% limit as set out in the rules of the Share Options Scheme and the Rule 17.03(3) of the Listing Rules.

LETTER FROM THE BOARD

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of any share options that may be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, any Shares, representing 10% of the issued share capital of the Company as at the date of the EGM approving the refreshed Scheme Mandate Limit, to be issued upon the exercise of the options granted under the refreshed Scheme Mandate Limit.

The Company proposes to seek the approval by the Shareholders on the refreshment of the Scheme Mandate Limit with a view to allowing the Company more flexibility to provide incentives or rewards to eligible participants for their contribution to the Group. The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that the eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of Options. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the EGM for the refreshment of the Scheme Mandate Limit.

EGM

Approvals from the Independent Shareholders at the EGM are required for the refreshment of the General Mandate. Pursuant to Rules 13.36(4)(a) of the Listing Rules, in respect of the refreshment of the 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 General Mandate at the EGM.

As at the Latest Practicable Date, the Company has no any controlling shareholder; and Mr. WONG Chau Chi, the chairman and the executive Director, together with his associates have aggregated interests in 155,857,838 Shares, in which the Shares representing approximately 20.30% 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 General Mandate at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder have material interest in the proposed refreshment of the Scheme Mandate Limit and accordingly, no Shareholder is required to abstain from voting in the EGM to approve the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

A notice convening the EGM to be held at Peking Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Monday, 25 November 2013 at 3:00 p.m. is set out in this circular at which ordinary resolutions will be proposed to consider and, if thought fit, to approve (i) the refreshment of the General Mandate; and (ii) the refreshment of the Scheme Mandate Limit. 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 Shops 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 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 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 13 of this circular which contains its recommendation to the independent Shareholders on the General Mandate. Your attention is also drawn to the letter from Veda Capital as set out on pages 14 to 21 of this circular, which contains its advice to the Independent Board Committee and the independent Shareholders in relation to the above.

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 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)

7 November 2013

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 7 November 2013 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 member of the Independent Board Committee to advise the Independent Shareholders in respect of proposed refreshment of the 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 14 to 21 of the Circular, we are of the opinion that the proposed refreshment of the 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 General Mandate.

Yours faithfully,

For and on behalf of 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 full text of a letter of advice in respect of the proposed granting of the General Mandate from Veda Capital to the Independent Board Committee and the Independent Shareholders prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智 略 資 本

Veda Capital Limited
Suite 3711, 37/F.,
Tower Two, Times Square,
1 Matheson Street, Causeway Bay,
Hong Kong

7 November 2013

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

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the proposed granting of the General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular (the “**Circular**”) of the Company to the Shareholders dated 7 November 2013, of which this letter forms part. Terms used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, granting of the General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the General Mandate. As at the Latest Practicable Date, the Company has no controlling Shareholders. Mr. Wong Chau Chi, being the chairman and executive Director, together with his associates are in aggregate interested in 155,857,838 Shares, in which the Shares representing approximately 20.30% 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 relevant resolution to approve the granting of the General Mandate at the EGM.

The Independent Board Committee, comprising all the independent non-executive Directors namely Mr. WANG Wei-Lin, Mr. Shan LI and Dr. LI Jun, has been established to advise the Independent Shareholders on the proposed granting of the General Mandate. We have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the granting of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and whether the proposed granting of the General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM VEDA CAPITAL

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company. 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 assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the management of the Company and for which they are solely and wholly responsible, were true at the time when they were made and continue to be true as at the Latest Practicable Date and should there be any material changes to our opinion after the despatch of the Circular and up to the date of the EGM, the Shareholders would be notified as soon as possible.

The 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 the 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 the Circular misleading. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or its subsidiaries or associated companies.

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the terms of the proposed granting of the General Mandate and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In assessing the granting of the General Mandate and in giving our recommendation to the Independent Board Committee and the Independent Shareholders, we have taken into account the following principal factors and reasons:

I. Background

The Group is principally engaged in provision of China Mobile Multimedia Broadcasting and agency services.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant the Directors the general mandate (“**Existing Mandate**”) to issue not more than 127,945,957 Shares, representing 20% of the aggregate nominal amount of the then issued share capital of the Company of 639,729,788 Shares as at the date of the AGM. The Company has not refreshed the Existing Mandate since the AGM.

LETTER FROM VEDA CAPITAL

As set out in the announcements of the Company dated 30 July 2013, 15 August 2013 and 11 September 2013 respectively, the Company entered into Subscription Agreements pursuant to which 20,000,000, 52,000,000 and 55,945,957 new Shares were issued under the Existing Mandate (the “**Subscriptions**”) accordingly, in aggregate representing 100.00% of the above Existing Mandate. As advised by the Company, as at the Latest Practicable Date, the net proceeds from the subscriptions dated 30 July 2013, 15 August 2013 and 11 September 2013 have been fully used for general working capital of the Group.

Upon the completion of the Subscriptions, the Existing Mandate has been fully utilised. If the Existing Mandate is not refreshed, no Shares under the Existing Mandate would be allowed for the Directors to allot, issue and otherwise deal with from the Latest Practicable Date until the next annual general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company consisted of 767,675,745 Shares. Assuming that no Shares would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM, the grant of the General Mandate would allow the Directors to issue, allot and deal with up to 153,535,149 new Shares, representing 20% of the issued share capital of the Company as at the date of the EGM.

II. **Reasons for the refreshment of Existing Mandate**

Given that the Existing Mandate has been fully utilized upon the Subscriptions, in order to maintain financial flexibility and provide discretion to the Directors to issue new Shares in the future to raise further capital to satisfy the funding needs and/or future business development of the Group, the Directors propose to seek approval of Independent Shareholders at the EGM to grant the General Mandate so that the Directors will be granted the authority to issue, allot and deal with new Shares up to 20% of the issued share capital of the Company as at the date of the EGM.

As noted from the Board Letter, as at the Latest Practicable Date, 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 announcement of entering into memorandum of understanding to acquire additional four UHF TV spectrum user rights in the top four US metropolitan cities respectively, which are Miami, Tampa, Dallas, and Atlanta. Such spectrum rights represents existing operating TV station capacities which the Company can mount free-to-air terrestrial TV broadcasting just like that in New York, 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 part of the General Mandate to such acquisitions. Furthermore, the Company plans to acquire more spectrum assets in up to ten of the top US markets, and such acquisitions will continue to require funding, 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.

LETTER FROM VEDA CAPITAL

As further noted from the Board Letter, we understand that the Board views the Company's cash flow and liquidity position is sufficient for the supporting of the Group's on-going business activities. Principally, the cash flow is mainly supported by the revenue generated by the Group's current businesses, loans from the substantial Shareholder, the proceeds from the exercise of the stock options, placements and equity issuance. It is also understand from the Board Letter that the Group (i) has added a local infomercial channel to its TV broadcasting business; (ii) expects to add on Chinese TV channels to lease its New York capacity in an advertising revenue sharing basis; and (iii) deploying a service trial in New York with the FCC approval and the successful in trial will enable the Company to replicated similar deployment in other markets, and all these business developments require working capital to achieve sustainability. It is expected by the Group that the working capital requirements for the next 12 months will be approximately USD10-15 million, which will be mainly contributed to network deployment, equipment purchase, and spectrum acquisition.

To this end, the Directors believes that the grant of the 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 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, we concur with the Directors that the refreshment of Existing Mandate is in the interests of the Company and the Shareholders as a whole.

According to the interim report of the Group for the six months ended 30 June 2013 (the "**IR 2013**"), the Group recorded an unaudited loss amounted to US\$953,168 for the six months ended 30 June 2013, The bank balances and cash of the Group was US\$317,397 and the Group recorded finance cost of US\$352,081 for the six months ended 30 June 2013. The trade and other payables which has an average due date of within 150 days was US\$1,484,805. As further noted from the IR 2013, as at 30 June 2013, the Group's current ratio was 0.7 and the gearing ratio (a ratio of total loans to total assets) was 15.5%.

According to the annual report of the Group for the year ended 31 December 2012 (the "**AR 2012**"), the Group recorded loss amounted to US\$10,615,261 for the year ended 31 December 2012, The bank balances and cash of the Group was US\$822,877 and the Group did not bear any bank and other borrowings during the year ended 31 December 2012. The trade and other payables which has an average due date of within 150 days was US\$1,881,270. As at 31 December 2012, the Group's current ratio was 1.1 and the gearing ratio (a ratio of total loans to total assets) was 13.7%. As further noted from the AR 2012, the Group is currently transforming from a printed circuit board maker to a mobile multimedia technology and service provider through a series of restructuring, divestments and acquisitions, which are in the final phases in making the Group a dedicated opera tor in delivering mobile and wireless video and Internet data services. The Group's main business is to apply the CMMB technology to address the growing bottleneck caused by video and Internet data content distribution, which can no longer be accommodated by the conventional unicast — based mobile communication technologies. In China, its goal is to become a leading CMMB service provider. Globally, its goal is to promote and develop CMMB by deploying and operating CMMB-based networks and services in different countries and create a global multimedia franchise.

LETTER FROM VEDA CAPITAL

Given the current financial position and the business goal of the Group, the Directors are of the view that there is no certainty that such financial position will be adequate for business development/expansion and acquisition of appropriate investments that may be identified by the Company in the future. In the event that the Group identifies suitable business or investment opportunities and does not have sufficient cash and credit resources on hand, and it fails to obtain loans on terms which the Directors consider acceptable to the Group or raise funds from the equity market, or it cannot find other alternatives to finance the business development or acquisition of such investment opportunities in a timely manner, the Group may lose its opportunity in an otherwise favourable development/investment.

In view of the above reasons and having considered that the proposed granting of the General Mandate shall (i) ensure the Company having sufficient general mandate, if so required; (ii) provide an opportunity, not only limited to Shareholder's loan and revenue generated from current businesses, to improve the capital base and the financial position of the Company; (iii) to achieve sufficient cash flow to sustain daily operations in a timely manner, if necessary; and (iv) provide the Group with financial flexibility to raise equity capital for the identified investments opportunities that could be highly complementary and organic to the Group's existing mobile multimedia business platform, we concur with the Directors that the terms of the grant of the General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

III. Equity fund raising activities in the past twelve months

Set out below is the fund raising activities of the Company during the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
30 July 2013	Placing of 20,000,000 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$9.2 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none">• Administrative and Operation: HKD 2 million• New York CMMB Network Deployment HKD 3 million• New wireless spectrum and network acquisition HKD 4.2 million

LETTER FROM VEDA CAPITAL

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
15 August 2013	Placing of 52,000,000 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$24.1 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and Operations: HKD 3 million • New York CMMB Network Deployment HKD 4 million • New wireless spectrum and network acquisition HKD 17.1 million
11 September 2013	Placing of 55,945,957 new Shares under general mandate granted by the shareholders of the Company at the AGM	Approximately HK\$29.0 million	General working capital for operation and business development of the Group	<ul style="list-style-type: none"> • Administrative and Operation: HKD 3 million • New York CMMB Network Deployment HKD 5 million • New wireless spectrum and network acquisition HKD 21 million

As confirmed by the Directors, save as disclosed herein, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

IV. Other financing alternatives

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 with the capability to capture any capital raising or prospective investment opportunity as and when it arises. The Board

LETTER FROM VEDA CAPITAL

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.

Having considered that (i) debt financing may incur interest burden to the Group; and (ii) the refreshment of the Existing Mandate will provide the Company with an additional financing alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future investment and/or development, including equity issuance, we are of the view that the refreshment of the Existing Mandate is in the interests of the Company and the Independent Shareholders as a whole.

V. Potential dilution to Independent Shareholders' shareholdings

Set out below is a table showing, for illustrative purpose, (i) the shareholding structure of the Company as at the Latest Practicable Date; and (ii) the shareholding structure of the Company upon full utilisation of the General Mandate (assuming no Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the EGM):

Shareholders	As at the Latest Practicable Date		Upon full utilisation of the General Mandate (assuming no other Shares are issued and/or repurchased by the Company from the Latest Practicable Date and up to the date of EGM)	
	Number of Shares	%	Number of Shares	%
<i>Substantial Shareholder</i>				
Chi Capital Holdings Limited (<i>Note 1</i>)	155,857,838	20.30	155,857,838	16.92
<i>Independent Shareholders</i>				
Additional Shareholder(s) upon full utilisation of the General Mandate	—	—	153,535,149	16.67
Total:	<u>767,675,745</u>	<u>100.00</u>	<u>921,210,894</u>	<u>100.00</u>

Note:

- These Shares are registered under the name of Chi Capital Holdings Limited ("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, Mr. WONG Chau Chi was deemed to be interested in all the Shares held by Chi Capital.

LETTER FROM VEDA CAPITAL

As illustrated in the table above, the aggregate shareholding of the Independent Shareholders will decrease from approximately 79.70% as at the Latest Practicable Date to approximately 66.41% upon full utilisation of the General Mandate (assuming no other Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM). Taking into account that (i) the refreshment of the Existing Mandate will provide an alternative means for the Company to raise capital by allotment and issue of new Shares before the next annual general meeting; (ii) the refreshment of the Existing Mandate offers more flexibility and enables the Company to capture additional funds for further business development/expansion as well as for other potential future investments and/or acquisitions as and when such opportunities arise in order to match with the Group's business goal; and (iii) the fact that shareholdings of all the Shareholders will be diluted in proportion to their respective shareholdings upon any utilisation of the General Mandate, we consider that such potential dilution to the shareholding of existing Shareholders to be acceptable.

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the proposed granting of the General Mandate is fair and reasonable and is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the granting of the General Mandate to be proposed at the EGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the General Mandate is utilised.

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

NOTICE OF 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 (“**Meeting**”) of CMMB Vision Holdings Limited (“**Company**”) will be held at Peking Room, The American Club, Floor 48, Exchange Square Two, Central, Hong Kong on Monday, 25 November 2013 at 3:00 p.m. to consider 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 (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by 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 (“**Shares**”) of HK\$0.10 each in the share capital of the Company, 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;
- (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);
 - (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted by the Company; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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 purpose 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.

“**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 maximum number of options (the “**Scheme Mandate Limit**”) for Shares of HK\$0.10 each in the capital the Company which could be granted pursuant to the share option scheme of the Company adopted on 5 July 2005 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of Shares in issue at the date of approval of such refreshment of the Scheme Mandate Limit.”

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

Hong Kong, 7 November 2013

NOTICE OF EXTRAORDINARY GENERAL MEETING

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
Cyberport
Hong Kong

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