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

If you have sold or transferred all your shares in **CMMB Vision Holdings Limited**, 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)

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on Friday, 8 November 2019, is set out on pages 14 to 16 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed. Such form of proxy is also published on the website of the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Whether or not you intend to attend and vote at the EGM in person or any adjournment thereof, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

21 October 2019

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company adopted pursuant to a written resolution passed by the then sole Shareholder on 5 July 2005, as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday or public holiday) on which licensed banks in Hong Kong are open for business during their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	CMMB Vision Holdings Limited 中國移動多媒體廣播控股有限公司, a company incorporated under the laws of the Cayman Islands as an exempted company with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on Friday, 8 November 2019, the notice of which is set out on pages 14 to 16 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	15 October 2019, being the latest practicable date prior to the printing of this circular for ascertain certain information herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Shares into one (1) Consolidated Share
“Share Options”	the share options granted under the share options scheme of the Company adopted on 18 December 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation will be fulfilled:

Despatch of the circular, proxy form
and notice of the EGM on or before Monday,
21 October 2019

Latest time for lodging transfer of Shares to qualify
for attendance and voting at the EGM 4:30 pm on Friday,
1 November 2019

Register of members of the Company closes
(both dates inclusive) Monday, 4 November 2019
to Friday, 8 November 2019

Latest time for return of proxy form of the EGM 10:00 am on Wednesday,
6 November 2019

Record date for attendance and voting at the EGM Friday, 8 November 2019

Expected time and date of the EGM
to approve the proposed Share Consolidation 10:00 am on Friday,
8 November 2019

Announcement of the poll results of the EGM Friday, 8 November 2019

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation Tuesday, 12 November 2019

First day of free exchange of existing share certificates for
new share certificates for the Consolidated Shares Tuesday, 12 November 2019

Commencement of dealings in the Consolidated Shares 9:00 am on Tuesday,
12 November 2019

Original counter for trading in the Shares in board
lot size of 4,000 Shares (in the form of existing
share certificates) temporarily closes. 9:00 am on Tuesday,
12 November 2019

EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares in board lot size of 200 Consolidated Shares (in the form of existing share certificates) opens	9:00 am on Tuesday, 12 November 2019
Original counter for trading in the Consolidated Shares in board lot size of 4,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	9:00 am on Tuesday, 26 November 2019
Parallel trading in the Consolidated Shares (in the form of new and existing certificates) commences	9:00 am on Tuesday, 26 November 2019
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 am on Tuesday, 26 November 2019
Temporary counter for trading in board lot size of 200 Consolidated Shares (in the form of existing share certificates) closes	4:00 pm on Monday, 16 December 2019
Parallel trading in the Consolidated Shares (in the form of new and existing certificates) ends	4:00 pm on Monday, 16 December 2019
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	4:00 pm on Monday, 16 December 2019
Latest time of free exchange of existing share certificates for new share certificates for the Consolidated Shares.	4:30 pm on Wednesday, 18 December 2019

The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company.

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 Directors:

Mr. WONG Chau Chi

Dr. LIU Hui

Non-executive Directors:

Mr. CHOU Tsan-Hsiung

Mr. YANG Yi

Independent non-executive Directors:

Dr. WANG Wei-Lin

Dr. LI Shan

Dr. LI Jun

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

Unit 1211, Level 12, Core F

Cyberport 3

100 Cyberport Road, Cyberport

Hong Kong

21 October 2019

To the Shareholders

Dear Sir/Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 4 October 2019, in which the Board proposed to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.20 each in the share capital of the Company.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information in relation to the Share Consolidation together with the notice of the EGM and related form of proxy.

PROPOSED SHARE CONSOLIDATION

The Company intends to put forward a proposal to the Shareholders to effect the Share Consolidation pursuant to which every twenty (20) issued and unissued Shares of HK\$0.01 will be consolidated into one (1) Consolidated Share of HK\$0.20. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. As none of the Shareholders or their associates would have material interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the EGM.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company was HK\$5,000,000,000.00 comprising 500,000,000,000 Shares of HK\$0.01 each, of which 3,151,332,960 Shares were in issue. The Board proposes that every twenty (20) issued and unissued Shares of HK\$0.01 each be consolidated into one (1) Consolidated Share with a par value of HK\$0.20 each. Assuming that no further Shares are issued or repurchased between the date of this circular and the date of the EGM, immediately after the Share Consolidation, 157,566,648 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. Fractions of Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company.

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

LETTER FROM THE BOARD

Adjustments to other securities of the Company

Convertible Notes

As at the Latest Practicable Date, the Company has outstanding convertible notes in the aggregate principal amount of US\$87,000,000. Under the respective terms and conditions of the said convertible notes, if and whenever there shall be an alteration to the nominal value of the Shares as a result of, among other things, consolidation, the conversion price of the convertible notes shall be adjusted by multiplying the conversion price in force immediately before such alteration by the revised nominal amount and dividing the result by the former nominal amount. Such adjustment shall be effective at the close of business of the day immediately preceding the date on which the Share Consolidation becomes effective. Based on the conversion price of HK\$0.40 per Existing Share and assuming the Share Consolidation has become effective, the conversion price will be adjusted to HK\$8.00 per Consolidated Share.

Existing Share Options

As at the Latest Practicable Date, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 54,956,892 Shares. Under the conditions of the share option schemes of the Company in relation to the existing Share Options, in the event of any alteration to the capital structure of the Company while any Option remains exercisable, whether by way of capitalisation issue, rights issue, consolidation or sub-division of Shares or reduction of the share capital of the Company, the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the aggregate number of Shares subject to the Options already granted; and/or
- (b) the subscription price of each outstanding Option.

Where the Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the auditors or the independent financial adviser to be appointed by the Company shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (b) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;

LETTER FROM THE BOARD

- (c) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (d) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

The Company will make further announcement about the adjustment to the existing share options upon the Share Consolidation having become effective after appointing the auditors or an independent financial adviser in accordance with the conditions of the share option schemes of the Company as mentioned above in due course.

Save for the aforesaid, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares or Consolidated Shares, as the case may be.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

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

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on 12 November 2019 being the second business day after the EGM.

Reasons for the Share Consolidation

The share price of the Company has been constantly below HK\$0.1 since January 2019. Under Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required to either change the trading method or proceed with a consolidation or splitting of its securities.

LETTER FROM THE BOARD

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 28 June 2019 (the “**Guideline**”), the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the closing price of each Share is HK\$0.034, with a board lot size of 4,000 Shares, the Company is trading under HK\$2,000 per board lot. For the purpose of reducing transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes the Share Consolidation. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Shares and may attract more investors and extend the shareholders base of the Company.

The Company has been trading at a price-to-book (P/B) of around 0.0658 time recently (based on the closing prices from HK\$0.031 per Share to HK\$0.050 per Share as quoted on the Stock Exchange from 16 September 2019 to 15 October 2019); and the consolidated net asset value of the Group per Share of HK\$0.6212 as at 30 June 2019). The Directors believes that the Company is extremely undervalued and that the adjusted share price of the Consolidated Shares may attract more institutional investors who generally avoid investing in securities trading in less than HK\$0.1. The Directors believe the Share Consolidation will provide greater opportunity for and more flexibility in the Company’s possible equity fundraising in the future.

The Company has no intention to carry out any other corporate actions or arrangements in the coming 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, which is to ensure that the market price of the Company’s shares will not approach the extremity of HK\$0.01 per share and no less than HK\$2,000 per board lot. In the event that the Company conducts any other corporate actions or arrangement in the coming 12 months, the Company will ensure that the terms and/or structure of such corporate action or arrangements will not have an effect of undermining or negating such purpose.

On 11 October 2019, the Company entered into certain subscription agreements with certain investors pursuant to which the Company will allot and issue 630,266,440 new Shares to such investors at the subscription price of HK\$0.035 per Share, or HK\$22,059,325.40 in aggregate (the “**October Subscriptions**”). The details of such subscriptions are set out in the announcement of the Company dated 11 October 2019. Subject to satisfaction of the relevant conditions precedent, the October Subscriptions are expected to complete on or before 25 October 2019. As at the Latest Practicable Date, the October Subscriptions have not been completed.

LETTER FROM THE BOARD

In addition to the October Subscriptions, the Company currently intends to raise additional funds through subscription, placing, rights issue, open offer and/or debt financing to support the development of its business for up to US\$20 million within the next 12 months. The terms of such fund raising activities, if materialized, will be determined based on prevailing market conditions and arm's length negotiation with potential investors and/or financial intermediaries. In determining the terms and structure of such fund raising activities, the Directors will ensure that such fund raising activities will not have an effect of undermining or negating the said purpose of the Share Consolidation. Save for such intention, as at the date of this circular, the Company has no agreement, arrangement, understanding, intention, negotiation for any potential fund raising activities in the coming 12 months.

Therefore, the Board believes the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Shares to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, certificates for Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for Shares will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated Shares at any time.

The new share certificates for the Consolidated Shares will be issued in orange colour in order to distinguish them from the share certificates for the existing Shares which are in green colour.

Application for Listing of the Consolidated Shares

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

LETTER FROM THE BOARD

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

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

Board Lot Size

Currently, the Shares are traded on the Stock Exchange in the board lot size of 4,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 4,000 Consolidated Shares.

Based on the closing price of HK\$0.034 per Share as quoted on the Stock Exchange at the Latest Practicable Date, the value for each existing board lot of 4,000 Shares was HK\$136 and the theoretical market value for each board lot of 4,000 Consolidated Shares assuming the Share Consolidation had become effective, would be HK\$2,720.

Odd lots arrangements and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, a designated broker has been appointed to match the purchase and sale of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for the period from 9:00 a.m. on Tuesday, 26 November 2019 to 4:00 p.m. on Monday, 16 December 2019 (both days inclusive). Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot arrangement, is recommended to consult his/her/ its own professional advisers. Shareholders who wish to utilise such matching services may contact the dealing department of KGI Asia Limited at 41/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or telephone at (852) 2878 5555 during office hours of such period.

LETTER FROM THE BOARD

Shareholders or potential investors should note that (i) significant number of odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

EXTRAORDINARY GENERAL MEETING

A notice of the EGM is set out on pages 14 to 16 of this circular.

Form of proxy

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to be present at the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll.

After the conclusion of the EGM, an announcement regarding the poll results will be published on the respective website of the Stock Exchange and of the Company in accordance with Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the Share Consolidation to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the proposed ordinary resolution to approve the Share Consolidation at the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of shareholders to attend and vote at the EGM, which is to be held on 8 November 2019, the register of members of the Company will be closed from 4 November 2019 to 8 November 2019, both days inclusive, during which no transfer of shares will be registered.

All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 1 November 2019.

GENERAL

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of CMMB Vision Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 8 November 2019 at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution of the Company, with or without modifications:

ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 21 October 2019 (the “**Circular**”), a copy of which has been tabled at the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):

- (a) every twenty (20) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.20 each (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to do all things and acts and sign all documents, including under seal where applicable, which they consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation and to aggregate all fractional Consolidated Shares and sell them for the benefits of the Company.”

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

Hong Kong, 21 October 2019

Registered office:

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

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

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

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
3. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. 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 certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, 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 the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In order to determine the entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from 4 November 2019 to 8 November 2019 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the extraordinary general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by not later than 4:30 p.m. on 1 November 2019.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled

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