

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

mediachina
CORPORATION LIMITED
華 億 傳 媒 有 限 公 司
MEDIA CHINA CORPORATION LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 419)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Media China Corporation Limited (the “Company”) will be held at Empire Room 1, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 8 July 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** conditional upon passing of resolution 2 below:

the sale and purchase agreement dated 26 January 2011 (the “Sale and Purchase Agreement”) as amended by the supplemental agreement dated 16 May 2011 (the “Supplemental Agreement”), both entered into between Unique Talent Group Limited, a wholly owned subsidiary of the Company, as purchaser, Mr. HE Peng as vendor and the Company as the purchaser’s guarantor in relation to the acquisition of the entire issued share capital of Smart Title Limited and the loan owed by Smart Title Limited to Mr. HE Peng (copies of the Sale and Purchase Agreement and the Supplemental Agreement having been produced to the Meeting and marked “A” and “B”, respectively and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified and THAT any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the Supplemental Agreement or any transactions contemplated under the Sale and Purchase Agreement and the Supplemental Agreement;”

2. “**THAT** conditional upon passing of resolution 1 above:

subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the First Consideration Shares (as defined in the circular of the Company dated 17 June 2011) and the Second Consideration Shares (as defined in the circular of the Company dated 17 June 2011), the First Consideration Shares and the Second Consideration Shares be issued and allotted by way of specific mandate in accordance with the terms of the Sale and Purchase Agreement as amended by the Supplemental Agreement and THAT any two directors of the Company or any director and the company secretary where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above specific mandate.”

By Order of the Board
Media China Corporation Limited
YUEN Hoi Po
Chairman

Hong Kong, 17 June 2011

Registered Office:

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

Principal place of business in Hong Kong:

Suite 3503, 35/F
Tower Two, Lippo Centre
89 Queensway
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one proxy or, if he/she is a holder of more than one share, more proxies to attend and vote instead of him/her. A proxy needs not be a member of the Company.
- (ii) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be lodged with the Company's Share Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting.
- (iv) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he/she so desires. If a member attends the meeting after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.

As at the date hereof, the board of Directors comprises Mr. YUEN Hoi Po (Chairman and Executive Director), Mr. Hugo SHONG (Vice Chairman and Non-executive Director), Mr. ZHANG Changsheng (Executive Director), Mr. WANG Hong (Executive Director), Mr. Edward TIAN Suning (Non-executive Director), Professor WEI Xin, Mr. YUEN Kin and Dr. WONG Yau Kar, David (each an Independent Non-executive Director).