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(Incorporated in Bermuda with limited liability)

(Stock Code: 1060)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of ChinaVision Media Group Limited (the “**Company**”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 26 January 2012 at 11:00 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**

- (a) the sale and purchase agreement dated 21 October 2011 (the “**Sale and Purchase Agreement**”) entered into among (i) the Company, (ii) Brilliant Mark Limited, (iii) World Charm Holdings Limited, (iv) Sequoia Capital 2010 CGF Holdco, Ltd., (v) Mr. Wan Rong, (vi) Mr. Liu Xiao Lin, (vii) Mr. Niu Zheng, (viii) Mr. Gao Qun and (ix) Mr. Dong Ping in relation to the acquisition of the entire issued share capital of China Entertainment Media Group Limited, a copy of which has been produced to the Meeting, marked “A” and initialled by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and is hereby approved, confirmed and ratified; and
- (b) 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 he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement or any transactions contemplated under the Sale and Purchase Agreement.”

2. “**THAT**

- (a) the subscription agreement dated 21 October 2011 (the “**Subscription Agreement**”) entered into between THL F Limited and the Company in relation to the subscription of the Subscription Shares, a copy of which has been produced to the Meeting, marked “B” and initialled by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and is hereby approved, confirmed and ratified; and

* For identification purpose only

- (b) 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 he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated under the Subscription Agreement.”
3. **“THAT**
- (a) the allotment and issue of up to 5,040,750,000 Consideration Shares subject to the terms of the Sale and Purchase Agreement be and is hereby approved and that subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the Consideration Shares be issued and allotted by way of specific mandate in accordance with the terms of the Sale and Purchase Agreement; and
- (b) the allotment and issue of up to 619,400,000 Subscription Shares subject to the terms of the Subscription Agreement be and is hereby approved and that subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the Subscription Shares be issued and allotted by way of specific mandate in accordance with the terms of the Subscription Agreement.”
4. **“THAT** any two directors of the Company or any director and the company secretary of the Company 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 resolutions.”

For the purposes of these resolutions, the terms “Subscription Shares” and “Consideration Shares” shall have the same definition as defined in the circular of the Company dated 6 January 2012.

By order of the Board
ChinaVision Media Group Limited
Dong Ping
Chairman

Hong Kong, 6 January 2012

Registered Office:

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Head Office and Principal Place of Business in Hong Kong:

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16 Harcourt Road
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Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. 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.
- (2) A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
- (3) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 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) In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the board of directors comprises Mr. Dong Ping (Chairman), Mr. Ng Qing Hai (President) and Mr. Zhao Chao, being the Executive Directors; Mr. Kong Muk Yin, being the Non-Executive Director; and Mr. Chen Ching, Mr. Jin Hui Zhi and Mr. Li Chak Hung, being the Independent Non-Executive Directors.