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VODONE LIMITED
第一視頻集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 82)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of VODONE Limited (the “**Company**”) will be held at Charter Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 27 April 2012 at 10:30 a.m. or immediately after the conclusion of its annual general meeting to be held on Friday, 27 April, 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the existing share option scheme of the Company adopted on 7 June 2002 be and is hereby terminated and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company falling to be allotted and issued pursuant to the new share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted by the Company and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal in the Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme.”

By order of the Board
VODone Limited
ZHANG Lijun
Chairman

Hong Kong, 10 April 2012

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. 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. Where there are joint 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 Shares as if he/she were solely entitled thereto, but if more than one of such joint holders present at the meeting personally or by proxy, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of joint holding.
3. To be effective, a 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 that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 10:30 a.m. on Wednesday, 25 April 2012. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where typhoon signal no. 8 (or above) or black rainstorm warning is hoisted or remains hoisted at 7:00 a.m. on 27 April 2012, the meeting will be adjourned to such date, time and place as the board of directors of the Company may decide and announce by issuing further announcement.

As at the date of this announcement, the Directors are:

Executive Directors:

Dr. ZHANG Lijun (*Chairman*)

Ms. WANG Chun

Mr. SIN Hendrick

Independent Non-executive Directors:

Dr. LOKE Yu (alias LOKE Hoi Lam)

Mr. WANG Zhichen

Mr. WANG Linan