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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 licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Cinderella Media Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(Stock code: 550)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES AND
RE-ELECTION OF DIRECTORS**

A notice dated 29 April 2016 convening the annual general meeting of Cinderella Media Group Limited to be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong, on Thursday, 2 June 2016 at 3 p.m. is set out on pages 14 to 17 of this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

* *For identification only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 2 June 2016 at 3:00 p.m.
“AGM Notice”	the notice dated 29 April 2016 convening the AGM as set out on pages 14 to 17 of this circular
“associate”	the same meaning ascribed thereto in the Listing Rules
“Board”	the Board of Directors
“Bye-laws”	the Bye-laws of the Company
“Company”	Cinderella Media Group Limited, a company continued in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	Director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period as set out in Ordinary Resolution No. 4 up to a maximum of 20% of issued share capital of the Company as at the date of passing Ordinary Resolution No. 4
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period as set out in Ordinary Resolution No. 5 up to a maximum of 10% of issued share capital of the Company at the date of passing Ordinary Resolution No. 5
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(Stock code: 550)

Executive Directors:

Mr. Liu Gary Wei
Ms. Chan Pak Yi
Mr. Tsang Hing Bun

Non-Executive Director:

Mr. Yiu Yu Cheung

Independent Non-Executive Directors:

Mr. Leung Siu Kee
Mr. William Keith Jacobsen
Mr. Chan Chiu Hung, Alex

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
26th Floor
625 King's Road
North Point
Hong Kong

29 April 2016

To the Shareholders

Dear Sir and Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

1. INTRODUCTION

The purpose of this document is to provide Shareholders with details regarding the renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares and the proposed re-election of retiring directors to be dealt with at the AGM.

* For identification only

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to, inter alias, (a) renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares or options, warrants or similar rights to subscribe for any Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution; and (ii) to repurchase Shares the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (b) add to the general mandate for the issue of Shares granted to the Directors any Shares representing the aggregate nominal amount of any Shares repurchased by the Company.

Under the Listing Rules, the general unconditional mandates granted on 28 April 2015 will lapse at the conclusion of the coming AGM, unless renewed at the AGM. Ordinary Resolutions Nos. 4, 5 and 6 will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors have no present intention to repurchase any Shares pursuant to the relevant mandates.

The Share Repurchase Mandate would continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held or until the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

An explanatory statement to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions concerning the Share Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with No. 87 of the Bye-laws, Mr. Liu Gary Wei, Ms. Chan Pak Yi, Mr. Tsang Hing Bun, Mr. Yiu Yu Cheung, Mr. Leung Siu Kee, Mr. William Keith Jacobsen and Mr. Chan Chiu Hung, Alex will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

Brief biographical details of the retiring directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules as may be amended, modified or supplemented from time to time 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, (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) 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

5. AGM

Set out on pages 14 to 17 of this circular is the AGM Notice convening the AGM at which, inter alia, Ordinary Resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors.

A form of proxy for the use at the AGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM if they so wish.

6. LISTING RULES REQUIREMENT

According 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 AGM will be taken by way of poll.

7. RECOMMENDATION

The Board is of the opinion that the proposals referred to above are in the interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Tsang Hing Bun
Executive Director

This explanatory statement relates to an ordinary resolution proposed to be passed at the AGM for the grant of a general mandate to the Board to repurchase Shares of the Company through Stock Exchange. It contains all the information required by the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. REGULATIONS OF THE LISTING RULES

(a) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the memorandum of continuance and Bye-laws of the Company and the Companies Act. A listed company may not repurchase its own securities on Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules.

(b) Connected parties

Under the Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined under the Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquires, none of the Directors or their associates had a present intention to sell Shares to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 333,784,000 Shares of HK\$0.20 each.

If Ordinary Resolution no. 5 is passed at the AGM, and assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, up to 33,378,400 Shares, representing 10% of the issued share capital of the Company may be repurchased by the Company.

3. REASONS FOR REPURCHASES

The Board believes that it is in the interests of the Company and its Shareholders for the Board to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. GENERAL

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2015 annual report of the Company) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent that there would be a material adverse effect on the working capital requirements or the gearing levels of the Company and its subsidiaries which in the opinion of the Directors are appropriate from time to time.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of continuance and Bye-laws of the Company and the applicable laws of Bermuda.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchase of Shares if the Share Repurchase Mandate is exercised in full.

As at the Latest Practicable Date and to the best knowledge of the Directors, the substantial Shareholders of the Company, having interests in 10% or more of the issued share capital of the Company are as follows:

Name of Substantial Shareholders	Number of shares held	Approximately % shareholding	
		Shareholding as at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Upsky Global Limited (<i>Note 1</i>)	95,037,657	28.47%	31.64%
Polaris Investment Management Limited (<i>Note 2</i>)	50,248,828	15.05%	16.72%

Notes:

1. Upsky Global Limited is wholly owned by Mr. Chan Jiarong.
2. Polaris Investment Management Limited is wholly owned by Mr. Liu Gary Wei who is executive Director.

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their respective associates, had any present intention to sell any of the Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved at the AGM and is exercised.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved at the AGM and is exercised.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on Stock Exchange during each of the last twelve complete months were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	2.05	1.51
May	4.50	1.98
June	3.40	3.16
July	3.22	2.28
August	2.61	1.94
September	2.25	1.83
October	2.77	2.08
November	3.26	2.26
December	2.96	2.30
2016		
January	2.77	2.29
February	2.46	1.95
March	2.15	1.77
April (up to and including the Latest Practicable Date)	2.24	1.82

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

Mr. Liu Gary Wei (“Mr. Liu”), aged 27, Executive Director

Mr. Liu was appointed as executive Director on 8 September 2015. He is the founder and chairman of a private investment management company in the People’s Republic of China (“PRC”). Mr. Liu holds a Bachelor of Arts Degree from the Boston University.

As at the Latest Practicable Date, Mr. Liu is the sole director and shareholder of Polaris Investment Management Limited, substantial shareholders of the Company holding 53,168,828 Shares. Mr. Liu is interested in 53,168,828 Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a service agreement with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Liu is HK\$360,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Liu does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and, as at the Latest Practicable Date, does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders’ attention in connection with the re-election of Mr. Liu as a Director.

Ms. Chan Pak Yi (“Ms. Chan”), aged 26, Executive Director

Ms. Chan was appointed as executive Director on 8 September 2015. She is currently the company secretary in Heung Kong Group Limited, a private enterprise in the PRC. Ms. Chan holds a Master Degree of Commendation in International Finance from Nottingham Trent University in England and a Bachelor Degree of Accounting and Finance from Nottingham Trent University in England.

Ms. Chan has entered into a service agreement with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Ms. Chan is HK\$240,000 per annum which is determined by the Board with reference to her respective qualification and experiences, her respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Ms. Chan is also a director of several subsidiaries of the Group. Save as disclosed above, she has not held any directorship in other listed public companies in the past three years. She does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and, as at the Latest Practicable Date, does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attention in connection with the re-election of Ms. Chan as a Director.

Mr. Tsang Hing Bun (“Mr. Tsang”), aged 36, *Executive Director*

Mr. Tsang was appointed as executive Director on 8 September 2015. He holds a Bachelor Degree of Social Science from the Chinese University of Hong Kong and a Master of Science Degree in Finance from City University of Hong Kong. He has around 15 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a financial risk manager granted by Global Association of Risk Professionals.

Mr. Tsang has entered into a service agreement with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Tsang is HK\$360,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Tsang is also a director of several subsidiaries of the Group. Save as disclosed above, he has not held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tsang is interested in 3,330,000 share options of the Company. Save as disclosed, he does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attention in connection with the re-election of Mr. Tsang as a Director.

Mr. Yiu Yu Cheung (“Mr. Yiu”), aged 33, *Non-executive Director*

Mr. Yiu was appointed as non-executive Director on 8 September 2015. He graduated with a master's degree in business administration from University of Wales, Newport in England and a bachelor's degree in Arts from Simon Fraser University in Canada in 2006. He is licensed with the Securities and Futures Commission to carry out Type 1 (dealing in securities) regulated activities in Hong Kong. Mr. Yiu has extensive experience in banking and securities industry and is currently a director of a private financial service company.

Mr. Yiu has entered into a service agreement with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yiu is HK\$600,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Yiu is also a director of a subsidiary of the Group. Save as disclosed above, he has not held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yiu is interested in 3,330,000 share options of the Company. Save as disclosed, he does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attention in connection with the re-election of Mr. Yiu as a Director.

Mr. Leung Siu Kee ("Mr. Leung"), aged 39, *Independent non-executive Director*

Mr. Leung was appointed as executive Director on 8 September 2015. He is currently an independent non-executive director of China Chuanglian Education Group Limited (stock code: 2371). Mr. Leung obtained his bachelor degree of Business Administration majoring in Accounting at the Hong Kong University of Science and Technology with first honour. He has extensive accounting knowledge as he had worked in two international accounting firms for 5 years, mainly to provide auditing and business assurance services. Afterwards, Mr. Leung has devoted to develop his career in corporate finance and corporate restructuring businesses. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Leung has entered into appointment letter with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Leung is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Leung does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and, as at the Latest Practicable Date, does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attention in connection with the re-election of Mr. Leung as a Director.

Mr. William Keith Jacobsen (“Mr. Jacobsen”), aged 49, *Independent non-executive Director*

Mr. Jacobsen was appointed as executive Director on 8 September 2015. Mr. Jacobsen is currently the managing director of a licensed corporation to advise on corporate finance matters. Mr. Jacobsen is a non-executive director of Madex International (Holdings) Limited (stock code: 231) and Huge China Holdings Limited (formerly known as Harmony Asset Limited, stock code: 428); and also an independent non-executive director of abc Multiactive Limited (stock code: 8131) and Sustainable Forest Holdings Limited (stock code: 723). He was an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited, stock code: 720) from 1 January 2012 to 16 October 2015, and also an independent non-executive director of King Stone Energy Group Limited (stock code: 663), Qingdao Holdings International Limited (formerly known as Hycomm Wireless Limited, stock code: 499), E-Rental Car Company Limited (formerly known as Perception Digital Holdings Limited, stock code: 1822) and China Financial Leasing Group Limited (stock code: 2312) for the period from 26 September 2008 to 30 September 2011, from 20 June 2008 to 27 September 2014, from 7 January 2013 to 29 August 2014 and from 1 February 2013 to 30 April 2015, respectively. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia.

Mr. Jacobsen has entered into appointment letter with the Company for a term of three years. In accordance with the Bye-Laws, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Jacobsen is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Jacobsen does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and, as at the Latest Practicable Date, does not have any interests in Shares within the meaning of part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders’ attention in connection with the re-election of Mr. Jacobsen as a Director.

Mr. Chan Chiu Hung, Alex (“Mr. Chan”), aged 49, *Independent non-executive Director*

Mr. Chan was appointed as independent non-executive Director on 31 March 2016. He graduated from the Hong Kong Baptist University with a bachelor of business administration (honours) degree in finance in 1990. He completed an advanced diploma in specialist taxation with the Hong Kong Institute of Certified Public Accountants in December 2012 and was admitted as an associate with the Institute of Chartered Accountants in England and Wales. Mr. Chan is currently a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 17 years of experience in accounting, financial management and regulatory compliance of various industries listed in Hong Kong and Singapore. He was an independent non-executive director of Co-Prosperity Holdings Limited, a company listed on the Main Board (the “**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock code: 707), for the period from March 2015 to October 2015. Current, Mr. Chan is also an independent non-executive director of e-Kong Group Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 524), Kate China Holdings Limited (Stock code: 8125) and Feishang Non-metal Materials Technology Limited (Stock code: 8331), both of which are companies listed on the Growth Enterprise Market Board of the Stock Exchange.

Save as disclosed above, Mr. Chan does not hold any other position with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Chan does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chan will enter into an appointment letter with the Company for a term of three years. In accordance with the Bye-laws the Company, Mr. Chan shall hold office until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting. The remuneration of Mr. Chan is HK\$120,000 per annum and his remuneration is determined by the Board with reference to his respective qualification and experience, duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, there is no information relating to the appointment of Mr. Chan that needs to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to the requirements of Rule 13.51 of the Rules Governing the Listing of Securities on the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING



CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(Stock code: 550)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of Cinderella Media Group Limited (the “Company”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong, on Thursday, 2 June 2016 at 3 p.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2015;
2. To re-elect the directors of the Company (the “Directors”) and to authorize the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint BDO Limited as the Company’s auditor and authorise the directors to fix their remuneration;

Special Business

4. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares (the “Shares”) in the capital of the Company or securities convertible into Shares and to make or grant offers, agreement and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below) ; or (ii) the exercise of any options granted under the share option scheme of the Company ; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time ; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing 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 date of 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“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 of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and
 - (C) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
6. As special business, to consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“THAT conditional upon the resolutions set out in items 4 and 5 in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue Shares pursuant to the resolution set out in item 4 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in item 5 in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. To transact any other business of the Company.

By Order of the Board
Tsang Hing Bun
Executive Director

Hong Kong, 29 April 2016

Principal Office:
26th Floor, 625 King's Road
North Point
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead and any member who is the holder of 2 or more shares in the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the 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 Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.
3. As at the date of this notice, the Board comprises Mr. Liu Gary Wei, Ms. Chan Pak Yi and Mr. Tsang Hing Bun as executive directors, Mr. Yiu Yu Cheung as non-executive director and Mr. Leung Siu Kee, Mr. William Keith Jacobsen and Mr. Chan Chiu Hung, Alex as independent non-executive directors.