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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on 29 May 2019, Wednesday is set out on pages 15 to 20 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend and vote at the AGM 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 April 2019

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## DEFINITIONS

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*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 convened and held at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:00 a.m. on 29 May 2019, Wednesday, the notice of which is set out on pages 15 to 20 of this circular, and any adjournment thereof
“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
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CMMB Vision Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“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.

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## LETTER FROM THE BOARD

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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

25 April 2019

*To the Shareholders*

Dear Sir/Madam,

**GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate, and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the directors.

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## LETTER FROM THE BOARD

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### GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 28 May 2018, among other things, the directors were granted a general and unconditional mandate to allot, issue and deal with Shares, not exceeding 20% of the aggregate nominal amount of the share capital of the Company then in issue. The above general mandate will expire at the conclusion of the AGM.

At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the directors to enable them to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the annual general meeting of the Company next following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

According to Article 108(A) of the Articles of Association, at each annual general meeting, one third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. The Company at the general meeting at which a director retires may fill the vacated office.

According to Article 108(B) of the Articles of Association, the directors to retire by rotation shall include (so far as necessary to obtain the number required) any director who wishes to retire and not to offer himself for re-election. Any further directors so to retire shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Board currently consists of seven directors. Pursuant to Article 108(A) of the Articles of Association, Dr. LIU Hui, Mr. YANG Yi and Dr. WANG Wei-Lin will retire at the AGM and being eligible, will offer themselves for re-election.

### **Recommendation by the Board with respect to the Independent Non-executive Directors subject to Re-election at the Annual General Meeting**

The Board has received and reviewed the written confirmations of independence of each of the independent non-executive Directors including one who has offered himself for re-election at the Annual General Meeting (namely, Dr. Wang Wei-Lin) and assessed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Board evaluated his performance and is of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs. The Board is of the view that Dr. Wang Wei-Lin would bring to the Board his own perspective, skills and experience, as set out in Appendix II to this circular.

The Board, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company, considers that Dr. Wang Wei-Lin can contribute to the diversity of the Board.

Therefore, the Board has nominated Dr. Wang Wei-Lin for re-election as independent non-executive Director at the Annual General Meeting.

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## **LETTER FROM THE BOARD**

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Biographical information of each of the directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

A notice of the AGM is set out on pages 15 to 20 of this circular.

### **Form of proxy**

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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 AGM will be taken by way of poll.

After the conclusion of the AGM, 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 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, having 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Board considers that all ordinary resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of shareholders to attend and vote at the AGM, which is to be held on 29 May 2019, the register of members of the Company will be closed from 24 May 2019 to 29 May 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 23 May 2019.

### GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

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*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the directors.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 3,151,332,960 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 315,133,296 Shares, representing 10% of the aggregate nominal value of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

The directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the directors believe that such repurchases will benefit the Company and the Shareholders.

**4. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position as at 31 December 2018 as disclosed in the audited financial statements of the Company for the year ended 31 December 2018, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the directors are from time to time appropriate for the Company.

**6. DIRECTORS' UNDERTAKING**

The directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

## 7. CONNECTED PERSON

None of the directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the Company exercising the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before purchase" while their respective interest in the event that the directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After purchase".

	<b>Before repurchase</b>	<b>After repurchase</b>
Mr. Wong Chau Chi ( <i>Note 1</i> )	23.27%	25.86%
Chi Capital Holdings Ltd ( <i>Note 1</i> )	21.95%	24.39%
Chi Capital Securities Limited ( <i>Note 1</i> )	1.32%	1.47%

*Note:*

- These Shares are registered under the name of Chi Capital Holdings Ltd ("**Chi Capital**"), a company wholly owned by Mr. Wong Chau Chi ("**Mr. Wong**") who was the sole shareholder and director of Chi Capital; and Chi Capital Securities Limited, a wholly-owned subsidiary of Chi Capital. Under the SFO, Mr. Wong was deemed to be interested in all the Shares held by Chi Capital and its subsidiary.

In the event that the directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and assuming that no further Share are issued or repurchased prior to the date of the AGM, the shareholding interest of Mr. Wong in the Company would be increased to approximately 25.86% of the issued share capital of the Company. Such an increase would not give rise to an obligation of Mr. Wong to make a mandatory offer under Rule 26 of the Takeovers Code. Nonetheless, the directors have no present intention to exercise the Repurchase Mandate to an extent which will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

## 9. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 10. SHARE PRICES

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	0.226	0.191
May	0.212	0.165
June	0.204	0.137
July	0.138	0.126
August	0.133	0.114
September	0.133	0.106
October	0.110	0.098
November	0.106	0.099
December	0.104	0.099
<b>2019</b>		
January	0.103	0.084
February	0.118	0.090
March	0.107	0.088
April (up to the Latest Practicable Date)	0.091	0.089

*The biographical details of the directors proposed for re-election at the AGM are set out below:*

**EXECUTIVE DIRECTOR**

**Dr. LIU Hui** (“**Dr. Liu**”), aged 50, was appointed as a non-executive director in November 2009 and re-designated to an executive director in May 2011. Dr. Liu is currently the chief technology officer of the Group and the vice-chairman of the Board. Dr. Liu is one of the world’s leading telecommunications engineers and inventors. He was the primary inventor of over 70 granted or pending telecommunications patents, including more than twenty patents in the core OFDMA technology that underlies LTE, Mobile WIMAX and CMMB. He architected CMMB, which had its inaugural launch at the 2008 Beijing Olympics and is now being used in 330 cities in the PRC. As an international renowned telecom expert, he is also one of the original designers of TD-SCDMA (China’s self-developed ITU 3G standard) and a pioneer of OFDMA mobile networks. Dr. Liu holds a Bachelor of Science degree in electrical engineering from the Fudan University and a PhD degree from the University of Texas in Austin. He was a full professor/vice-chair at the Department of Electrical Engineering of the University of Washington, and then the associate dean at the School of Electronic Information and Electrical Engineering of Shanghai Jiao Tong University. His research interests include broadband mobile networks, satellite communications, vehicular and IoT networks, and machine learning. He has received a number of awards, including a Fellow of IEEE (Communications Society), the 1997 National Science Foundation CAREER Award, the ONR Young Investigator Award, and the Chinese Gold Prize Patent award for his contributions on the TD-SCDMA technology. Dr. Liu is representing the Company as a key member in the Next Generation Broadcasting–Wireless Working Group in China, which is the comprehensive next generation technology platform for CMMB and China’s triple network convergence (i.e. internet, broadcasting, telecom) initiative. He is also a director of Silkwave Holdings Limited. Dr. Liu did not hold any position nor directorship in other listed companies in the three preceding years.

Dr. Liu does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Liu did not have any interests in any Shares within the meaning of Part XV of the SFO.

Dr. Liu shall hold office as an executive director for a term of one year commencing from May 2011 and shall be renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of his appointment unless terminated by not less than three months' notice in writing served by either the Company or Dr. Liu at any time during the term. Dr. Liu's annual remuneration is US\$175,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Save as disclosed above, there is no information which is required to be disclosed under Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-election of Dr. Liu that need to be brought to the attention of the Shareholders.

#### **NON-EXECUTIVE DIRECTOR**

**Mr. YANG Yi** ("**Mr. Yang**"), aged 55, was appointed as a non-executive director in February 2007. Mr. Yang first graduated from the Beijing University with a Bachelor of Arts degree in International Politics in 1987 and was awarded a scholar of Japanese Education Ministry by the Tokyo University in the same year. In 1991, Mr. Yang was awarded a Master of Arts degree in Law & Diplomacy by the Fletcher School of Law and Diplomacy, which was jointly administered by the Tufts University and Harvard University. Mr. Yang has over 28 years of experience in finance and human resources management. The major appointments and positions previously assumed by Mr. Yang include being a financial analyst at the fixed income division of J.P. Morgan Securities (Tokyo), a vice-president of human capital management at Goldman Sachs LLP (New York), a principal of executive search in the financial industry at Korn/Ferry International (Hong Kong) and a managing director of A.T. Kearney Management Consultancy (Hong Kong). At present, Mr. Yang is the director and founder of G Bridge Limited, Hong Kong based human resources advisory firm. Mr. Yang did not hold any position nor directorship in other listed companies in the three preceding years.

Mr. Yang does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Yang did not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. Yang shall hold office as a non-executive director for a term of one year commencing from February 2007 and shall be renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of his appointment unless terminated by not less than three months' notice in writing served by either the Company or Mr. Yang at any time during the term. Mr. Yang does not receive emolument as a non-executive director.

Save as disclosed above, there is no information which is required to be disclosed under Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-election of Mr. Yang that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Dr. WANG Wei-Lin** (“**Dr. Wang**”), aged 47, was appointed as an independent non-executive director in September 2005. Dr. Wang has obtained a degree in Juris Scientiae Doctoris (Doctor of Juridical Science) from the Washington University in St. Louis. Dr. Wang also graduated with a Master of Laws degree from the University of Pennsylvania and a bachelor’s degree in law from the National Cheng-Chi University. Dr. Wang is a certified attorney in Taiwan and the New York State of the United States of America. Dr. Wang is also a member of the Taipei Bar Association and American Bar Association. Dr. Wang is currently a full professor and chair at the Department of Financial Law in Ming Chuan University. Dr. Wang currently serves as independent director of Young Fast Optoelectronics Co., Ltd., WIN Semiconductors Corp., ANT Precision Industry Co., Ltd. and Fuzetec Technology Co. Ltd, four companies listed on the Taiwan Stock Exchange Corporation. Dr. Wang had held a position of independent non-executive director at Capital Securities Corp. and a remuneration committee member at Hold Key Electric Wire & Cable, Co. Ltd., two companies listed on the Taiwan Stock Exchange Corporation, in the three preceding years. Save as aforesaid, Dr. Wang did not hold any position nor directorship in other listed companies in the three preceding years.

Dr. Wang does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Wang did not have any interests in any Shares within the meaning of Part XV of the SFO.

Dr. Wang shall hold office as an independent non-executive director for a term of one year commencing from September 2005 and shall be renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of his appointment unless terminated by not less than three months’ notice in writing served by either the Company or Dr. Wang at any time during the term. Dr. Wang does not receive emolument as an independent non-executive director.

The Company has received from Dr. Wang an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Dr. Wang is independent.

Save as disclosed above, there is no information which is required to be disclosed under Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-election of Dr. Wang that need to be brought to the attention of the Shareholders.

None of the Directors proposed to be re-elected at the AGM has a service contract which requires the Company to give a period of more than one year before the same can be terminated. In addition, none of the Directors proposed to be re-elected at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general Meeting (“**Meeting**”) of CMMB Vision Holdings Limited (the “**Company**”) will be held at Board Room, Level 3, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong on 29 May 2019, Wednesday at 10:00 a.m. for the purpose of considering and, if though fit, passing the following resolutions (with or without modifications):

#### **As Ordinary Business**

1. to receive and consider the audited financial statements and the reports of the directors (“**Directors**”) of the Company and auditors (“**Auditors**”) of the Company for the year ended 31 December 2018;
2.
  - (a) to re-elect Dr. LIU Hui as an executive director;
  - (b) to re-elect Mr. YANG Yi as a non-executive director;
  - (c) to re-elect Dr. WANG Wei-Lin as an independent non-executive director;
  - (d) to authorize the Board of Directors (the “**Board**”) to fix the remuneration of the directors;
3. to re-appoint HLM CPA Limited as Auditors and to authorize the Board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the directors during the Relevant Period (as defined in paragraph(d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (“**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorize the directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
    - (i) a Rights Issue (as hereinafter defined);
    - (ii) the grant or exercise of any options granted under the share option schemes or similar arrangement for the time being adopted by the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations; or
- (iv) any issue of Shares upon 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% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of 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 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 Articles of Association or any applicable law to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**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 to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares of HK\$0.01 each in the share capital of the Company on the Stock Exchange or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from 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 articles of association of the Company or any other applicable law to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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

Hong Kong, 25 April 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. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one proxy or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A form of proxy for use at the Meeting is being dispatched to the shareholders of the Company together with a copy of this notice.
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. 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 notarial certified copy of such power or authority, must be deposited at 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint registered 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 share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote.
6. Please refer to Appendix II to the circular of the Company dated 25 April 2019 for the details of the retiring directors subject to re-election at the Meeting.

*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.*