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If you have sold or transferred all your securities in Media China Corporation Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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C O R P O R A T I O N L I M I T E D

華 億 傳 媒 有 限 公 司

Media China Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

**PROPOSED SHARE CONSOLIDATION
AND
PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 5 to 12 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 July 2012 at 10:00 a.m. is set out on pages 13 to 14 of this circular. Whether or not you intend to attend the extraordinary general meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event, not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

21 June 2012

CONTENTS

	<i>Page</i>
Definitions	1
Expected timetable	3
Letter from the Board	5
Notice of Extraordinary General Meeting	13

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Media China Corporation Limited (華億傳媒有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held and convened on 25 July 2012 for the Shareholders to consider and, if thought fit, approve the ordinary resolution in respect of the proposed Share Consolidation and approve the special resolution in respect of the proposed amendments to the Memorandum and Articles of Association
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 June 2012, being the latest practicable date for ascertaining certain information in this circular before printing of this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association of the Company from time to time

DEFINITIONS

“Memorandum of Association”	the memorandum of association of the Company as amended from time to time
“Preference Share(s)”	preference share(s) of HK\$0.01 each in the share capital of the Company. As at the Latest Practicable Date, no preference share is in issue
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every two (2) existing issued and unissued Shares into one (1) Consolidated Share
“Share Option(s)”	share option(s) issued with reference to the terms and conditions of the share option schemes adopted by the Company on 30 July 2002 and 4 June 2012
“Shareholder(s)”	holder(s) of Share(s) or Consolidated Share(s), as the context requires
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrant(s)”	550,000,000 unlisted warrant(s) issued by the Company conferring rights on the Warrantholder(s) to subscribe for Shares at the initial exercise price of HK\$0.10 per Share (subject to adjustment)
“Warrantholder(s)”	holder(s) of the Warrants

EXPECTED TIMETABLE

The following expected timetable is dependent on the date of fulfillment of the relevant conditions to which the Share Consolidation is subject. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.

2012

Despatch of circular with notice of the EGM.	Thursday, 21 June
Latest time for lodging forms of proxy for the EGM	10:00 a.m. on Monday, 23 July
Date of the EGM.	10:00 a.m. on Wednesday, 25 July
Announcement of voting results of the EGM.	Wednesday, 25 July
Effective date for the Share Consolidation	Thursday, 26 July
First day for free exchange of existing share certificates for new share certificates for Consolidated Shares	Thursday, 26 July
Dealings in Consolidated Shares commences.	9:00 a.m. on Thursday, 26 July
Original counter for trading in Shares in board lots of 10,000 Shares temporarily closes	9:00 a.m. on Thursday, 26 July
Temporary counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 26 July
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 9 August
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences	9:00 a.m. on Thursday, 9 August
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares. .	9:00 a.m. on Thursday, 9 August
Temporary counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on Wednesday, 29 August
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) closes .	4:00 p.m. on Wednesday, 29 August

EXPECTED TIMETABLE

Designated broker ceases to stand in the market to provide
matching services for odd lots of Consolidated Shares. . 4:00 p.m. on Wednesday, 29 August

Last day for free exchange of existing share certificates for
new share certificates Friday, 31 August

LETTER FROM THE BOARD

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C O R P O R A T I O N L I M I T E D

華 億 傳 媒 有 限 公 司

Media China Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

Executive Directors:

Mr. YUEN Hoi Po (*Chairman*)

Mr. ZHANG Changsheng

Non-Executive Directors:

Mr. Hugo SHONG (*Vice Chairman*)

Mr. Edward TIAN Suning

Independent Non-Executive Directors:

Professor WEI Xin

Dr. WONG Yau Kar, David JP

Mr. YUEN Kin

Mr. CHU Yuguo

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Suite 3503, 35/F.

Tower Two, Lippo Centre

89 Queensway

Hong Kong

21 June 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION
AND
PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 May 2012 that the Board proposed to effect the Share Consolidation and proposed amendments to the Memorandum and Articles of Association, and the EGM would be convened to seek the requisite approval of the Shareholders.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the proposed Share Consolidation, proposed amendments to the Memorandum and Articles of Association and the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$3,002,407,600, divided into 30,000,000,000 Shares and 240,760,000 Preference Shares, of which 4,534,179,453 Shares are in issue and fully paid. The Board proposes that every two (2) issued and unissued Shares in the share capital of the Company be consolidated into one (1) Consolidated Share. Upon the Share Consolidation becoming effective, the authorized share capital of the Company will become HK\$3,002,407,600 divided into 15,000,000,000 Consolidated Shares and 240,760,000 Preference Shares.

Conditions

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the Share Consolidation, if necessary.

No Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation.

Conditions (i) and (ii) above have not been fulfilled. In respect of condition (iii) above, the Company is not aware of any approvals that are required from the regulatory authorities or otherwise in respect of the Share Consolidation.

Listing Application

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought from any other stock exchanges.

Subject to the granting the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of

LETTER FROM THE BOARD

transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Effects of Share Consolidation

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or result in any change in the rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled. The Consolidated Shares shall rank *pari passu* in all respects with each other.

Board Lot Size

The current board lot size for trading in the Shares on the Stock Exchange is 10,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Reasons for Share Consolidation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting its securities. In view of the recent trading price of the Shares, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the Listing Rules. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares. The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Save the zero coupon convertible note in the amount of RMB569 million (equivalent to approximately HK\$700 million) to be issued by the Company in favour of Smart Concept Enterprise Limited to settle part of the consideration under the sale and purchase agreement dated 25 May 2012 as disclosed in the announcement of the Company dated 25 May 2012, the Company does not contemplate any discussion or negotiation for any fund raising activity up to the Latest Practicable Date and the Company does not have any intention for conducting fund raising activities as at the Latest Practicable Date.

LETTER FROM THE BOARD

Share Structure of the Company before and after the Share Consolidation

The following table sets out the effect on the share capital structure immediately before and after the Share Consolidation:

	Before Share Consolidation	After Share Consolidation
Nominal value per share	HK\$0.10	HK\$0.20
Authorized share capital	HK\$3,002,407,600	HK\$3,002,407,600
No. of authorized shares	30,000,000,000 Shares & 240,760,000 Preference Shares	15,000,000,000 Consolidated Shares & 240,760,000 Preference Shares
Issued share capital	HK\$453,417,945.30	HK\$453,417,945.20
No. of issued shares	4,534,179,453 Shares	2,267,089,726 Consolidated Shares

Adjustment to outstanding Share Options

As at the Latest Practicable Date, the number of Shares which may be issued pursuant to the Share Options granted is 314,967,730. Corresponding adjustments will be made on the basis that the proportion of the issued ordinary share capital of the Company to which a grantee of Share Options is entitled shall remain the same before and after such adjustments in accordance with the rules of the share option scheme and the supplementary guidance issued by the Stock Exchange.

The Company will engage an independent financial adviser or its auditors to provide a certificate as to the adjustments required to be made to the terms of the outstanding Share Options as a result of the Share Consolidation.

Adjustment to outstanding Warrants

As at the Latest Practicable Date, Warrants carrying aggregate subscription rights to subscribe for 535,000,000 Shares at the initial subscription price of HK\$0.10 per Share are outstanding. Corresponding adjustments will be made to the subscription price of the outstanding Warrants and the number of Consolidated Shares which the Warrant holders are entitled to upon exercise of the Warrants in accordance with the terms of the Warrants.

The Company will engage an independent financial adviser or its auditors to provide a certificate as to the adjustments required to be made to the terms of the outstanding Warrants as a result of the Share Consolidation.

Save for the outstanding Share Options and outstanding Warrants, there are no other outstanding convertible securities, options, or warrants in issue which confer any right to subscribe for, convertible or exchangeable into Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

Odd Lot Arrangements and Fractional Consolidated Shares

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

In order to facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed GF Securities (Hong Kong) Brokerage Limited to provide a matching service, on a “best effort” basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Holders of odd lots of the Consolidated Shares who wish to take advantage of this trading facility should contact Mr. Yeung Wing Hong, Liky of GF Securities (Hong Kong) Brokerage Limited at Suites 2301–2305, 23/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong (Tel: (852) 3719-1204) either directly or through their licensed securities dealers during the period from 9 August 2012 to 29 August 2012. Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is on a best effect basis and successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

Subject to the Share Consolidation becoming effective, the trading arrangements for dealings in Consolidated Shares are set out as follows:

- (i) with effect from 9:00 a.m. on 26 July 2012, the original counter for trading in Shares in board lots of 10,000 Shares will close temporarily. A temporary counter for trading in Consolidated Shares in the form of existing share certificates in board lots of 5,000 Consolidated Shares will be established, and every two (2) Shares in the form of existing share certificates will be deemed to represent one (1) Consolidated Share. Only existing share certificates for Shares (blue in colour) can be traded at this temporary counter;
- (ii) with effect from 9:00 a.m. on 9 August 2012, the original counter will reopen for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares. Only new share certificates for the Consolidated Shares (purple in colour) can be traded at this counter;
- (iii) with effect from 9:00 a.m. on 9 August 2012 to 4:00 p.m. on 29 August 2012 (both days inclusive), there will be parallel trading at the counters mentioned in (i) and (ii) above; and
- (iv) the temporary counter for trading in Consolidated Shares in the form of the existing share certificates (blue in colour) in board lots of 5,000 Consolidated Shares will be removed after the close of trading on 29 August 2012. Thereafter, trading will only be in Consolidated Shares in the form of new share certificates (purple in colour) in board lots of 10,000 Consolidated Shares and the existing share certificates (blue in colour) for Shares will cease to be acceptable for trading and settlement purposes.

LETTER FROM THE BOARD

Exchange of Share Certificates

Should the Share Consolidation become effective, Shareholders may, during the period from 26 July 2012 to 31 August 2012 (both days inclusive) during the business hours, submit existing certificates for the Shares in blue colour to the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for exchange, at the expense of the Company, for new share certificates in purple colour for the Consolidated Shares. It is expected that the new certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar of the Company for exchange. Thereafter, certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued for Consolidated Shares. Existing certificates for the Shares will cease to be good for delivery but will continue to be good evidence of legal title and may be exchanged for certificates for the Consolidated Shares at any time at the expense of the Shareholders.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Stock Exchange has amended the Listing Rules in relation to, among other things, the memorandum and articles of association or equivalent constitutional documents of listed issuers and the said amendments came into effect on 1 January 2012 and 1 April 2012. Pursuant to Rule 13.90 of the Listing Rules, an issuer must publish on its own website and on the Stock Exchange's website, an up-to-date consolidated version of its memorandum and articles of association or equivalent constitutional document. Accordingly, the Directors propose to make certain amendments to the Memorandum and Articles of Association as detailed hereinbelow in order to reflect the Company's updated capital structure following the Share Consolidation.

The Directors propose to seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Memorandum and Articles of Association at the EGM.

The Company's legal advisers have confirmed that the proposed amendments to the Memorandum and Articles of Association are in compliance with the requirements of the Listing Rules. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed in Hong Kong.

Pursuant to Article 168 of the existing Articles of Association, the proposed amendments to the Memorandum and Articles of Association set out in the notice of the EGM will be subject to the approval by the Shareholders in form of a special resolution.

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The existing Memorandum of Association shall be amended by (i) deleting the amount of "30,000,000,000" immediately after the words "divided into" in the first line of clause 8 of the Memorandum of Association and substituting therefor the amount of "15,000,000,000"; and (ii) deleting the amount of "HK\$0.1" immediately after the words "ordinary shares of a nominal or par value of" in the second line of clause 8 of the Memorandum of Association and substituting therefor the amount of "HK\$0.2".

LETTER FROM THE BOARD

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The existing Articles of Association shall be amended by deleting the amount of “HK\$0.1” immediately after the words “ordinary shares of a par value of” in the definition of “Ordinary Shares” in Article 2(1) of the Articles of Association and substituting therefor the amount of “HK\$0.2”.

EGM

The notice of EGM to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 July 2012 at 10:00 a.m. is set out on pages 13 to 14 of this circular.

The EGM is convened to be held on 25 July 2012 for the purpose of considering and, if thought fit, approving the ordinary resolution in respect of the proposed Share Consolidation and approving the special resolution in respect of the proposed amendments to the Memorandum and Articles of Association. To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the proposed resolutions at the EGM. There is a form of proxy for use at the EGM accompanying this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) should you wish to do so and in such event, the proxy shall be deemed to be revoked.

The resolutions proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company following the conclusion of the EGM to inform you of its results.

INFORMATION OF THE COMPANY

The Company is incorporated in the Cayman Islands with limited liability and, through its subsidiaries, is principally engaged in media business, properties investment through jointly controlled entities, and the provision of high-end recreational and tourism services.

RECOMMENDATION

The Directors (including all the independent non-executive Directors) are of the view that all proposed Share Consolidation and the proposed amendments to the Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all proposed resolutions as set out in the notice of EGM.

LETTER FROM THE BOARD

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

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

Hong Kong, 21 June 2012

NOTICE OF EXTRAORDINARY GENERAL MEETING

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C O R P O R A T I O N L I M I T E D

華 億 傳 媒 有 限 公 司

Media China Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Media China Corporation Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 July 2012 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution A which will be proposed as an ordinary resolution and the following resolution B which will be proposed as a special resolution:

ORDINARY RESOLUTION

- A. “**THAT** conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) and the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the share consolidation, if necessary:
- (a) every two (2) issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.20 (“**Consolidated Share**”) and such consolidation shall take effect on the next Business Day immediately following the date on which this resolution is passed,
 - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;
 - (c) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the existing ordinary shares of the Company but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
 - (d) any two directors or any director and the company secretary of the Company be and are generally authorized to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the arrangements set out in this resolution.

In this resolution, the term “**Business Day**” shall mean a day on which the Stock Exchange is open for the business of dealing in securities and there is no suspension in trading in the shares of the Company on that day.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

- B. “**THAT** the existing memorandum of association (“**Memorandum**”) and articles of association (“**Articles**”) of the Company be amended in the following manner:

(a) Memorandum

(i) By deleting the amount of “30,000,000,000” immediately after the words “divided into” in the first line of clause 8 of the Memorandum and substituting therefor the amount of “15,000,000,000”; and (ii) by deleting the amount of “HK\$0.1” immediately after the words “ordinary shares of a nominal or par value of” in the second line of clause 8 of the Memorandum and substituting therefor the amount of “HK\$0.2”.

(b) Articles

By deleting the amount of “HK\$0.1” immediately after the words “ordinary shares of a par value of” in the definition of “Ordinary Shares” in Article 2(1) of the Articles and substituting therefor the amount of “HK\$0.2”.

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

Hong Kong, 21 June 2012

As at the date of this notice, the Board comprises Mr. YUEN Hoi Po (Chairman and Executive Director), Mr. Hugo SHONG (Vice Chairman and Non-executive Director), Mr. ZHANG Changsheng (Executive Director), Mr. Edward TIAN Suning (Non-executive Director), Professor WEI Xin, Dr. WONG Yau Kar David JP, Mr. YUEN Kin and Mr. CHU Yuguo (each an Independent Non-executive Director).

Notes:

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