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MEDIA CHINA CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Thursday, 23 August 2012 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **"THAT** conditional upon passing of resolution 2 below:

- (a) the sale and purchase agreement dated 25 May 2012 as amended by the supplemental agreement dated 6 August 2012 (the "Acquisition Agreement", a copy of which has been produced to the meeting and marked "A" and initialed by the Chairman of this meeting for the purpose of identification) and entered into between Unique Talent Group Limited, a wholly owned subsidiary of the Company, as purchaser, Smart Concept Enterprise Limited as vendor in relation to the acquisition of the entire issued share capital of Yuan Shun Investments Limited, details of which are set out in the circular of the Company dated 8 August 2012, at a consideration of HK\$900 million (the "Consideration") to be satisfied by cash, the issue of Promissory Note (as defined hereafter), and the issue of Convertible Note (as defined hereafter), and the transactions contemplated thereunder, be and is hereby confirmed, approved and ratified;
- (b) the issue of promissory note (the "Promissory Note") in the principal amount of HK\$150 million to the Vendor in accordance with the Acquisition Agreement in partial satisfaction of the Consideration be and is hereby approved;

- (c) the issue by the Company of zero coupon convertible note (the “Convertible Note”) in the principal amount of RMB569 million (equivalent to approximately HK\$700 million) to the Vendor in accordance with the Acquisition Agreement in partial satisfaction of the Consideration be and is hereby approved;
- (d) the allotment and issue by the Company of the conversion shares (the “Conversion Shares”) from time to time upon the exercise of the conversion rights under the Convertible Note be and are hereby approved; and
- (e) that any director of the Company be and is hereby authorized to do such acts and things, to sign and execute all such further documents and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement or any transactions contemplated under the Acquisition Agreement including but without limitation, the issue of the Convertible Note and the allotment and issue of the Conversion Shares from time to time upon exercise of the conversion rights under the Convertible Note.”

2. **“THAT** conditional upon passing of resolution 1 above:

subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the Conversion Shares be issued and allotted by way of specific mandate in accordance with the terms of the Acquisition Agreement and THAT any two directors of the Company or any director and the company secretary where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above specific mandate.”

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

Hong Kong, 8 August 2012

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Notes:

1. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Articles of Association of the Company be deemed joint holders thereof.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a 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, shall be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting.
5. All voting by the members at the Meeting shall be conducted by way of poll.

As at the date of this announcement, 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 and Mr. YUEN Kin and Mr. CHU Yuguo (each an Independent Non-executive Director).