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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

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

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MEDIA CHINA CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at Qi Room, 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 30 November 2012 at 10:00 a.m. is set out on pages 5 and 6 of this circular. Whether or not you intend to attend the EGM in person, 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 26/F., 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 appointed time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

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LETTER FROM THE BOARD

mediachina

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

7 November 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide holders of the ordinary share(s) of HK\$0.2 each (the “**Shareholder(s)**”) of Media China Corporation Limited (the “**Company**”) with information concerning the resolutions to be proposed at the extraordinary general meeting of the Company to be held and convened on 30 November 2012 (the “**EGM**”), for approving the proposed change of name of the Company, and the proposed amendments to the existing memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”).

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Company proposes to change the English name of the Company from “Media China Corporation Limited” to “China Jiu hao Group Limited” and to adopt the dual foreign name “中國9號集團有限公司” as its Chinese name in replacement of “華億傳媒有限公司” to reflect the principal activities of the Company and its subsidiaries (the “**Group**”).

On 28 July 2011, the Group has completed the acquisition of the operation of “Bayhood No. 9 Club”, a membership-based luxury club comprising a 18-hole golf course, a PGA-branded golf academy, practice bays and VIP rooms, theme dining rooms, spa facilities and retail facilities with a prime location close to the city hub of Beijing, the PRC. During the first half of 2012, “Bayhood No. 9 Club” operation has generated approximately 75% of the Group’s sales revenue during the period, surpassing the sales revenue from the media segment.

The Group has also completed the acquisition of the development and operating rights of a 580-acre land plot adjacent to “Bayhood No. 9 Club” on 22 October 2012. The Group plans to develop the land as an extension of “Bayhood No. 9 Club”, comprising low-density deluxe hotel villas and conferencing facilities for short to medium lease term purpose.

Taking into account of the above, the board of directors of the Company (the “**Board**”) considers that the proposed change of name of the Company will recast the Company with a new corporate image in line with the Company’s shift in business focus from media business to the provision of green, recreational, healthy and health preserving services under the brand name of “Jiu hao”.

The proposed change of name of the Company is subject to (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the approval of the Registrar of Companies in the Cayman Islands.

The proposed change of name of the Company will not affect any rights of the Shareholders. After the change of name, all existing share certificates will continue to be evidence of title and will be valid for trading, settlement and delivery for the same number of ordinary share(s) of HK\$0.20 each in the share capital of the Company (the “**Shares**”) in the new name of the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Further announcement will be made by the Company to inform the Shareholders of the results of the EGM, the effective dates of the change of name of the Company and the new stock short name of the Company under which Shares will be traded on the Stock Exchange in due course.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The directors of the Company (the “**Directors**”) propose to make certain amendments to the Memorandum and Articles of Association as detailed hereinbelow in order to reflect the change of name of the Company and 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.

LETTER FROM THE BOARD

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 Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Cayman Islands laws. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for companies listed in Hong Kong.

In accordance with the requirement of Article 168 of the existing articles of association of the Company (the "**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 of the Company (the "**Memorandum of Association**") shall be amended by deleting the name "Media China Corporation Limited 華億傳媒有限公司" in the heading on page 1 of the Memorandum of Association and in clause 1 of the Memorandum of Association and substituting therefor "China Jiu hao Group Limited 中國9號集團有限公司".

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association shall be amended by deleting the name "Media China Corporation Limited 華億傳媒有限公司" on the cover page of the Articles of Association and in the definition of "Company" in Article 2(1) of the Articles of Association and substituting therefor "China Jiu hao Group Limited 中國9號集團有限公司".

EGM

The notice of EGM to be held at Qi Room, 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 30 November 2012 at 10:00 a.m. is set out on pages 5 and 6 of this circular.

The EGM is convened to be held on 30 November 2012 for the purpose of considering and, if thought fit, approving the special resolution to change the name of the Company 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all proposed resolutions for approving the proposed change of name of the Company 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.

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 or this circular misleading.

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

Hong Kong, 7 November 2012

NOTICE OF EXTRAORDINARY GENERAL MEETING

mediachina
CORPORATION LIMITED
華 億 傳 媒 有 限 公 司

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 (the “EGM”) of Media China Corporation Limited (the “**Company**”) will be held at Qi Room, 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 30 November 2012 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions which will be proposed as special resolutions:

SPECIAL RESOLUTIONS

- A. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Media China Corporation Limited” to “China Jiu hao Group Limited” and that “中國9號集團有限公司” be adopted as the dual foreign name of the Company to replace “華億傳媒有限公司”, and that the directors and/or the company secretary of the Company be and are hereby authorised to take such actions and to sign and execute such documents as they may consider necessary or expedient to give effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”
- B. “**THAT** the existing memorandum of association (“**Memorandum of Association**”) and articles of association (“**Articles of Association**”) of the Company be amended in the following manner:

(a) Memorandum of Association

by deleting the name “Media China Corporation Limited 華億傳媒有限公司” in the heading on page 1 of the Memorandum of Association and in clause 1 of the Memorandum of Association and substituting therefor “China Jiu hao Group Limited 中國9號集團有限公司”.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(b) Articles of Association

by deleting the name “Media China Corporation Limited 華億傳媒有限公司” on the cover page of the Articles of Association and in the definition of “Company” in Article 2(1) of the Articles of Association and substituting therefor “China Jiu hao Group Limited 中國9號集團有限公司”.

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

Hong Kong, 7 November 2012

As at the date of this circular, 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 or more proxies to attend and vote instead of him/her. A proxy need 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 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 26/F., 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 so desires. If a member attends the meeting after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.