

NOTICE TO ALL SHAREHOLDERS OF GEMS TV HOLDINGS LIMITED

from

MOUNTING HOLDINGS LIMITED

(Incorporated in the British Virgin Islands)

(Company Registration Number 1025187)

Unless otherwise defined, capitalised terms used in this Notice shall bear the same meaning as set out in the Exit Offer Letter. Nothing in this Notice is intended to be, or shall be taken as, advice, recommendation or solicitation to Shareholders or any other party.

CLOSING DATE: 8 AUGUST 2014

As the Exit Offer has been become unconditional in all respects, please be reminded that the Exit Offer closes at **5:30 p.m. on 8 August 2014** ("Closing Date") and **will not be extended**. Therefore, the Exit Offer closes in **7 days**.

IMPORTANT REMINDER:

Following the Delisting, Shareholders who do not accept the Exit Offer will continue to hold Shares in the Company, which will then be an unlisted company incorporated and based in the Cayman Islands. Such Shareholders will also likely find it difficult to sell their Shares in the absence of a public market for the Shares, as there is no arrangement for such Shareholders to exit and will likely receive a lower price as compared with the Offer Price or the market prices of the shares of comparable listed companies.

Shareholders who continue to hold the unlisted shares following the Delisting should note that (save as provided for in its Articles of Association) the Company being an exempted company under the Companies Law (Revised) of the Cayman Islands is not required by law to hold an AGM, prepare, make available or file its financial statements or appoint auditors.

Asian Corporate Advisors Pte. Ltd., the Independent Financial Adviser to the Non-Interested Directors, in relation to the Exit Offer has advised that in the absence of an alternative offer, the financial terms of the Exit Offer is, on balance, reasonable and not prejudicial to the interests of the Shareholders and that the Non-Interested Directors should recommend that the Shareholders **ACCEPT** the Exit Offer. The Company's Non-Interested Directors concur with the advice of the IFA and recommend that Shareholders **ACCEPT** the Exit Offer.

PROCEDURES FOR ACCEPTANCE

The Exit Offer Letter and the relevant Acceptance Form have been despatched to Shareholders. Shareholders who wish to accept the Exit Offer but have not done so should locate, complete, sign and deliver the relevant Acceptance Form and all other relevant documents as soon as possible so as to reach the Offeror no later than 5.30 p.m. on the Closing Date.

Shareholders who have not received or who have misplaced the Exit Offer Letter and/or the relevant Acceptance Form should obtain a copy immediately at the addresses set out below:

(For Depositors)

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

(For Scrip-based Shareholders)

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

ENQUIRIES

Any enquiries relating to this Notice or the Offer should be directed during office hours to:

General Enquiries

The Central Depository (Pte) Limited
Tel: (65) 6535 7511
Email: asksgx@sgx.com

General Enquiries

Boardroom Corporate & Advisory Services Pte. Ltd.
Tel: (65) 6536 5355
Email: marketing.sg@boardroomlimited.com

IMPORTANT NOTICE

The information contained in this Notice is qualified by, and should be read in conjunction with the full information contained in the rest of the Exit Offer Letter. Unless otherwise defined, capitalised terms used in this Notice shall bear the same meaning as set out in the Exit Offer Letter. Nothing in this Notice is intended to be, or shall be taken as, advice, recommendation or solicitation to Shareholders or any other party.

Shareholders should read the Exit Offer Letter and carefully consider the information and advice contained in the Exit Offer Letter and in particular, the advice of the Non-Interested Directors and the IFA on the Exit Offer.

RESPONSIBILITY STATEMENT

The Offeror Director and Mr Jason Choo accept full responsibility for the accuracy of the information given in this Notice and confirms that to the best of their knowledge and belief, this Notice constitutes fair and accurate disclosure of all material facts about the Exit Offer, and the Offeror Director and Mr Jason Choo are not aware of any facts, the omission of which would make any statement in this Notice misleading. The Offeror Director and Mr Jason Choo accept responsibility accordingly.

Where any information in this Notice has been extracted from published or publicly available sources, the sole responsibility of the Offeror Director and Mr Jason Choo have been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Notice.