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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of ChinaVision Media Group Limited (the “Company”) will be held on Monday, 16 June 2014 at 11:00 a.m. at Salon 6 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the subscription agreement (the “Subscription Agreement”) dated 8 March 2014 entered into between the Company and Alibaba Investment Limited in relation to the subscription of 12,488,058,846 new shares of the Company (the “Subscription Shares”) at the subscription price of HK\$0.50 each (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purpose), the deed of novation dated 20 May 2014 entered into between the Company, Alibaba Investment Limited, and Ali CV Investment Holding Limited (the “Subscriber”) (the “Deed of Novation (Subscription Agreement)”) in relation to, among other things, the novation of Alibaba Investment Limited’s rights and obligations under the Subscription Agreement to the Subscriber (a copy of the Deed of Novation (Subscription Agreement) is tabled at the meeting and marked “B” by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Subscription Shares, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement be and is hereby approved;

\* For identification purpose only

- (c) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Subscription Shares and the amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any director(s) of the Company may think fit.”
2. **“THAT**, subject to the passing of the resolution set out as Resolution No.1 in the notice convening the meeting, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the Subscriber, Alibaba Group Holding Limited and parties acting in concert with any of them to make a general offer to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by the Subscriber, Alibaba Group Holding Limited and parties acting in concert with any of them, as a result of the allotment and issue of the Subscription Shares to the Subscriber be and is hereby approved.”
3. **“THAT**, the authorised share capital of the Company be increased from HK\$2,500,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.25 each (“Shares”) to HK\$7,500,000,000 divided into 30,000,000,000 Shares by the creation of an additional 20,000,000,000 new Shares (the “Increase of Authorised Share Capital”); any directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the Increase of Authorised Share Capital.”
4. **“THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, the appointment of Mr SHAO Xiaofeng as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
5. **“THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, the appointment of Ms ZHANG Wei as an executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
6. **“THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, the appointment of Mr LIU Chunming as a non-executive director of the Company with effect from completion of the Subscription be and is hereby approved.”

7. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, the appointment of Mr LI Lianjie as an independent non-executive director of the Company with effect from completion of the Subscription be and is hereby approved.”
8. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1, no. 2 and no. 3, the board of directors of the Company (the “Board”) be and is hereby authorised from time to time and at any time to appoint any person as a director of the Company as an addition to the existing Board provided that the total number of directors of the Company shall not exceed seven (or such other maximum number determined from time to time by the members of the Company in general meeting).”

### **SPECIAL RESOLUTION**

9. “**THAT**, subject to and conditional upon (i) the passing of all of the ordinary resolutions of the Company set out in this notice of the SGM of which this resolution forms part; (ii) the completion of the Subscription; and (iii) the approval of the Registrar of Companies in Bermuda being obtained in respect of the proposed change of name of the Company as set out in paragraph (a) below:
  - (a) the English name of the Company be and is hereby changed from “ChinaVision Media Group Limited” to “Alibaba Pictures Group Limited”, and the Chinese name of “阿里巴巴影業集團有限公司” be adopted as the secondary name of the Company to replace the existing Chinese name “文化中國傳播集團有限公司” which was adopted for identification purpose only, and that such documents in connection with the change of name of the Company be filed and registered with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance and the Registrar of Companies in Bermuda pursuant to the Companies Act 1981 of Bermuda (as amended and supplemented from time to time); and
  - (b) any directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the change of name of the Company.”

By Order of the Board  
**ChinaVision Media Group Limited**  
**Dong Ping**  
*Chairman*

Hong Kong, 23 May 2014

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

33rd Floor  
Far East Finance Centre  
16 Harcourt Road  
Admiralty, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof, should he/she/it so wish.
- (3) To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint holder are present at the meeting personally or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the Board comprises Mr. Dong Ping (Chairman), Mr. Ng Qing Hai and Mr. Zhao Chao, being the Executive Directors; Mr. Kong Muk Yin, being the Non-Executive Director; and Mr. Chen Ching, Mr. Jin Hui Zhi and Mr. Li Chak Hung, being the Independent Non-Executive Directors.*