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**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 16 JUNE 2014
AND
GRANT OF THE WHITEWASH WAIVER**

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The board of directors (the “Board”) of ChinaVision Media Group Limited (the “Company”) is pleased to announce that, on 16 June 2014, the Company held the special general meeting (the “SGM”) at which, save for ordinary resolution no. 5 which had been withdrawn and was not applicable, all resolutions (the “Resolutions”) set out in the notice of the SGM dated 23 May 2014 (the “Notice”) were duly passed by way of poll.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter issued by the Securities and Futures Commission (the “SFC”) on 13 June 2014, the Executive waives the obligation of the Subscriber to make a general offer for the Shares, subject to fulfilment of certain conditions.

Reference is made to the Notice and the circular of the Company dated 23 May 2014 (the “Circular”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the Resolutions, save for ordinary resolution no. 5 which had been withdrawn and was not applicable, were duly passed by the Shareholders (or, in the case of ordinary resolution no. 2, by the Independent Shareholders) by way of poll at the SGM held on 16 June 2014. Details of the poll results in respect of the Resolutions were as follows:

* For identification purpose only

Ordinary resolutions		Number of Shares voted (%)	
		For	Against
1.	To approve the Subscription as set out in ordinary resolution no. 1 of the Notice	3,216,885,789 (99.72%)	9,133,611 (0.28%)
2.	To approve the Whitewash Waiver as set out in ordinary resolution no. 2 of the Notice by vote of the Independent Shareholders	971,615,269 (99.07%)	9,133,611 (0.93%)
3.	To approve the Increase of Authorised Share Capital as set out in ordinary resolution no. 3 of the Notice	3,216,885,789 (99.72%)	9,133,611 (0.28%)
4.	To approve the appointment of Mr SHAO Xiaofeng as an executive Director as set out in ordinary resolution no. 4 of the Notice	3,226,019,400 (100%)	0 (0%)
5.	To approve the appointment of Ms ZHANG Wei as an executive Director as set out in ordinary resolution no. 5 of the Notice	This resolution had been withdrawn as set out in the announcement of the Company dated 13 June 2014	
6.	To approve the appointment of Mr LIU Chunning as a non-executive Director as set out in ordinary resolution no. 6 of the Notice	3,226,019,400 (100%)	0 (0%)
7.	To approve the appointment of Mr LI Lianjie as an independent non-executive Director as set out in ordinary resolution no. 7 of the Notice	3,226,019,400 (100%)	0 (0%)
8.	To authorise the Board to appoint any person as a Director as an addition to the existing Board as set out in ordinary resolution no. 8 of the Notice	3,223,019,400 (99.91%)	3,000,000 (0.09%)
Special resolution		Number of Shares voted (%)	
		For	Against
9.	To approve the Change of Company Name as set out in special resolution no. 9 of the Notice	3,226,019,400 (100%)	0 (0%)

Notes:

1. The total number of issued share capital of the Company increased from 8,385,372,564 Shares as at the Latest Practicable Date to 8,462,972,564 Shares as at the date of the SGM and of this announcement as a result of the exercise of (i) share options by certain option holders (including Mr Kong Muk Yin, a non-executive Director, and Mr Chen Ching and Mr Li Chak Hung, independent non-executive Directors) for an aggregate of 47,600,000 Shares; and (ii) the conversion rights attached to the Convertible Note in full for 30,000,000 Shares subsequent to the Latest Practicable Date. As at the date of this announcement, Mr Kong Muk Yin, Mr Chen Ching and Mr Li Chak Hung have exercised their respective outstanding share options in full. Please refer to the paragraph headed “Effect on Shareholding Structure” in this announcement for details relating to the shareholding structure of the Company as at the date of this announcement.
2. As set out in the Circular, Mr Dong Ping and Mr Zhao Chao, who are considered as parties acting in concert with the Subscriber for the purposes of the Takeovers Code and interested in an aggregate of 2,247,470,520 Shares, representing approximately 26.56% of the total issued share capital of the Company as at the date of the SGM, were required to abstain and had abstained from voting on the ordinary resolution to approve the Whitewash Waiver, i.e. the ordinary resolution no. 2. Mr Kong Muk Yin, a non-executive Director, had stated his intention in the Circular that he did not intend to vote at the SGM in respect of the resolutions approving the Subscription and the Whitewash Waiver and he did not vote on any of the Resolutions at the SGM. No Shareholder was required under the Listing Rules to abstain from voting in respect of the Resolutions at the SGM.

The total number of Shares held by Independent Shareholders who were entitled to attend and vote on the resolution to approve the Whitewash Waiver at the SGM was 6,215,502,044 Shares and saved as disclosed in the foregoing all Shareholders were entitled to attend and vote on the Resolutions at the SGM. There was no Share entitling the holder to attend and abstain from voting in favour of the Resolutions at the SGM.

3. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the SGM.
4. The full text of the Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions (save for ordinary resolution no. 5), all the relevant ordinary resolutions were duly passed at the SGM; and as more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed at the SGM.

EFFECT ON SHAREHOLDING STRUCTURE

Set out below for illustrative purposes are the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after the completion of the Subscription; and (iii) immediately after the completion of the Subscription and full exercise of the subscription rights attaching to the outstanding share options, assuming that there is no other change in the issued share capital of the Company:

	As at the date of this announcement		Immediately after completion of the Subscription		Immediately after completion of the Subscription and the exercise in full of the outstanding share options	
	Number of Shares	Approximately %	Number of Shares	Approximately %	Number of Shares	Approximately %
The Subscriber and parties acting in concert with it						
The Subscriber	–	–	12,488,058,846	59.61%	12,488,058,846	59.32%
Mr Dong Ping (<i>Note 1</i>)	1,916,182,500	22.64%	1,916,182,500	9.15%	1,930,282,500	9.17%
Mr Zhao Chao (<i>Note 1</i>)	331,288,020	3.92%	331,288,020	1.58%	340,198,020	1.62%
Subtotal	2,247,470,520	26.56%	14,735,529,366	70.34%	14,758,539,366	70.11%
Directors						
Mr Kong Muk Yin (<i>Note 1</i>)	3,500,000	0.04%	3,500,000	0.02%	3,500,000	0.02%
Mr Chen Ching (<i>Note 1</i>)	1,050,000	0.01%	1,050,000	0.00%	1,050,000	0.00%
Mr Li Chak Hung (<i>Note 1</i>)	1,050,000	0.01%	1,050,000	0.00%	1,050,000	0.00%
Mr Jin Hui Zhi (<i>Note 1</i>)	–	–	–	–	1,050,000	0.00%
Subtotal	5,600,000	0.06%	5,600,000	0.02%	6,650,000	0.02%
Public Shareholders						
Relevant members of the Subscriber's Financial Adviser's group (<i>Note 2</i>)	34,000	0.00%	34,000	0.00%	34,000	0.00%
Other public Shareholders	6,209,868,044	73.38%	6,209,868,044	29.64%	6,286,118,044	29.87%
Subtotal	6,209,902,044	73.38%	6,209,902,044	29.64%	6,286,152,044	29.87%
Total	8,462,972,564	100.00%	20,951,031,410	100.00%	21,051,341,410	100.00%

Notes:

- Mr Dong Ping and Mr Zhao Chao are executive Directors, Mr Kong Muk Yin is a non-executive Director, and Mr Chen Ching, Mr Li Chak Hung and Mr Jin Hui Zhi are independent non-executive Directors.
- These Shares are held by Goldman Sachs & Co. (as to 4,000 Shares) and Goldman Sachs International (as to 30,000 Shares). Both of these entities have an exempt principal trader status under the Takeovers Code.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter issued by the SFC on 13 June 2014, the Executive waives the obligation of the Subscriber to make a general offer for the Shares, subject to (i) the issue of the Subscription Shares being approved by the Independent Shareholders at the SGM to be taken by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the announcement of the Company in relation to the Subscription and the Completion.

Shareholders and potential investors of the Company should note that Completion is still subject to the fulfilment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Conditions of the Subscription” in the Circular. A further announcement will be made by the Company in respect of the Completion as and when appropriate.

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

Hong Kong, 16 June 2014

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.