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CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(Stock code: 550)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of Cinderella Media Group Limited (the "Company") will be held at 26th Floor, 625 King's Road, North Point, Hong Kong on Friday, 25 April 2014 at 11:00 a.m. for the following purposes:-

Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2013;
2. To approve the declaration of a final dividend for the year ended 31 December 2013 of HK20 cents per ordinary share of the Company to be paid out of the retained earnings account to the shareholders of the Company whose names appear on the register of members of the Company on 2 May 2014, Friday;

To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

3. **"THAT** conditional upon the fulfilment of all conditions precedent of the Distribution in Specie (the details of which are disclosed in the Company's circular dated 19 March 2014 (the "Circular")):
 - (A) the distribution in specie ("Distribution in Specie") of such number of shares in the capital of 1010 Printing Group Limited ("1010 Printing") (i) directly held by the Company as at the date on which the Distribution in Specie was recommended by the board of directors of the Company (the "Directors") (being 26 February 2014) and; (ii) entitled to be received by the Company from Recruit (BVI) Limited pursuant to the Subsidiary Distribution (as defined in the Circular), to the Qualifying Shareholders (as defined in the Circular) whose names appear on the register of members of the Company on the Record Date on a pro rata basis based on the calculation of 139 shares in 1010 Printing for every 100 shares in the capital of the Company held by a Qualifying Shareholder, rounded down to the nearest whole number of shares in 1010 Printing where such calculation results in fractional shares in 1010 Printing to be distributed, subject to such exclusions or other arrangements as the Directors may deem necessary, desirable or expedient in relation to fractional entitlements and all the transactions contemplated by the Distribution in Specie, including where applicable, any distribution out of the contributed surplus account of the Company, be and are hereby approved; and
 - (B) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other documents (if any) and to take all such steps as

the Directors deem necessary, desirable or expedient to implement and/or give effect to the Distribution in Specie, including but not limited to, the determination of the exact amount to be distributed out of the retained earnings account and the contributed surplus account of the Company under this resolution, the determination of the mechanism and manner of the transfer or distribution of shares in 1010 Printing, fixing, re-fixing or making any variations to the Record Date (as defined in the Circular) and any other aspects of the Distribution in Specie and the execution, amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company."

4. (A) (i) To re-elect Ms. Lam Mei Lan as executive director;
(ii) To re-elect Mr. Wan Siu Kau as non-executive director;
(iii) To re-elect Mr. Lee Ching Ming, Adrian as non-executive director; and
(B) To authorise the board of Directors to fix their remuneration for the year ending 31 December 2014;
5. To re-appoint BDO Limited as the Company's auditor and authorise the Directors to fix their remuneration;

Special Business

To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:-

6. "THAT:-

- (A) subject to paragraph (C) below, pursuant to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with unissued shares (the "Shares") in the capital of the Company or securities convertible into Shares and to make or grant offers, agreement and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution, and the said approval shall be limited accordingly; and
- (D) for the purpose of this resolution:

"Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda ("Companies Act") or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. **“THAT:-**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (C) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

8. **“THAT** conditional upon the resolutions set out in items 6 and 7 in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue Shares pursuant to the resolution set out in item 6 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in item 7 in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

Special Resolution

To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution:-

9. "THAT subject to compliance with section 46(2) of the Companies Act and fulfilment of all other conditions precedent of the Capital Reduction (the details of which are disclosed in the Company's circular dated 19 March 2014), with effect from the business day next following the date on which this resolution is passed (the "Effective Date"):

(A) the entire sum standing to the credit of the share premium account of the Company as of the Effective Date be cancelled and the credits arising from the cancellation of the above sum be transferred to the contributed surplus account of the Company and the contributed surplus of the Company be applied for such purposes as permitted under the bye-laws of the Company and all applicable laws, including but not limited to, making payment of final dividend and Distribution in Specie as contemplated under ordinary resolutions numbered 2 and 3 set out in this notice, on and subject to the terms prescribed in those resolutions;

(B) the Directors be and are hereby authorised generally to carry out all acts and things which they may deem necessary, desirable or expedient to give effect to or to implement this resolution."

10. To transact any other business of the Company.

By Order of the Board
Cinderella Media Group Limited
Lam Mei Lan
Executive Director

Hong Kong, 19 March 2014

Principal Office:
26th Floor, 625 King's Road
North Point,
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Notes:

1. The register of members of the Company will be closed on 2 May 2014, Friday for the purpose of determining the entitlements of the Shareholders to the proposed final dividend and 1010 Printing Shares under the Distribution in Specie. No transfer of the Shares may be registered on the book closure date. In order to qualify for the proposed final dividend and the Distribution in Specie, all transfers accompanied by the relevant Share certificates must be lodged with the Hong Kong branch registrars of the Company by not later than 4:30 p.m. on 28 April 2014.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead and any member who is the holder of 2 or more shares in the Company is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

3. To be valid, a form of 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 must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment of such meeting. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.
4. As at the date of this notice, the Board comprises Lau Chuk Kin and Lam Mei Lan as executive Directors, Wan Siu Kau, Lee Ching Ming, Adrian and Peter Stavros Patapios Christofis as non-executive Directors and Ling Lee Ching Man, Eleanor, Cheng Ping Kuen, Franco and Ho David as independent non-executive Directors.

** For identification only*