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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Cinderella Media Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED DISTRIBUTION IN SPECIE OF SHARES IN 1010 PRINTING;  
(2) REDUCTION OF SHARE PREMIUM;  
(3) GENERAL MANDATES TO ISSUE SHARES;  
(4) REPURCHASE SHARES; AND  
(5) RE-ELECTION OF RETIRING DIRECTORS**

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A notice dated 19 March 2014 convening the annual general meeting of Cinderella Media Group Limited to be held at 26th Floor, 625 King's Road, North Point, Hong Kong, on Friday, 25 April 2014 at 11:00 a.m. is set out on pages 23 to 27 of this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed on the form and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.

19 March 2014

*\*For identification only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“1010 Printing”	1010 Printing Group Limited (Stock code: 1127), an indirect non-wholly owned subsidiary of the Company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange
“1010 Printing Group”	1010 Printing and its subsidiaries
“1010 Printing Share(s)”	ordinary shares of HK\$0.01 each in the share capital of 1010 Printing, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of 1010 Printing, the shares forming part of the ordinary equity share capital of 1010 Printing or such nominal amount as shall result from any such sub-division reduction, consideration, reclassification or reconstruction
“AGM”	the annual general meeting of the Company to be held at 26th Floor, 625 King’s Road, North Point, Hong Kong on 25 April 2014, Friday at 11:00 a.m.
“AGM Notice”	the notice dated 19 March 2014 convening the AGM as set out on pages 23 to 27 of this circular
“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the Board of Directors
“business day”	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours, excluding a Saturday, Sunday, public holiday and a day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 09:00 and 17:00 on weekdays
“Bye-laws”	the Bye-laws of the Company
“Capital Reduction”	(i) the cancellation of the entire sum standing to the credit of the Company's share premium account and (ii) the transfer of the credits arising from the cancellation of the share premium account of the Company to the contributed surplus account of the Company
“Company”	Cinderella Media Group Limited, a company continued in Bermuda with limited liability and whose Shares are listed on the Stock Exchange
“Companies Act”	The Companies Act 1981 of Bermuda (as amended from time to time)
“Director(s)”	Director(s) of the Company
“Distribution in Specie”	the distribution in specie of the 1010 Printing Shares directly held by the Company as at the Proposal Date and entitled to be received by the Company from Recruit BVI pursuant to the Subsidiary Distribution to the Qualifying Shareholders
“Distribution Completion”	the names and particulars of all Qualifying Shareholders being entered on the register of members of 1010 Printing as a result of the Distribution in Specie

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## DEFINITIONS

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“Distribution 1010 Share(s)”	the 1010 Printing Share(s) being subject to Distribution in Specie
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Committee”	The Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making relevant enquiries, consider necessary or expedient to be excluded from the Distribution in Specie on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	holder(s) of Shares whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong
“Proposal Date”	the date on which the Distribution in Specie was proposed by the Board, i.e. 26 February 2014
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	2 May 2014, the record date for ascertaining entitlements to the final dividend and Distribution in Specie to be made by the Company
“Recruit BVI”	Recruit (BVI) Limited, a company incorporated in the British Virgin Islands and a direct wholly owned subsidiary of the Company
“Resolution(s)”	the proposed resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period as set out in Resolution No. 6 not exceeding 20% of the aggregate nominal amount of issued share capital of the Company as at the date of passing Resolution No. 6

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## DEFINITIONS

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“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period as set out in Resolution No. 7 not exceeding 10% of the aggregate nominal amount issued share capital of the Company as at the date of passing Resolution No. 7
“Shareholder(s)”	Shareholder(s) of the Company
“subsidiary”	any entity within the meaning of the term "subsidiary" as defined in the Listing Rules and the term "subsidiaries" shall be constructed accordingly
“Subsidiary Distribution”	the distribution in specie of 1010 Printing Shares held by Recruit BVI to the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## EXPECTED TIMETABLE

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The expected timetable for the AGM, final dividend and Distribution in Specie is set out below:

### Events

Despatch of AGM circular and AGM Notice .....	19 March 2014, Wednesday
Record Date for determination of entitlement to the right to attend and vote at the AGM .....	25 April 2014, Friday
AGM .....	11:00 a.m., 25 April 2014, Friday
Latest time of dealing in Shares cum-entitlements to final dividend and the Distribution in Specie .....	28 April 2014, Monday
First day of dealing in Shares ex-entitlements to final dividend and the Distribution in Specie .....	29 April 2014, Tuesday
Latest time for lodging transfer documents for entitlements to final dividend and the Distribution in Specie .....	4:30 p.m., 30 April 2014, Wednesday
Closure of Register of Members .....	2 May 2014, Friday
Record Date for determination of entitlements to final dividend and the Distribution in Specie .....	2 May 2014, Friday
Expected date of despatch of cheques for final dividend and share certificate of 1010 Printing to Qualifying Shareholders .....	19 May 2014, Monday

*Note: all times in this circular refer to Hong Kong local time.*

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Lau Chuk Kin  
Lam Mei Lan

*Non-Executive Directors:*

Wan Siu Kau (Chairman)  
Lee Ching Ming, Adrian  
Peter Stavros Patapios Christofis

*Independent Non-Executive Directors:*

Ling Lee Ching Man, Eleanor  
Cheng Ping Kuen, Franco  
Ho David

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

26th Floor  
625 King's Road  
North Point  
Hong Kong

19 March 2014

*To the Shareholders*

Dear Sir and Madam,

- (1) PROPOSED DISTRIBUTION IN SPECIE OF SHARES IN 1010 PRINTING;  
(2) REDUCTION OF SHARES PREMIUM;  
(3) GENERAL MANDATES TO ISSUE SHARES;  
(4) REPURCHASE SHARES; AND  
(5) RE-ELECTION OF RETIRING DIRECTORS**

#### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with details regarding (i) Distribution in Specie; (ii) reduction of shares premium; (iii) renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares and (iv) re-election of retiring directors to be dealt with at the AGM.

#### **2. FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend of HK20 cents per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date.

*\*For identification only*

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## LETTER FROM THE BOARD

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### 3. DISTRIBUTION IN SPECIE

As at the Latest Practicable Date, the Company held 464,430,155 shares in 1010 Printing, which represents approximately 60.32% of the total issue share capital of 1010 Printing. Of which, the Company directly held 2,592,000 shares in 1010 Printing and indirectly held 461,838,155 shares in 1010 Printing through Recruit BVI, a direct wholly owned subsidiary of the Company.

The Board has proposed to distribute 1010 Printing Shares (i) directly held by the Company as at the Proposal Date and (ii) indirectly held by the Company through Recruit BVI to the Shareholders. To this end, Recruit BVI has proposed the distribution of its 1010 Printing Shares in specie to the Company on the Record Date and the Board has also proposed to distribute such number of 1010 Printing Shares that the Company is to be entitled to receive from Recruit BVI, together with such number of 1010 Printing Shares directly held by the Company on the Proposal Date (i.e. 2,592,000 shares in 1010 Printing), to the Qualifying Shareholders 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 held by a Qualifying Shareholder, rounded down to the nearest whole number of 1010 Printing Shares where such calculation results in fractional 1010 Printing Shares to be distributed to a Qualifying Shareholder. It is expected that in the event of the Distribution in Specie becoming unconditional, the Company will transfer such Distribution 1010 Shares directly held by it and Recruit BVI will transfer the Distribution 1010 Shares held by it directly to the Qualifying Shareholders. On Distribution Completion, the Qualifying Shareholders will become the holders of the Distribution 1010 Shares and the 1010 Printing Group will cease to be part of the Group.

Your attention is drawn to the Appendix I to this circular for further details regarding the Distribution in Specie.

### 4. REDUCTION OF SHARE PREMIUM

To facilitate the distribution of final dividend and the Distribution in Specie, the Board intends to put forward to the Shareholders the Capital Reduction, which involves (a) the cancellation of the entire sum standing to the credit of the Company's share premium account; and (b) the transfer of the credits arising from such cancellation to the contributed surplus account of the Company.

Your attention is drawn to the Appendix II to this circular for further information regarding the reduction of share premium.

### 5. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to (a) renew the general mandates granted to the Directors (i) to allot, issue and otherwise deal with Shares or options, warrants or similar rights to subscribe for any Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution; and (ii) to repurchase Shares the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and (b) add to the general mandate for the issue of Shares granted to the Directors any Shares representing the aggregate nominal amount of any Shares repurchased by the Company.

Under the Listing Rules, the general unconditional mandates granted on 22 April 2013 will lapse at the conclusion of the forthcoming AGM, unless renewed at the AGM. Resolutions Nos. 6, 7 and 8 will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors have no present intention to repurchase any Shares pursuant to the relevant mandates.



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## LETTER FROM THE BOARD

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The Share Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act or any other applicable law of Bermuda to be held or until the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

An explanatory statement to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions concerning the Share Repurchase Mandate is set out in Appendix III to this circular.

### **6. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with No. 87 of the Bye-laws, Ms. Lam Mei Lan, Mr. Wan Siu Kau and Mr. Lee Ching Ming, Adrian will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

Brief biographical details of the retiring directors who are proposed to be re-elected at the AGM are set out in Appendix IV to this circular.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules as may be amended, modified or supplemented from time to time 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, (a) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (b) there are no other matters the omission of which would make any statement in this circular misleading.

### **8. ANNUAL GENERAL MEETING**

Set out on pages 23 to 27 of this circular is the AGM Notice convening the AGM at which, inter alia, Resolutions will be proposed to approve the declaration of final dividend, Distribution in Specie, the Capital Reduction, the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors.

A form of proxy for the use at the AGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed on the form and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### **9. CLOSURE OF REGISTER OF MEMBERS**

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.

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## LETTER FROM THE BOARD

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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.

### 10. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

### 11. RECOMMENDATION

The Board is of the opinion that the proposals referred to above are in the interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Cinderella Media Group Limited**  
**Lam Mei Lan**  
*Executive Director*

This appendix contains further information regarding the Distribution in Specie.

## **1. INTRODUCTION**

The Board has proposed to distribute 1010 Printing Shares directly held by the Company as at the Proposal Date and indirectly held by the Company through Recruit BVI, a direct wholly owned subsidiary of the Company, to the Shareholders. To this end, Recruit BVI has proposed the distribution of its 1010 Printing Shares in specie to the Company on the Record Date and the Board has also proposed to distribute such number of 1010 Printing Shares that the Company is to be entitled to receive from Recruit BVI, together with such number of 1010 Printing Shares directly held by the Company on the Proposal Date (i.e. 2,592,000 shares in 1010 Printing), to the Qualifying Shareholders 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 held by a Qualifying Shareholder, rounded down to the nearest whole number of 1010 Printing Shares where such calculation results in fractional 1010 Printing Shares to be distributed to a Qualifying Shareholder. As fractional 1010 Printing Shares will not be distributed, they will be held by the Company directly immediately after the Distribution in Specie.

It is expected that in the event of the Distribution in Specie becoming unconditional, the Company will transfer such Distribution 1010 Shares directly held by it and Recruit BVI will transfer the Distribution 1010 Shares held by it directly to the Qualifying Shareholders. On Distribution Completion, the Qualifying Shareholders will become the holders of the Distribution 1010 Shares and the 1010 Printing Group will cease to be part of the Group.

As at the Proposal Date and the Latest Practicable Date, the number of 1010 Printing Shares held by the Company was 464,430,155. Of which, 2,592,000 shares in 1010 Printing were directly held by the Company, 461,838,155 shares in 1010 Printing were held through Recruit BVI.

Conditional upon the fulfilment of all conditions precedent as set out below, the Distribution in Specie will be distributed and made out of the retaining earnings and the contributed surplus account of the Company.

Upon Distribution Completion, 1010 Printing Group will cease to be the subsidiaries of the Company, and the remaining part of the Group will carry on advertising media business (including recruitment magazine advertising and inflight magazine advertising) and the business of investment trading. The Distribution in Specie is conditional upon all conditions of the Distribution in Specie as set out below having been fulfilled.

## **2. CONDITIONS**

The Distribution in Specie is conditional upon the following taking place on or before 30 June 2014:

- (a) the passing by the Shareholders of the necessary resolutions approving the Distribution in Specie and the Capital Reduction at the AGM;
- (b) the Capital Reduction becoming effective; and
- (c) the compliance with the relevant procedures and requirements under the laws of Bermuda and British Virgin Islands (where applicable) and the Listing Rules to effect the Distribution in Specie and the Subsidiary Distribution.

None of the above conditions can be waived.

As at the Latest Practicable Date, none of the above conditions had been fulfilled.

### **3. QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS**

For the purpose of the Distribution in Specie, the Qualifying Shareholders, whose names appear on the register of members of the Company on the Record Date, are entitled to participate in the Distribution in Specie.

Qualified Shareholders are reminded that in order to qualify for the Distribution in Specie, they must ensure that all transfers accompanied by the relevant share certificate are lodged with the office of the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shop 1712 -1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 30 April 2014, Wednesday.

As at the Latest Practicable Date, as shown on the register of members of the Company, there was 1 Overseas Shareholder holding a total of 5,000 Shares. The Overseas Shareholder had registered address in Australia.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdiction and the requirements of the relevant regulatory body or stock exchange with respect to the offer of the Distribution in Specie to such Overseas Shareholder.

The Board was advised that the Distribution in Specie to be offered to the Overseas Shareholder whose registered address was in Australia as at the Record Date would be subject to certain rules, regulations and procedural requirements under the laws of Australia. The Board considered that it would not be cost effective and expedient for the Company to extend the Distribution in Specie to such Overseas Shareholder. Accordingly, the Overseas Shareholder having registered address in Australia would be a Non-Qualifying Shareholder and the Distribution in Specie would not be extended to him.

Arrangements will be made for 1010 Printing Shares which would otherwise be distributed to the Non-Qualifying Shareholders to be sold at market price. The proceeds of such sale in excess of HK\$100 (after deduction of expenses) will be distributed to the Non-Qualifying Shareholders at their own risks, in accordance with the timetable. Individual amount of less than HK\$100 will be retained for the benefit of the Company. The part of this circular in relation to Distribution in Specie will be despatched to the Non-Qualifying Shareholders for information only.

### **4. DISTRIBUTION COMPLETION AND DESPATCH OF SHARE CERTIFICATES**

Subject to the Distribution in Specie becoming unconditional, the Distribution 1010 Shares will be transferred from the Company or Recruit BVI (as the case may be) to the Qualifying Shareholders as of the Record Date upon Distribution Completion.

The certificates for the Distribution 1010 Shares are expected to be issued and despatched by ordinary posts to those Qualifying Shareholders entitled to them at their own risks on 19 May 2014, Monday.

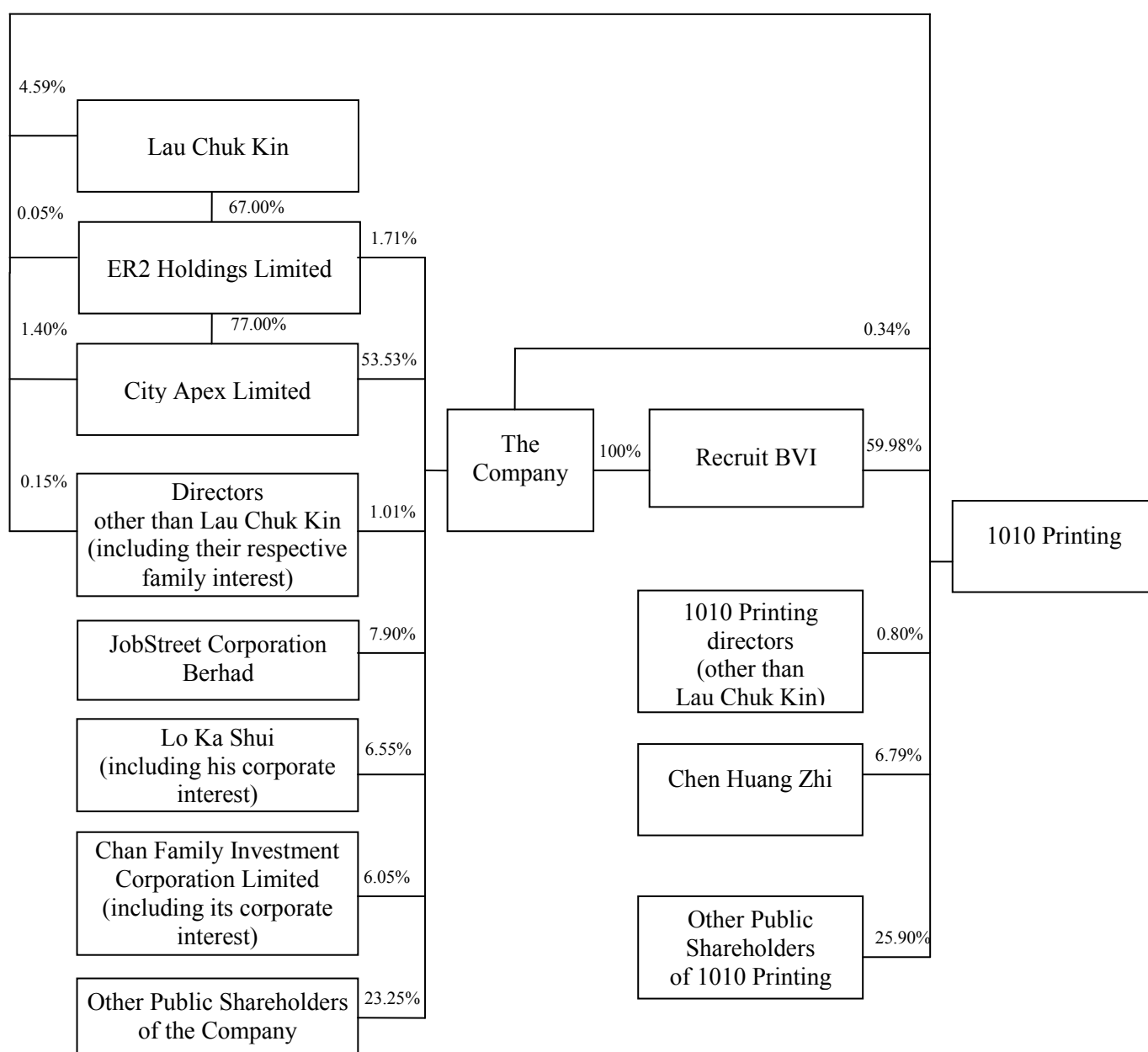
No action is required to be taken by the Qualifying Shareholders to receive the certificates for the Distribution 1010 Shares as a result of the Distribution in Specie. The Qualifying Shareholders will either receive the certificates for such shares and where appropriate, investors holding Shares through CCASS participants will receive the Distribution 1010 Shares through their respective brokers or custodians who are CCASS clearing or custodian participants or through their CCASS Investors Participant stock account. You should seek the advice of your stockbroker or other

professional adviser for details of those settlement arrangements and how such arrangements will affect your rights and interests.

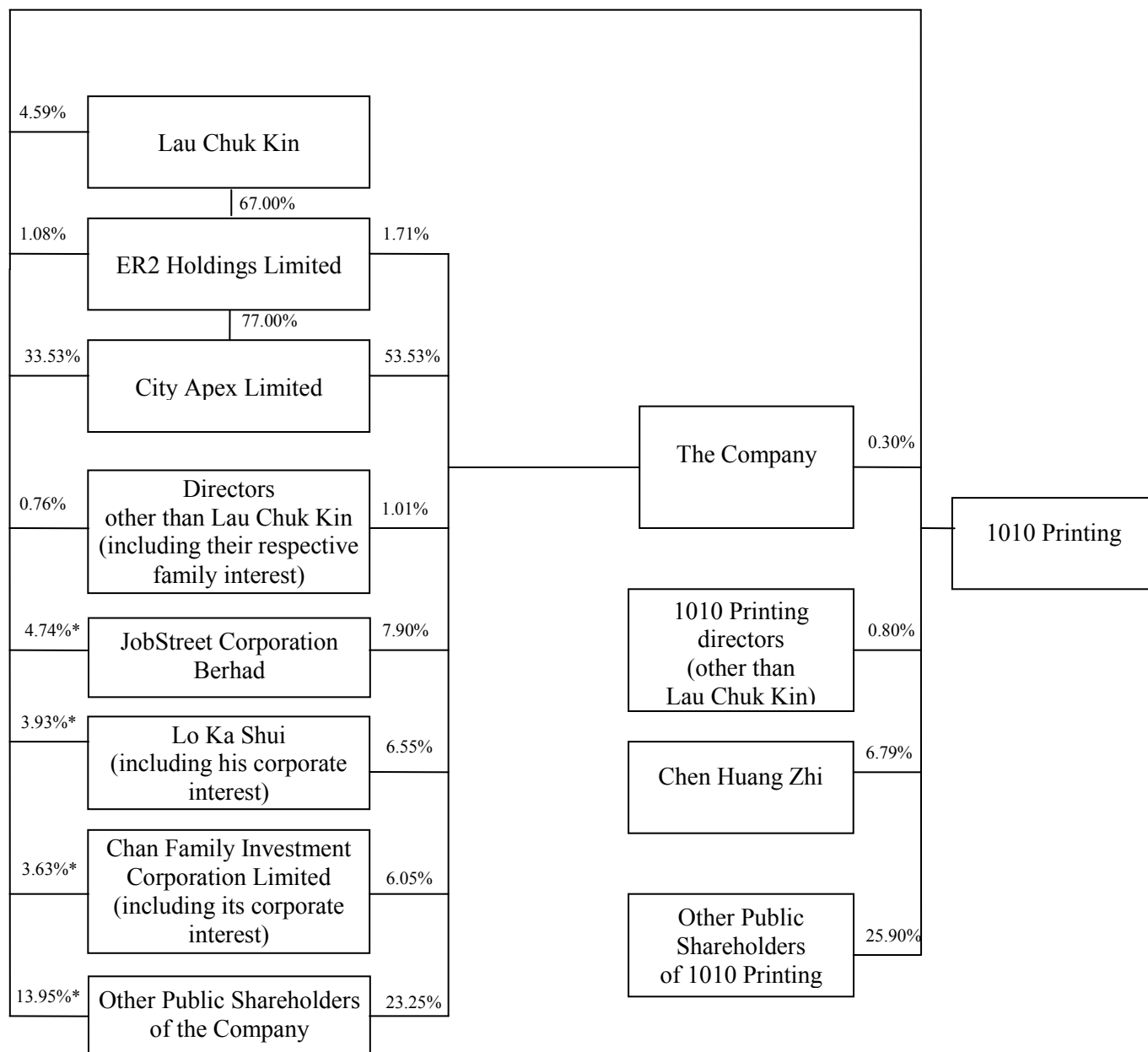
In the case of a joint holding, the certificate(s) for the Distribution 1010 Shares will be posted to the address of the person whose name stands first on the register of members of the Company on the Record Date.

## 5. THE GROUP STRUCTURE

Set out below, in a simplified form, is the shareholding structure of the Company and 1010 Printing immediately before the Distribution Completion:



Set out below, in a simplified form, is the shareholding structure of the Company and 1010 Printing immediately after the Distribution Completion (assuming no changes in the issued share capital and the shareholding of the Company during the period from the Latest Practicable Date to the Distribution Completion):



\* The figure are computed solely based on the Distribution 1010 Shares to be received by such Shareholders and do not take account of any 1010 Printing Shares which may otherwise be held by them

Set out below are the shareholding structures of the Company and 1010 Printing Group before and after the Distribution Completion (assuming no shares are issued as a result of the exercise of any options under the share option schemes of the Company and 1010 Printing Group during the period from the Latest Practicable Date to the Distribution Completion):

	Shareholding structure of the Company as at the Latest Practicable Date		Shareholding structure of 1010 Printing as at the Latest Practicable Date		Shareholding structure of 1010 Printing immediately after the Distribution Completion (Note 10)	
	<i>No. of Shares held</i>	<i>%</i>	<i>No. of 1010 Printing Shares held</i>	<i>%</i>	<i>No. of 1010 Printing Shares held</i>	<i>%</i>
<i>Substantial shareholders</i>						
Mr. Lau Chuk Kin	183,632,000 (Note 1)	55.24%	510,986,298 (Note 5)	66.36%	304,145,959 (Note 6)	39.50%
ER2 Holdings Limited	183,632,000 (Note 1)	55.24%	475,614,392 (Note 5)	61.77%	268,774,053 (Note 6)	34.91%
City Apex Limited	177,954,000 (Note 1)	53.53%	475,209,421 (Note 5)	61.72%	260,476,662 (Note 6)	33.83%
The Company	0	0.00%	464,430,155 (Note 5)	60.32%	2,341,336 (Note 6)	0.30%
Recruit BVI	0	0.00%	461,838,155 (Note 5)	59.98%	0	0.00%
<i>Other Directors</i>						
Ms. Lam Mei Lan	2,400,000	0.72%	72,688	0.01%	3,408,688	0.44%
Mr. Cheng Ping Kuen, Franco	120,000	0.04%	107,299	0.01%	274,099	0.04%
Mr. Peter Stavros Patapios Christofis	670,500	0.20%	1,000,000	0.13%	1,931,995	0.25%
Mr. Lee Ching Ming, Adrian	150,500 (Note 2)	0.05%	0	0.00%	209,195 (Note 7)	0.03%
<i>1010 Printing directors</i>						
Mr. Lam Wing Yip	0	0.00%	18,548	0.00%	18,548	0.00%
Mr. Li Hoi David	0	0.00%	6,160,000	0.80%	6,160,000	0.80%
<i>Other Shareholders</i>						
Mr. Chen Huang Zhi			52,299,804	6.79%	52,299,804	6.79%
JobStreet Corporation Berhad	26,250,000	7.90%			36,487,500	4.74%
Dr. Lo Ka Shui	21,788,000 (Note 3)	6.55%			30,285,320 (Note 8)	3.93%
Great Eagle Holdings Limited	21,638,000 (Note 3)	6.51%			30,076,820 (Note 8)	3.91%
Jolly Trend Limited	21,638,000 (Note 3)	6.51%			30,076,820 (Note 8)	3.91%

# APPENDIX I

# DISTRIBUTION IN SPECIE

The Great Eagle Company, Limited	21,638,000 (Note 3)	6.51%			30,076,820 (Note 8)	3.91%
Chan Family Investment Corporation Limited	20,115,333 (Note 4)	6.05%			27,960,312 (Note 9)	3.63%
Tai Wah Investment Company Limited	18,000,000 (Note 4)	5.41%			25,020,000 (Note 9)	3.25%
Other Public Shareholder of the Company	77,311,667	23.25%			107,463,217	13.95%
Other Public Shareholders of 1010 Printing			199,355,363	25.90%	199,355,363	25.90%
Total issued shares:	332,438,000	100.00%	770,000,000	100.00%	770,000,000	100.00%

## Notes:

- Of 183,632,000 Shares, 5,678,000 Shares and 177,954,000 Shares were beneficially owned by ER2 Holdings Limited and City Apex Limited respectively. As at the Latest Practicable Date, Mr. Lau Chuk Kin beneficially owned 67% of the issued share capital of ER2 Holdings Limited, which is the ultimate holding company of City Apex Limited. Accordingly, Mr. Lau was deemed to be interested in the said Shares pursuant to Part XV of the SFO.
- Of 150,500 Shares, 50,000 Shares were beneficially owned by the wife of Mr. Lee Ching Ming, Adrian, who was deemed to be interested in the said Shares under Part XV of the SFO.
- Of 21,788,000 Shares, 150,000 Shares were directly owned by Dr. Lo Ka Shui and 21,638,000 were beneficially owned by The Great Eagle Company, Limited, which was a wholly owned subsidiary of each of Jolly Trend Limited and Great Eagle Holdings Limited respectively. Dr. Lo Ka Shui was interested and/or deemed to be interested in the issued share capital of Great Eagle Holdings Limited.
- Of 20,115,333 Shares, 1,117,333 Shares were directly owned by Chan Family Investment Corporation Limited, 998,000 shares and 18,000,000 Shares were respectively held by Earnyear Limited and Tai Wah Investment Company Limited. Both Earnyear Limited and Tai Wah Investment Company Limited were wholly-owned subsidiaries of Chan Family Investment Corporation Limited.
- Of 510,986,298 shares in 1010 Printing, 35,371,906 shares in 1010 Printing was directly held by Mr. Lau Chuk Kin whereas the following number of 1010 Printing Shares were beneficially owned by the following companies:

Companies	No. of 1010 Printing Shares held
Recruit BVI	461,838,155
The Company	2,592,000
City Apex Limited	10,779,266
ER2 Holdings Limited	404,971

- Of 304,145,959 shares in 1010 Printing, 35,371,906 shares in 1010 Printing will be directly held by Mr. Lau Chuk Kin whereas the following number of 1010 Printing Shares will be beneficially owned by the following companies:

Companies	No. of 1010 Printing Shares held
The Company	2,341,336
City Apex Limited	258,135,326
ER2 Holdings Limited	8,297,391

- Of 209,195 shares in 1010 Printing, 69,500 shares will be beneficially owned by the wife of Mr. Lee Ching Ming, Adrian, who was deemed to be interested in the said shares under Part XV of the SFO.



8. Of 30,285,320 shares in 1010 Printing, 208,500 shares will be directly owned by Dr. Lo Ka Shui and 30,076,820 shares will be beneficially owned by The Great Eagle Company, Limited.
9. Of 27,960,312 shares in 1010 Printing, 1,553,092 shares will be directly owned by Chan Family Investment Corporation Limited, 1,387,220 shares and 25,020,000 shares will be respectively held by Earnyear Limited and Tai Wah Investment Company Limited.
10. The figures for public shareholders are computed solely based on the Distribution 1010 Shares to be received by those Shareholders and do not take account of any 1010 Printing Shares which may otherwise be held by them

## **6. REASONS FOR THE DISTRIBUTION IN SPECIE**

The Board recommends the Distribution in Specie (together with the payment of the final dividend) to reward the support of the Shareholders.

The Company proposes to distribute most of its direct or indirect holdings of 1010 Printing Shares to the Shareholders, through the Distribution in Specie, to increase the liquidity of trading in 1010 Printing Shares on the market and further broaden the shareholder base of 1010 Printing Shares. The Directors believe that the Distribution will provide the Shareholders with an opportunity to participate, as shareholders of 1010 Printing, in the growth of 1010 Printing directly (instead of being through the Company and Recruit BVI).

Accordingly, the Directors considered that the Distribution in Specie is in the interests of the Company and the Shareholders as a whole.

## **7. INFORMATION OF THE 1010 PRINTING GROUP**

The 1010 Printing Group is principally engaged in the provision of printing services.

Details of the published audited consolidated financial statements of the 1010 Printing Group for each of the three years ended 31 December 2011, 31 December 2012 and 31 December 2013 are disclosed in the relevant annual reports of 1010 Printing, which are published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of 1010 Printing (<http://www.1010printing.com/InvestorRelation/eng/FinancialReport.aspx>).

## **8. FINANCIAL IMPACT OF THE GROUP**

According to the audited consolidated financial statements of 1010 Printing Group, the turnover and profit for the year ended 31 December 2013 of 1010 Printing Group were approximately HK\$1,163.5 million, (represented 68% of the turnover of the Group) and HK\$121.4 million respectively. The consolidated net assets as at 31 December 2013 of 1010 Printing Group was approximately HK\$661.5 million, represented 73% of the consolidated net assets of the Group.

As a result of the Distribution in Specie, 1010 Printing Group will cease to be a subsidiary of the Company. The results of 1010 Printing Group will be excluded from the consolidated statement of profit or loss and other comprehensive income of the Group from the date of the Distribution Completion. Hence, the Group's turnover and profit for the year is expected to decrease in 2014.

This appendix contains further information regarding the Capital Reduction.

## **1. INTRODUCTION**

Capital Reduction involves (a) cancellation of the entire sum standing to the credit of the Company's share premium account; and (b) transfer of the credits arising from such cancellation to the contributed surplus account of the Company.

Subject to compliance with the Companies Act, the credits arising from the Capital Reduction together with the credits standing in the contributed surplus account of the Company will be used principally for the payment of final dividend and the Distribution in Specie, the details of which is set out in Appendix I to this circular.

As at the Latest Practicable Date, the amounts standing to the credit of each of the share premium account and the contributed surplus account of the Company amounted to approximately HK\$116,022,000 and HK\$20,290,000 respectively.

The Capital Reduction does not involve any reduction in the authorised or issued share capital of the Company (other than sums standing to the credit of the share premium account of the Company), nor does it involve the diminution of any liability in respect of unpaid share capital or the payment to any Shareholder of any paid up share capital of the Company.

## **2. CONDITIONS**

The Capital Reduction is conditional on the following:

- (a) the passing by the Shareholders of the necessary resolutions approving the Distribution in Specie and the Capital Reduction at the AGM;
- (b) the compliance by the Company with the requirements of Section 46(2) of the Companies Act; and
- (c) the compliance with the relevant procedures and requirements under the Listing Rules to effect the Capital Reduction.

## **3. EXPECTED EFFECTIVE DATE OF THE CAPITAL REDUCTION**

Assuming the above conditions are fulfilled, it is expected that the Capital Reduction will become effective on the business day next following the date of passing the resolutions approving the Capital Reduction. The legal advisers to the Company as to Bermuda laws have confirmed that, subject to the conditions of the Capital Reduction as set out above being satisfied, the proposed cancellation of the entire sum standing to the credit of the Company's share premium account will be in compliance with the laws of Bermuda.

## **4. IMPACT OF THE EFFECTS OF THE CAPITAL REDUCTION**

Implementation of the Capital Reduction will not, of itself, alter the underlying assets, liabilities, business, operations, management, financial position or the share capital of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reduction will not have any adverse effect on the financial position of the Company and the Board believes that on the date the Capital Reduction is to be effected, there will be no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due. No capital of the Company will be lost as a result of the Capital Reduction and, except for the expenses involved in

relation to the Capital Reduction which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reduction becoming effective. The Capital Reduction does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

This explanatory statement relates to an ordinary resolution proposed to be passed at the AGM for the grant of a general mandate to the Board to repurchase Shares of the Company through Stock Exchange. It contains all the information required by the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

## **1. REGULATIONS OF THE LISTING RULES**

### **(a) Source of funds**

Repurchases must be funded out of funds legally available for the purpose in accordance with the memorandum of continuance and Bye-laws of the Company and the Companies Act. A listed company may not repurchase its own securities on Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules.

### **(b) Connected parties**

Under the Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined under the Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquires, none of the Directors or their associates had a present intention to sell Shares to the Company.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 332,438,000 Shares of HK\$0.20 each.

If Resolution no. 7 is passed at the AGM, and assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, up to 33,243,800 Shares, representing 10% of the issued share capital of the Company may be repurchased by the Company.

## **3. REASONS FOR REPURCHASES**

The Board believes that it is in the interests of the Company and its Shareholders for the Board to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **4. GENERAL**

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2013 annual report of the Company) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent that there would be a material adverse effect on the working capital requirements or the gearing levels of the Company and its subsidiaries which in the opinion of the Directors are appropriate from time to time.

## 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of continuance and Bye-laws of the Company and the applicable laws of Bermuda.

## 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchase of Shares if the Share Repurchase Mandate is exercised in full.

As at the Latest Practicable Date and to the best knowledge of the Directors, the substantial Shareholders of the Company, having interests in 10% or more of the issued share capital of the Company are as follows:

Name of Substantial Shareholders	Number of shares held	Approximately % shareholding	
		Shareholding as at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Lau Chuk Kin ( <i>Note</i> )	183,632,000	55.24%	61.38%
ER2 Holdings Limited ("ER2") ( <i>Note</i> )	183,632,000	55.24%	61.38%
City Apex Limited ("City Apex") ( <i>Note</i> )	177,954,000	53.53%	59.48%

*Note:*

As at the Latest Practicable Date, the Company was owned as to 53.53% by City Apex, as to 1.71% by ER2. ER2 was the ultimate holding company of City Apex. Mr. Lau Chuk Kin owned 67% of the issued share capital of ER2 and accordingly, he is deemed to be interested in the said shares pursuant to Part XV of the Securities and Futures Ordinance.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding of the substantial shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. Such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

## 7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**8. CONNECTED PERSONS**

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their respective associates, had any present intention to sell any of the Shares to the Company or its subsidiaries if the Share Repurchase Mandate is approved at the AGM and is exercised.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved at the AGM and is exercised.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on Stock Exchange during the previous twelve months and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest HK\$	Lowest HK\$
<b>2013</b>		
March	2.74	2.56
April	2.75	2.12
May	2.32	2.15
June	2.30	1.98
July	2.57	2.17
August	2.73	2.46
September	2.62	2.50
October	2.90	2.62
November	3.00	2.85
December	3.02	2.85
<b>2014</b>		
January	3.54	2.95
February	3.40	3.04
March (up to and including the Latest Practicable Date)	3.21	3.05

*The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:*

**Ms. Lam Mei Lan**, aged 47, was appointed as an Executive Director of the Company in October 2002. She is also the Company Secretary of the Group. During the period from July 2003 to May 2008, Ms. Lam had served as a Non-Executive Director. Ms. Lam holds a Doctor of Business Administration degree from The Hong Kong Polytechnic University. She is a fellow member of the Hong Kong Institute of Certified Public Accountants. Ms. Lam has over 25 years of experience in finance and has held senior financial positions in various main board listed companies and a non-profit charitable organization in Hong Kong. Ms. Lam does not hold and has not held any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Lam is interested in 2,400,000 Shares and 72,688 shares of 1010 Printing within the meaning of Part XV of the SFO. Save as aforesaid, Ms. Lam does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Total director's emolument of HK\$2,115,000 was paid to Ms. Lam for the year ended 31 December 2013. The director's emolument is to be determined and subject to the review by the remuneration committee of the Company with reference to her contribution in terms of time, effort and his expertise on an annual basis. There is no fixed or proposed length of service with the Company. However, Ms. Lam is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

**Mr. Wan Siu Kau**, aged 62, is the Chairman of the Company. Mr. Wan joined the Group in January 2003 as a Non-Executive Director. Mr. Wan has over 20 years of experience in the executive search industry and holds a Master of Business Administration degree from The Chinese University of Hong Kong. He was previously Managing Partner of Amrop Hever, a global executive search firm, during which period he simultaneously served as Head of Asia Pacific and Vice Chairman of the international group. He is currently an independent non-executive director of Wai Kee Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed above, Mr. Wan does not hold and has not held any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Wan is a director of ER2 Holdings Limited, a substantial shareholder of the Company. Mr. Wan is interested in 12% of the issued share capital of ER2 Holdings Limited. Save as aforesaid, Mr. Wan does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Wan has entered into a service contract with the Company for a period from 1 January 2014 to 31 December 2015 subject to retirement by rotation and re-election in accordance with the Bye-laws. A director's fee of HK\$120,000 was paid for his services for the year ended 31 December 2013. The director's fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.

**Mr. Lee Ching Ming, Adrian**, aged 62, was appointed as a Non-Executive Director in June 2002. Mr. Lee graduated from The University of Hong Kong with a Bachelor of Social Sciences degree. He is an executive director and chief executive officer of Eagle Asset Management (CP) Limited, a subsidiary of Great Eagle Holdings Limited and has more than 40 years of experience in banking, finance, investment,

marketing and general management. Save as disclosed above, Mr. Lee does not held and has not held any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lee is interested in 150,500 Shares within the meaning of Part XV of the SFO. Save as aforesaid, Mr. Lee did not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Lee has entered into a service contract with the Company for a period from 1 January 2014 to 31 December 2015 subject to retirement by rotation and re-election in accordance with the Bye-laws. A director's fee of HK\$120,000 was paid for his services for the year ended 31 December 2013. The director's fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the shareholders' attentions.



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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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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:

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 Species 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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*