

**SCHEDULE 4  
CONVERSION NOTICE**

**FUNG CHOI MEDIA GROUP LIMITED  
RMB190,000,000 USD Settled Zero Coupon Exchangeable Bonds due 2012 (the "Bonds")**

(Please read the notes overleaf before completing this Notice.)

Name: ..... Date: .....  
 Address: ..... Tel No:.....  
 \*Euroclear/Clearstream Account No.: ..... Fax No:.....

(\*delete as appropriate)

Signature<sup>1</sup> :

.....

To: Citibank, N.A., London Branch  
 Fax: +44 207 508 3866  
 Attention: Agency and Trust

I/We, being the holders of the Bonds specified below, hereby irrevocably elect to convert such Bonds into fully-paid ordinary shares of the Issuer (the "Shares") in accordance with the terms and conditions of the Bonds. Terms used in this Conversion Notice and not otherwise defined have the meanings given to them in the Fiscal Agency Agreement dated 10 January 2008 between, among others, the Issuer and Citibank, N.A., London Branch as Fiscal Agent.

**1 Total principal amount, number and identifying numbers of Bonds to be converted:**

Total principal amount: .....

Total number of Bonds: .....

Identifying numbers of Bonds (if relevant)\*: .....

Identifying numbers of Certificates deposited in respect of Bonds to be converted (if relevant)\*: .....

N.B. If necessary, the identifying numbers of Bonds and Certificates can be attached separately.

\* Not required for Bonds represented by a Global Certificate

**2 Name(s) and address(es) of person(s) in whose name(s) the Shares required to be delivered on conversion are to be registered:**

<sup>1</sup> Where the Bonds to be converted are evidenced by the Global Certificate, the Conversion Notice need not be signed. In such a case, delivery of the Conversion Notice will constitute confirmation by the beneficial owner of the Bonds to be converted that the information in the Conversion Notice is true and accurate on delivery. If applicable, a corporation should sign under hand by an authorised officer who must state his / her capacity.

Name: .....

Address: .....

Telephone Number: .....

Fax Number: .....

- 3** I/We hereby request that [I/We be registered as holder(s) of the relevant number of Shares in the register of members of the Issuer] [the Shares be delivered to, and registered in the name of the Depository for credit to the securities account number specified below] or the certificates for the Shares (together with any other securities, property or cash, including any Singapore dollar cheque in respect of payment of an Equivalent Amount pursuant to Condition 7.2.4) required to be delivered upon conversion, be despatched by ordinary post (at my/our risk and expense) to the person whose name, contact person, telephone numbers, fax number and address is given below and in the manner specified below:

Name: .....

Contact Person: .....

Address: .....

Custodian Account No. ....  
(if applicable):

CDP Account No.: .....

CDP Account Name<sup>2</sup>: .....

Telephone Number/Fax Number: .....

Manner of despatch: .....

- 4** I/We hereby request that any cash required to be paid upon conversion be credited to my/our bank account by way of wire transfer, which bank account details are given below.

Bank name: .....

Swift Code: .....

For account of: .....

Account Name: .....

Account No. ....

The Certificate in respect of the Bonds converted hereby accompanies this Conversion Notice.\*

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<sup>2</sup> Please ensure that the CDP Account Name matches the registered name of the CDP Account No. in the records of CDP, failing which this could cause a delay in the delivery of Shares. Where the Bonds to be converted are evidenced by the Global Certificate, please also ensure that the CDP Account No. and CDP Account Name are included in your conversion instructions to Euroclear/Clearstream or your Custodian.

Name: .....

Address: .....

.....

.....

\* Not required for the Global Certificate.

5 The Issuer has notified the Conversion Agents that the Issuer's register of members will be closed on the following dates:

.....

.....

I/We hereby certify that at the time of execution and deposit of this Conversion Notice (a) I/we or the person who has the beneficial interest in the Bonds specified above is/are not in the United States (within the meaning of Regulation S ("Regulation S") under the US Securities Act of 1933) and that I/we, or such person, purchased such Bonds or the beneficial interest therein, in a transaction made in accordance with Rule 903 or Rule 904 of Regulation S\* (b) all stamp, issue, registration, excise and similar taxes and duties (other than any income, wealth or other corporate or personal taxes of the holders of the Bonds) (if any) arising on conversion of the Bonds or payable consequent upon the issue, delivery or transfer of shares or cash upon conversion have been paid or will be paid by the Company and that the Company will pay the expense arising in Singapore on the issue of Shares on conversion of Bonds and all charges of the Conversion Agents in connection therewith.

N.B.

- (i) This Conversion Notice will be void unless the introductory details and Sections 1 to 4 are completed in full.
- (ii) Your attention is drawn to Condition 7.2 of the Bonds with respect to the conditions precedent which must be fulfilled before the Bonds specified above will be treated as effectively eligible for conversion.
- (iii) Despatch of share certificates or other securities or property will be made at the risk and expense of the converting Bondholder and the converting Bondholder will be required to submit any necessary documents required in order to effect despatch in the manner specified.
- (iv) If a retroactive adjustment contemplated by the terms and conditions of the Bonds is required in respect of a conversion of Bonds, certificates for the additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash) will be delivered or despatched in the same manner as the Shares, other securities, property and cash or, as the case may be, Equivalent Amount previously issued pursuant to the relevant Conversion Notice.

For Agent's use only:

1 (A) Bond conversion identification reference: .....

\* No Shares will be issued to a Bondholder unless the Bondholder satisfies the foregoing conditions.

- (B) Date on which the Conversion Notice is deposited with (and, if applicable, Certificate is surrendered to) the Agent: .....
- (C) Conversion Date: .....
- 2** (A) Aggregate principal amount of Bonds in respect of which Certificates have been deposited for conversion:
- (B) Conversion Price on Conversion Date:
- (C) Number of Shares Issuable:
- 3** (if applicable) amount of cash payment due to converting Bondholder under Condition 7.1.2 in respect of fractions of Shares:.....

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The Conversion Agent must complete items 1, 2 and 3 if applicable.

The attention of Bondholders is drawn to Rule 14 of the Singapore Code on Take-overs and Mergers as the same may from time to time be amended or replaced. In general terms, these provisions regulate the acquisition of effective control of public companies. Bondholders should consider the implications of these provisions before they convert their Bonds. In particular, a Bondholder should note that he may be under an obligation to extend a takeover offer for the Issuer if:-

- (a) he intends to acquire, by the conversion of the Bonds, whether by a series of transactions over a period of time or not, Shares which (together with Shares held or acquired by him or persons acting in concert with him) carry 30% or more of the voting rights of the Issuer; or
- (b) he, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Issuer, and he or any person acting in concert with him, intends to acquire in any period of six (6) months additional Shares carrying voting rights of more than 1% of the Issuer, by the conversion of the Bonds or otherwise.

Bondholders are advised to consult their own professional advisers.