



MNC Tower 27th Floor, Jalan Kebon Sirih No.17-19, Jakarta 10340, Indonesia  
www.mncmi.com

## **2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 27 JUNE, 2017**

### **PROXY STATEMENT**

#### **General**

We are soliciting the enclosed proxy on behalf of our board of directors for use at the annual general meeting of shareholders to be held on 27 June 2017 at 10.00 am, Shanghai time, or at any adjournment or postponement thereof. The annual general meeting will be held at our offices located at MeiXin building 5th Floor, No. 728 middle Xizang Road, Huang Pu District, Shanghai 200001.

This proxy statement is available to shareholders beginning on 2 June 2017 and the form of proxy is first being mailed to shareholders on or about 5 June, 2017.

#### **Revocability of Proxies**

For holders of ordinary shares, any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or by attending the annual general meeting and voting in person. Attendance at the annual general meeting in and of itself does not revoke a prior proxy. For holders of American Depositary Shares, known as ADSs, representing ordinary shares, an ADS Voting Instruction Card may be revoked by delivering a written notice of revocation or duly executed ADS Voting Instruction Card bearing a later date prior to 12:00 p.m., Eastern Standard Time on 21 June 2017. A written notice of revocation must be delivered to the attention of our Regional Financial Controller, if you hold our ordinary shares, or to JPMorgan Chase Bank, N.A. if you hold ADSs. For holders of CHESSE Depositary Interests, known as CDIs, representing ordinary shares, a CDI Voting Instruction Card may be revoked by delivering a written notice of revocation or duly executed CDI Voting Instruction Card bearing a later date prior to 1:00 p.m. on 22 June 2017 Australian Eastern Standard Time (which is 9:00 p.m. on 21 June 2017 U.S. Eastern Standard Time).

#### **Record Date, Share Ownership and Quorum**

Shareholders of record at the close of business on 26 May 2017 are entitled to vote at the annual general meeting. Our ordinary shares, underlying ADSs and CDIs are included for purposes of this determination. As of 30 April 2017, 404,391,710 of our ordinary shares, par value US\$0.0001 per share, were outstanding, of which approximately 222,020,170 were represented by ADSs and 17,274,770 were represented by CDIs. The presence in person or by proxy of shareholders holding at least one-third of our outstanding ordinary shares entitled to vote at the meeting will constitute a quorum for the transaction of business at the annual general meeting.



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## **Voting and Solicitation**

Each share outstanding on the record date is entitled to one vote. Voting by holders of ordinary shares at the annual general meeting will be by a show of hands unless the chairman of the meeting or any shareholder present in person or by proxy demands that a poll be taken. Holders of ADSs or CDIs cannot vote at such meeting.

The costs of soliciting proxies will be borne by our company. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. The solicitation materials are available on our company's website at <http://www.mncmi.com/#investor>. Hard copies of the solicitation materials are available upon request to shareholders free of charge.

## **Voting by Holders of Ordinary Shares**

When proxies are properly dated, executed and returned by holders of ordinary shares, the shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the shares will be voted "FOR" the proposal, and in the proxy holder's discretion as to other matters that may properly come before the annual general meeting. Abstentions by holders of ordinary shares are counted as present for the purpose of determining whether a quorum is present and have the same effect as if you vote "AGAINST" the proposal.

## **Voting by Holders of American Depositary Shares**

JPMorgan Chase Bank, N.A., as depositary of the ADSs, has notified all holders of ADS of the termination of the Deposit Agreement effective at the close of business (NY time) on April 25, 2017 (the "Termination Date") and after the Termination Date, neither JPMorgan Chase Bank, N.A. nor any of its agents will perform any further acts under the Deposit Agreement and the ADS, except to receive and hold (or sell) distribution on ordinary shares (if any) and deliver ordinary shares being withdrawn. JPMorgan Chase Bank, N.A., being the holder of record for all the ordinary shares represented by the ADSs, may vote those ordinary shares at the 2017 Annual General Meeting of Shareholders.

In light of the termination of the ADS program, it is the company's understanding that JPMorgan Chase Bank, N.A. will not deliver to ADS holders copies of the materials being sent to holders of the company's ordinary shares in connection with the Annual General Meeting of Shareholders to be held on 27 June, 2017 and will not solicit or accept instructions as to how to vote the ordinary shares underlying any ADSs. Accordingly, holders of ADSs may attend, but may not vote at, such meeting.



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### **Voting by Holders of CHESSE Depository Interests**

Non-registered holders in Australia hold CDIs of the Corporation, or units of beneficial ownership of the underlying ordinary shares, which are registered in the name of the depository, CHESSE Depository Nominees Pty Ltd. (“CDN”). As the holders of CDIs are not the legal owners of the underlying ordinary shares, CDN is entitled to vote at the 2017 Annual General Meeting of the Shareholders on the instruction of the holders of the CDIs.

Link Market Services Limited, an agent designated by us for the collection and processing of voting instructions from our CDI holders, has advised us that it intends to mail to all holders of CDIs a CDI Voting Instruction Card. Upon the delivery of a signed and completed CDI Voting Instruction Card properly executed by a holder of record of CDIs, CDN will vote or cause to be voted the amount of ordinary shares represented by the CDIs held by such holder in accordance with the instructions set forth in such CDI Voting Instruction Card. As the holder of record for all the ordinary shares represented by the CDIs, only CDN may vote those ordinary shares at the 2017 Annual General Meeting of Shareholders. Holders of CDIs may attend, but may not vote at, such meeting. Properly executed and delivered instructions to withhold votes and abstentions are counted as present for the purpose of determining whether a quorum is present and have the same effect as if you vote “AGAINST” the proposal. You should return your properly completed CDI Voting Instruction Card to Link Market Services Limited no later than 1:00 p.m. on 21 June 2017 Australian Eastern Standard Time (which is 9:00 p.m. on 20 June 2017 U.S. Eastern Standard Time) in accordance with the instructions on such form.

CDN and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares underlying your CDIs are not able to be voted at the 2017 Annual General Meeting of Shareholders, there may be nothing you can do.



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## PROPOSAL ELECTION OF DIRECTORS

The board of directors has nominated one Class I director and one Class II director for re-election at the 2017 annual general meeting.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominees named below. The board has no reason to believe that the nominees named below will be unable or unwilling to serve as a director if reelected. In the event that either nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the board may propose.

The name of each of the following nominees, age as of June 1, 2017, principal position with our company, class designation and term of office upon election at this annual general meeting are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Class</u>	<u>Term of Office</u>
Oerianto Guyandi	51	Director	Class II	1 year
Billy Hsieh	60	Director	Class I	3 years

### Class II Director Nominated for Election at the Annual General Meeting

*Oerianto Guyandi* is an Indonesian citizen, born in 1966. Mr. Oerianto has been appointed as Director of PT Global Mediacom since 2012. Previously, he served as Director of PT Media Nusantara Citra Tbk (2009-2013), Director of PT MNC Sky Vision Tbk (2004-2008), Deputy Director Main RCTI (2008-2009), Vice President Director of GlobalTV (2007-2008), Director of PT MNC Investama Tbk (2004-2008) and Director of PT MNC Kapital Tbk (2000-2002). He began his career at Public Accounting Firm Prasetyo, Utomo & Co (Arthur Andersen) and Salim Group.

He earned a Bachelor of Economics in Accounting from the University of Indonesia. He also has a technical qualification from Bogor Agricultural University.

### Class I Director Nominated for Reelection at the Annual General Meeting

*Billy Hsieh* has served as a Class I Director since 1 February 2011. Mr. Hsieh joined PricewaterhouseCoopers (PwC) in San Francisco in 1986, was admitted as a partner in 1996 and served in its Shanghai office from 1996 until his retirement in 2010. Mr. Hsieh has over 15 years of experience advising multinational corporations about doing business in China, including experience in market entry and development, mergers and acquisitions, tax advisory and other activities in China. Mr. Hsieh graduated with a Bachelor of Science degree in Accounting from St. John's University and a law degree from the University of California, Hastings College of the Law, both in the United States. He is licensed as a certified public accountant in California and a member of the California bar.



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The foregoing nominees will be reelected by a majority of the votes present in person or represented by proxy and entitled to vote. In reelecting such directors, each shareholder may cast one vote per share owned.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR*  
THE ELECTION AND RE-ELECTION OF THE NOMINEES NAMED ABOVE.**



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## **SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

The following procedures have been established by our board of directors in order to facilitate communications between our shareholders and our board of directors:

1. Shareholders may send correspondence, which should indicate that the sender is a shareholder, to our board of directors or to any individual director by mail to MeiXin building 5th Floor, No. 728 middle Xizang Road, Huang Pu District, Shanghai 200001, Attention: Regional Financial Controller.
2. Our Regional Financial Controller will be responsible for the initial review and logging of this correspondence and will forward the communication to the director or directors to whom it is addressed unless it is a type of correspondence which our board of directors has identified as correspondence which may be retained in our files and not sent to directors.

Our board of directors has authorized the Regional Financial Controller to retain and not send to directors communications that: (a) are advertising or promotional in nature (offering goods or services), (b) solely relate to complaints by clients with respect to ordinary course of business customer service and satisfaction issues, or (c) clearly are unrelated to our business, industry, management or board or committee matters. These types of communications will be logged and filed but not circulated to directors. Except as set forth in the preceding sentence, the Regional Financial Controller will not screen communications sent to directors.

3. The log of shareholder correspondence will be available to members of our board of directors for inspection. At least once each year, the Regional Financial Controller will provide to our board of directors a summary of the communications received from shareholders, including the communications not sent to directors in accordance with screening procedures approved by our board of directors.



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### **ACCESS TO CORPORATE GOVERNANCE POLICIES**

We adopted a Code of Business Conduct which is available on our company's website at <http://www.mncmi.com/#investor>. To the extent required by law, any amendments to, or waivers from, any provision of the Code of Business Conduct will be promptly disclosed to the public.

Copies of our Code of Business Conduct will be provided to any shareholder upon written request to the Regional Financial Controller of MNC Media Investment Ltd., MeiXin building 5th Floor, No. 728 middle Xizang Road, Huang Pu District, Shanghai 200001.

### **ANNUAL REPORT TO SHAREHOLDERS**

The Company's annual report was lodged with the Australian Securities Exchange on 31 March 2017 and is available on our website. You may obtain a copy of our annual report for the year ended December 31, 2016 by visiting our website <http://www.mncmi.com/#investor>. If you want to receive a paper or email copy of our annual report for the year ended December 31, 2016, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy to the Regional Financial Controller at [shareregistry.mncmi@mncgroup.com](mailto:shareregistry.mncmi@mncgroup.com) or +86 2161677887.

### **OTHER MATTERS**

We know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to be 'Hary Tanoesoedibjo', written over a horizontal line.

Hary Tanoesoedibjo  
Chairman and Chief Executive Officer

Dated: 2 June, 2017