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*(incorporated in the Cayman Islands and continued
in Bermuda with limited liability)*
(Stock Code: 8172)



CULTURE LANDMARK INVESTMENT LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 674)

JOINT ANNOUNCEMENT

CONNECTED TRANSACTION – PROPOSED POSTPONEMENT OF MATURITY DATE OF CONVERTIBLE BONDS

INSIDE INFORMATION

On 10 September 2013 (after trading hours), CMF and New Asia, the current holder of the Convertible Bonds and a wholly-owned subsidiary of Culture Landmark, entered into the Second Deed of Amendments to further extend the maturity date of the Convertible Bonds from 24 September 2013 to 24 September 2015. Upon the Proposed Amendment becoming effective, New Asia can exercise the conversion rights attaching to the Convertible Bonds on or before 24 September 2015.

According to Rule 34.05 of the GEM Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. The Proposed Amendment shall be subject to the approval of the Stock Exchange. An application for approval of the Proposed Amendment under the Second Deed of Amendments has been submitted by CMF to the Stock Exchange. The Stock Exchange confirmed the Proposed Amendment on 28 August 2013 provided that the Proposed Amendment is duly approved by the Independent Shareholders at the SGM.

* *for identification purpose only*

CMF will put forward the Proposed Amendment at the SGM for Independent Shareholders' approval.

As New Asia is a wholly-owned subsidiary of Culture Landmark, a substantial Shareholder, the Proposed Amendment constitutes a connected transaction for CMF under the GEM Listing Rules and is subject to reporting, announcement and Independent Shareholders' approval requirements.

The Independent Board Committee comprising all the independent non-executive directors of CMF, will be formed to advise the Independent Shareholders as to the fairness and reasonableness of the Proposed Amendment. Donvex has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, amongst other things, details of the Proposed Amendment, the letter from the Independent Board Committee, the letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders and notice of the SGM will be despatched to the Shareholders as soon as possible.

This joint announcement is made by Culture Landmark pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong.

PROPOSED POSTPONEMENT OF MATURITY DATE OF CONVERTIBLE BONDS

Reference is made to CMF's announcement dated 9 July 2008 and its circular dated 28 July 2008 in relation to the Convertible Bonds issued by CMF in the aggregate principal amount of HK\$35,000,000. Reference is also made to CMF's announcement dated 21 July 2009 and its circular dated 12 August 2009 in relation to the alternative to the conditions of the Convertible Bonds.

Background

On 9 July 2008, CMF entered into the Subscription Agreement with the then subscriber pursuant to which the subscriber had agreed to subscribe for the Convertible Bonds in the principal amount of HK\$35,000,000, with maturity in the third anniversary of the date of issue. The entering into of the Subscription Agreement and the transaction contemplated thereunder including the issue of the Convertible Bonds constituted a connected transaction of CMF under Chapter 20 of the GEM Listing Rules and was subject to the then independent Shareholders' approval by way of poll at an extraordinary general meeting of CMF. The entering into the Subscription Agreement and the transaction(s) contemplated thereunder was approved by the then independent Shareholders at an extraordinary general meeting held on 12 August 2008.

On 21 July 2009 (after trading hours), CMF entered into the First Deed of Amendments with holders of the Convertible Bonds who are third parties independent of CMF and its connected persons (as defined under the GEM Listing Rules) to modify the terms and conditions of the Convertible Bonds which involves (i) extending the maturity date of the Convertible Bonds to be the fifth anniversary, i.e. 24 September 2013, of the date of issue instead of the third anniversary of the date of issue; and (ii) the mandatory conversion of any outstanding amount of Convertible Bonds into conversion Shares by the then holders of the Convertible Bonds as at 24 September 2013. The entering into of the First Deed of Amendments was approved by the Shareholders by way of poll at a special general meeting of CMF held on 7 September 2009.

The Proposed Amendment

On 10 September 2013 (after trading hours), CMF and New Asia, the current holder of the Convertible Bonds and a wholly-owned subsidiary of Culture Landmark, entered into the Second Deed of Amendments to further extend the maturity date of the Convertible Bonds from 24 September 2013 to 24 September 2015. Subject to the fulfilment of the conditions under the Second Deed of Amendments, the Proposed Amendment will become effective on 24 September 2013 and New Asia can exercise the conversion rights attaching to the Convertible Bonds on or before 24 September 2015.

Apart from the Proposed Amendment, the terms and conditions of the Convertible Bonds remain intact and unchanged.

The Second Deed of Amendments shall be subject to the following conditions:

- (i) all necessary consents and approvals required to be obtained on the part of CMF in respect of the Second Deed of Amendments and transaction(s) contemplated thereunder having been obtained; and
- (ii) the Stock Exchange having approved the Proposed Amendment.

As at the date of this joint announcement, condition (ii) has been fulfilled. The Proposed Amendment shall take effect immediately upon the fulfillment of the abovementioned conditions.

Shareholding structure of CMF

The following table shows CMF's shareholding as at the date of this joint announcement and the effect on CMF's shareholding as at the date of this joint announcement assuming all 12,731,006 new conversion Shares were allotted and issued to New Asia upon exercise of the conversion rights attached to the outstanding amount of HK\$6,200,000 of the Convertible Bonds held by New Asia in full:

Shareholders	As at the date of this joint announcement		Assuming all 12,731,006 new conversion Shares were allotted and issued to New Asia upon exercise of the conversion rights attached to the outstanding amount of HK\$6,200,000 of the Convertible Bonds held by New Asia in full (Note)	
	Shares	Approximate %	Shares	Approximate %
Culture Landmark	232,366,016	45.95	245,097,022	47.28
Eternity Investment Limited	146,640,000	29.00	146,640,000	28.29
Public Shareholders	<u>126,643,710</u>	<u>25.05</u>	<u>126,643,710</u>	<u>24.43</u>
Total	<u><u>505,649,726</u></u>	<u><u>100.00</u></u>	<u><u>518,380,732</u></u>	<u><u>100.00</u></u>

Note: For illustration purpose only. Pursuant to the terms of the Convertible Bonds, the holder(s) of the Convertible Bonds shall not be entitled to exercise the conversion right attaching to the Convertible Bonds if such conversion will cause the public float of CMF to fall below the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

As at the date of this joint announcement, New Asia is interested in (i) 232,366,016 Shares, representing approximately 45.95% of the existing total issued Shares of 505,649,726 Shares; and (ii) the outstanding amount of HK\$6,200,000 of the Convertible Bonds convertible into 12,731,006 new conversion Shares, representing approximately 2.46% of the total issued Shares of 518,380,732 Shares as enlarged by the 12,731,006 new conversion Shares, at the prevailing conversion price of HK\$0.487 per conversion Share, subject to adjustment if required.

Reasons for the Proposed Amendment

According to the original terms and conditions under the Subscription Agreement, the holder(s) of the Convertible Bonds shall not be entitled to exercise the conversion right attaching to the Convertible Bonds if such conversion will cause the public float of CMF to fall below the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules. As at the date of this joint announcement, 126,643,710 Shares, representing approximately 25.05% of the entire issued Shares, are held by public Shareholders.

Given the upcoming maturity of the Convertible Bonds on 24 September 2013, CMF and New Asia entered into the Second Deed of Amendments.

The Proposed Amendment which was arrived after arm's length negotiation between the CMF Board and New Asia having taken into consideration the following factors:

- (i) the Proposed Amendment offers flexibility to New Asia to exercise the conversion rights attaching to the Convertible Bonds or procure strategic investors or strategic alliance to participate in the business of CMF as and when the board of New Asia considers appropriate;
- (ii) the Convertible Bonds do not carry any interest;
- (iii) the conversion of the Convertible Bonds, if converted in full, which represents approximately 2.46% of total issued Shares of 518,380,732 Shares as enlarged by the 12,731,006 new conversion Shares, has no material effect on the existing shareholding of CMF; and
- (iv) there is no financial impact to the financial position and operations of the Group as a result of such amendment.

In view of the above, the CMF Board considers that the Proposed Amendment is in the interests of CMF and the Shareholders as a whole.

The principal activity of CMF is investment holding and the principal activities of its subsidiaries and jointly controlled entities are the provision of artist management services and film production and distribution.

Culture Landmark is an investment holding company and its subsidiaries are principally engaged in property investment, property sub-leasing, licence fee collection business in the People Republic of China, entertainment business, exhibition-related business and restaurant operations.

Listing Rules/GEM Listing Rules implications

According to Rule 34.05 of the GEM Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. The Proposed Amendment shall be subject to the approval of the Stock Exchange. An application for approval of the Proposed Amendment under the Second Deed of Amendments has been submitted by CMF to the Stock Exchange. The Stock Exchange confirmed the Proposed Amendment on 28 August 2013 provided that the Proposed Amendment is duly approved by the Independent Shareholders at the SGM.

CMF will put forward the Proposed Amendment at the SGM for Independent Shareholders' approval.

As New Asia is a wholly-owned subsidiary of Culture Landmark, a substantial Shareholder, the Proposed Amendment constitutes a connected transaction for CMF under the GEM Listing Rules and is subject to reporting, announcement and Independent Shareholders' approval requirements.

Given that Culture Landmark, the ultimate beneficial owner of the Convertible Bonds, is considered to have material interests in the Proposed Amendment, Culture Landmark, New Asia and their respective associates shall abstain from voting to approve the Second Deed of Amendments and the transaction(s) contemplated thereunder at the SGM. Save as disclosed, no other Shareholders have material interest in the Second Deed of Amendments and the transaction(s) contemplated thereunder and are required to abstain from voting at the SGM.

The Independent Board Committee comprising all the independent non-executive directors of CMF, will be formed to advise the Independent Shareholders as to the fairness and reasonableness of the Proposed Amendment and transaction(s) contemplated under the Second Deed of Amendments. Donvex has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, amongst other things, details of the Proposed Amendment, the letter from the Independent Board Committee, the letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholder and notice of the SGM will be despatched to the Shareholders as soon as possible.

This joint announcement is made by Culture Landmark pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong.

DEFINITIONS

In this joint announcement, the following words and expressions shall, unless the context otherwise requires, have the same meanings when used herein:

“CMF”	China Media and Films Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on GEM
“CMF Board”	the board of directors of CMF
“Convertible Bonds”	the HK\$350,000,000 face value convertible bonds issued by CMF pursuant to the Subscription Agreement
“Culture Landmark”	Culture Landmark Investment Limited (stock code: 674), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Donvex”	Donvex Capital Limited, a licensed corporation registered under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) to carry on type 6 regulated activity as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Proposed Amendments and transaction(s) contemplated under the Second Deed of Amendments
“First Deed of Amendments”	the first deed of amendments dated 5 October 2009 entered into between Golife Concepts Holdings Limited (former name of CMF) and the holders of the Convertible Bonds to amend the terms of the Convertible Bonds as detailed in CMF’s announcement dated 21 July 2009 and circular dated 12 August 2009
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	CMF and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Board Committee”	the independent board committee comprising all the independent non-executive directors of CMF to advise the Independent Shareholders as to fairness and reasonableness of the Proposed Amendment and the transaction(s) contemplated under the Second Deed of Amendments
“Independent Shareholders”	Shareholders other than Culture Landmark, New Asia and their respective associate(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange
“New Asia”	New Asia Media Development Limited, a wholly-owned subsidiary of Culture Landmark, a substantial/controling (as defined under the GEM Listing Rules) Shareholder
“Proposed Amendment”	the proposed amendment to the terms of convertible securities which involves the extending of the maturity date of the Convertible Bonds from 24 September 2013 to 24 September 2015
“Second Deed of Amendments”	the second deed of amendments dated 10 September 2013 entered into between CMF and New Asia to amend the terms of the Convertible Bonds to take effect on 24 September 2013
“SGM”	the special general meeting of CMF to be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Second Deed of Amendments and the transaction(s) contemplated thereunder
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of CMF
“Shareholder(s)”	holder(s) of Share(s) as recorded on the registers of members of CMF
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 9 July 2008 entered into by Golife Concepts Holdings Limited (former name of CMF) and the subscriber in relation to the subscription of the Convertible Bonds as detailed in the CMF’s announcement dated 9 July 2008 and circular dated 28 July 2008

“HK\$” Hong Kong dollar, the lawful currency of the Hong Kong

“%” per cent.

By Order of the board of directors of
China Media and Films Holdings Limited

Cheng Yang
Chairman

By Order of the board of directors of
Culture Landmark Investment Limited

Cheng Yang
Chairman

Hong Kong, 10 September 2013

As at the date of this joint announcement, the CMF Board comprises Mr. Cheng Yang (Chairman and Chief Executive Officer), Mr. Leung Wai Man and Ms. Jiang Di as executive directors of CMF; and Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Mr. Fung Wai Ching as independent non-executive directors of CMF.

As at the date of this joint announcement, the executive directors of Culture Landmark are Mr. Cheng Yang, Mr. Li Weipeng and Ms. Lei Lei; and the independent non-executive directors of Culture Landmark are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.

This joint announcement, for which the directors of CMF collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to CMF. The directors of CMF, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this joint announcement misleading.

This joint announcement will be published on the GEM website on the “Latest Company Announcements” page for at least seven days from the date of its publication and on the CMF’s website at www.cmfhl.com.