

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

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**Company name:** China Media and Films Holdings Limited

**Stock code (ordinary shares):** 8172

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 19 June 2014.....

**A. General**

Place of incorporation: incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 26 March 2002

Name of Sponsor(s): N/A

Names of directors:  
(*please distinguish the status of the directors — Executive, Non-Executive or Independent Non-Executive*)

Executive directors:  
Mr. Heung Wah Keung (Chairman)  
Mr. Leung Wai Man

Independent non-executive directors :  
Mr. Yip Tai Him  
Mr. Law Yiu Sang, Jacky  
Mr. Fung Wai Ching

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:	<b>Name</b>	<b>Number of shares and other securities of the Company</b>	<b>Percentage</b>
	Culture Landmark Investment Limited ("Culture Landmark") (Note)	245,097,022 shares and CLN in the amount of HK\$6,200,000	27.06%
	New Asia Media Development Limited ("New Asia Media") (Note)	245,097,022 shares and CLN in the amount of HK\$6,200,000	27.06%
	Eternity Investment Limited	146,640,000 shares	16.19%

*Note:* New Asia Media is the beneficial owner of 245,097,022 shares and zero-coupon convertible loan notes (the "CLN") due 24 September 2015 in the amount of HK\$6,200,000 of the Company, and is wholly and beneficially owned by Culture Landmark, a company listed on the Main Board of the Exchange.

Name(s) of company(ies) listed on GEM or the Main Board of the Exchange within the same group as the Company:	N/A
Financial year end date:	<u>31 December</u>
Registered address:	<u>Clarendon House 2 Church Street Hamilton HM 11 Bermuda</u>
Head office and principal place of business:	<u>Unit 3407, 34/F., Shun Tak Centre West Tower, 168-200 Connaught Road Central Hong Kong</u>
Web-site address (if applicable):	<u><a href="http://www.cmfhl.com">http://www.cmfhl.com</a></u>
Share registrar:	<u>Computershare Hong Kong Investor Services Limited 46th Floor, Hopewell Centre 183 Queen's Road East, Hong Kong</u>
Auditors:	<u>HLB Hodgson Impey Cheng Limited</u>

## **B. Business activities**

The principal activities of the Group are provision of artists management services and film production and distribution.

## **C. Ordinary shares**

Number of ordinary shares in issue:	<u>905,649,726</u>
Par value of ordinary shares in issue:	<u>HK\$0.01 each</u>
Board lot size (in number of shares):	<u>20,000</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

## **D. Warrants**

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

## **E. Other securities**

CLN

On 25 September 2008, the Company issued CLN in the principal amount of HK\$35,000,000 with a term of 3 years and zero coupon rate. Details of the transaction were set out in the Company's circular dated 28 July 2008. On 7 September 2009, a resolution was resolved in the special general meeting to modify the terms and conditions of the CLN that (i) the maturity date of the CLN shall be the fifth anniversary of the date of issue (the "New Maturity Date"); and (ii) the mandatory conversion of any outstanding amount of the CLN into new conversion shares shall be at the New Maturity Date. On 23 October 2013, a resolution was resolved in the special general meeting to extend the maturity date of the outstanding CLN from 24 September 2013 to 24 September 2015. As at the date hereof, HK\$6,200,000 of the CLN remain outstanding.

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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HEUNG Wah Keung

\_\_\_\_\_  
LEUNG Wai Man

\_\_\_\_\_  
YIP Tai Him

\_\_\_\_\_  
LAW Yiu Sang, Jacky

\_\_\_\_\_  
FUNG Wai Ching