

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

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**Company name:** China Star Cultural Media Group 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 20 March 2015.

**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. Leung Wai Man  
Ms. Li Yee Mei  
Ms. Wu Li

Non Executive Director:  
Mr. Zou Xiao Chun

Independent non-executive directors:  
Mr. Yip Tai Him  
Mr. Law Yiu Sang, Jacky  
Mr. Fung Wai Ching  
Mr. Ng Wai Hung  
Mr. Lam Cheung Shing Richard

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>
	Jiaxuan Group Company Limited	965,863,405 shares 965,863,404 partly paid convertible preferred shares	42%
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:	31 December		
Registered address:	Clarendon House 2 Church Street Hamilton HM 11 Bermuda		
Head office and principal place of business:	Unit 3407, 34/F., Shun Tak Centre West Tower, 168-200 Connaught Road Central Hong Kong		
Web-site address (if applicable):	<a href="http://www.chinastarcmg.com.hk">http://www.chinastarcmg.com.hk</a>		
Share registrar:	Computershare Hong Kong Investor Services Limited 46th Floor, Hopewell Centre 183 Queen's Road East, Hong Kong		
Auditors:	HLB Hodgson Impey Cheng Limited		

## **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>2,299,674,774</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**

### Convertible Preferred Shares

Pursuant to the Subscription Agreement dated 24 November 2014, 1,379,804,862 partly-paid Preferred Shares of HK\$0.01 each in the capital of the Company have been issued on 19 March 2015. Such Preferred Shares, if fully-paid, can be convertible into 1,379,804,862 ordinary shares of the Company.

## **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:

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

\_\_\_\_\_  
LI Yee Mei

\_\_\_\_\_  
WU Li

\_\_\_\_\_  
ZOU Xiao Chun

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

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

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

\_\_\_\_\_  
NG Wai Hung

\_\_\_\_\_  
LAM Cheung Shing Richard