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China Star Cultural Media Group Limited
中國星文化產業集團有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8172)

**RESIGNATION AND APPOINTMENT OF DIRECTORS,
CHANGES TO THE COMPOSITION OF VARIOUS COMMITTEES AND
CHANGE OF AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of China Star Cultural Media Group Limited (the “**Company**”) hereby announces the following changes with effect from 2 April 2015:

1. RESIGNATION OF DIRECTORS

- Ms. Li Yee Mei (“Ms. Li”) has resigned as an executive director;
- Mr. Yip Tai Him (“Mr. Yip”) and Mr. Law Yiu Sang, Jacky (“Mr. Law”) have resigned as independent non-executive directors;

2. APPOINTMENT OF DIRECTOR

- Mr. Zhou Ya Fei (“Mr. Zhou”) has been appointed as a non-executive director of the Company;

3. CHANGES TO THE COMPOSITION OF VARIOUS COMMITTEES

4. CHANGE OF AUTHORISED REPRESENTATIVES

* *For identification only*

RESIGNATION OF DIRECTORS

The board of directors (the “**Board**”) of China Star Cultural Media Group Limited (the “**Company**”) hereby announces that with effect from 2 April 2015:

- (i) Ms. Li Yee Mei (“Ms. Li”) has resigned as an executive director; and
- (ii) Mr. Yip and Mr. Law have resigned as independent non-executive directors.

All the abovementioned resigning directors have resigned on their own accord due to their other business commitments and have confirmed that they have no disagreement with the Board and there are no other matters relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere appreciation to Ms. Li, Mr. Yip and Mr. Law for their valuable contributions to the Company during their tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Mr. Zhou Ya Fei (“Mr. Zhou”) has been appointed as a non-executive director with effect from 2 April 2015.

Mr. Zhou Ya Fei

Mr. Zhou, aged 47, graduated from the Beijing Institute of Technology with a master degree. Prior to joining the Group, he was the Chief Financial Officer of GOME Electrical Appliances Holding Limited (Stock Code: 493) from 2000 to 2008. Mr. Zhou has over 20 years of experience in PRC accounting, finance and tax consulting. He is a registered accountant (non-practising) and a registered tax agent (non-practising) in the PRC.

Mr. Zhou will enter into a service contract with the Company. Mr. Zhou is appointed for a term of 3 years and he shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the bye-laws of the Company and the Listing Rules.

Mr. Zhou does not receive any fixed remuneration for his duties performed as a non-executive director of the Company. To the best knowledge of the directors of the Company, Mr. Zhou is an employee of a company controlled by Mr. Wong Kwong Yu, a controlling shareholder of the Company. As at the date of this announcement, save as disclosed herein, Mr Zhou does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO, and has not held any other directorships in any public listed companies in the past three years, are not connected with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the GEM Listing Rules) and there is no other information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no matters that need to be brought to the attention of the Shareholders.

CHANGES TO THE COMPOSITION OF VARIOUS COMMITTEES

The Board also announces the following changes to the composition of various committees effective from 2 April 2015:

Audit Committee

Mr. Lam Cheung Shing Richard (“Mr. Lam”), an independent non-executive director of the Company, is appointed as the Chairman of the audit committee;

Mr. Ng Wai Hung (“Mr. Ng”), an independent non-executive director of the Company, and Mr. Zhou are appointed as members of the audit committee;

Existing members, Mr. Fung Wai Ching (“Mr. Fung”), Mr. Yip and Mr. Law resigned from the audit committee.

Remuneration Committee

Mr. Lam is appointed as the Chairman of the remuneration committee;

Mr. Zou Xiao Chun, a non-executive director of the Company, and Mr. Ng are appointed as members of the remuneration committee; and

Existing members, Mr. Fung, Mr. Yip and Mr. Law resigned from the remuneration committee.

Nomination Committee

Mr. Ng, is appointed as the Chairman of the nomination committee;

Mr. Lam and Mr. Zhou are appointed as members of the nomination committee; and

Existing members, Mr. Fung, Mr. Yip and Mr. Law resigned from the nomination committee.

CHANGE OF AUTHORIZED REPRESENTATIVES

Ms. Li has ceased to act as one of the authorized representative of the Company under the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange.

Mr. Chan Kam Kwan, Jason (“Mr. Chan”), the company secretary of the Company, has been appointed on the same date as the authorized representative.

By Order of the Board
China Star Cultural Media Group Limited
Chan Kam Kwan Jason
Company Secretary

Hong Kong, 2 April 2015

As at the date of this announcement, the executive Directors are Mr. Leung Wai Man and Ms. Wu Li, the non-executive Directors are Mr. Zou Xiao Chun and Mr. Zhou Ya Fei and the independent nonexecutive Directors are Mr. Fung Wai Ching, Mr. Ng Wai Hung and Mr. Lam Cheung Shing Richard.

This announcement, for which the Directors 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 the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 announcement misleading.

This announcement will be published on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website at www.chinastarcmg.com.hk. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.