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**中國傳媒影視控股有限公司\***  
China Media and Films Holdings Limited

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

**(Stock Code: 8172)**

**RESIGNATION OF EXECUTIVE DIRECTORS,  
CHIEF EXECUTIVE OFFICER, CHAIRMAN,  
COMPLIANCE OFFICER AND  
AUTHORIZED REPRESENTATIVE;  
APPOINTMENT OF EXECUTIVE DIRECTOR,  
CHAIRMAN AND AUTHORIZED REPRESENTATIVE  
AND  
CHANGE OF ADDRESS OF HEAD OFFICE AND  
PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board announces the following changes with effect from 28 March 2014:

1. Mr. Cheng Yang has resigned as executive director, chief executive officer, chairman, compliance officer and authorized representative of the Company;
2. Ms. Jiang Di has resigned as executive director and vice president of the Company;
3. Mr. Heung Wah Keung has been appointed as executive director, chairman and authorized representative of the Company; and
4. the address of the head office and principal place of business of the Company in Hong Kong has been changed to Unit 3407, 34/F., Shun Tak Centre West Tower, 168-200 Connaught Road, Central, Hong Kong.

**RESIGNATION OF EXECUTIVE DIRECTORS, CHIEF EXECUTIVE OFFICER,  
CHAIRMAN, COMPLIANCE OFFICER AND AUTHORIZED REPRESENTATIVE**

The board of directors (the “Board”) of China Media and Films Holdings Limited (the “Company”) announces that Mr. Cheng Yang (“Mr. Cheng”) has resigned as executive director, chief executive officer, chairman, compliance officer and authorized representative of the Company with effect from 28 March 2014.

\* *For identification only*

The Board also announces that Ms. Jiang Di (“Ms. Jiang”) has resigned as executive director and vice president of the Company with effect from 28 March 2014.

Mr. Cheng and Ms. Jiang have resigned due to their other business commitments which require more of their dedication and have confirmed that they have no disagreement with the board of the Company and there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to thank Mr. Cheng and Ms. Jiang for their valuable contribution to the Company during their tenure of office.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR, CHAIRMAN AND AUTHORIZED REPRESENTATIVE**

The Board is pleased to announce that Mr. Heung Wah Keung (“Mr. Heung”) has been appointed as executive director, chairman and authorized representative of the Company with effect from 28 March 2014.

The biographical details of Mr. Heung are as follows:

Mr. Heung, aged 65, has over 30 years of experience in the entertainment and multimedia industries. He was the founder of Win’s Entertainment Limited and One Hundred Years of Film Company Limited, which produces films recommended by audiences and distributors around the world. He is also the vice-chairman of Hong Kong Kowloon and New Territories Motion Picture Industry Association Limited. Mr. Heung is the chairman and executive director of China Star Entertainment Limited (“China Star”) (Stock code: 326, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”). Mr. Heung was the chairman and executive director of Eternity Investment Limited (Stock code: 764, a company listed on the Main Board of the Stock Exchange) during the period from 2 August 2001 to 31 January 2010 and was also an executive director of the Company during the period from 6 August 2009 to 21 January 2010.

Mr. Heung is also an executive director of China Star Film Group Limited and its wholly owned subsidiary, China Star Film Production Limited, which are joint venture companies equally held by the Company and China Star.

Save as disclosed above, Mr. Heung did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement.

Mr. Heung has not entered into a service contract with the Company. Mr. Heung has not be appointed for a specific term. Mr. Heung is subject to re-appointment or retirement by rotation in accordance with the bye-laws of the Company. Mr. Heung is entitled to an annual emolument of HK\$120,000 which will be reviewed annually by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and the Company’s remuneration policy.

As at the date hereof, Mr. Heung does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or any of their respective associates (as defined in the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on the Growth Enterprise Market (“GEM”) of the Stock Exchange). Mr. Heung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no information relating to Mr. Heung that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Heung’s appointment.

The Board would like to take this opportunity to welcome Mr. Heung to join the Board.

## **CHANGE OF ADDRESS OF HEAD OFFICE AND PRINCIPLE PLACE OF BUSINESS IN HONG KONG**

The address of the head office and principal place of business of the Company in Hong Kong has been changed to Unit 3407, 34/F., Shun Tak Centre West Tower, 168-200 Connaught Road, Central, Hong Kong with effect from 28 March 2014.

By Order of the Board  
**China Media and Films Holdings Limited**  
**Leung Wai Man**  
*Executive Director*

Hong Kong, 28 March 2014

*As at the date of this announcement, the executive directors of the Company are Mr. Heung Wah Keung and Mr. Leung Wai Man and the independent non-executive directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Mr. Fung Wai Ching.*

*This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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.cmfl.com](http://www.cmfl.com).*