

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/03/2014

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | China Media and Films Holdings Limited |
|----------------|--|
| Date Submitted | 01/04/2014 |

I. Movements in Authorised Share Capital

| 1. | Ordinary | Shares |
|----|----------|--------|
|----|----------|--------|

| (1) Stock code : <u>8172</u> Descr | iption : <u>C MED</u> | ption : <u>C MEDIA&FILMS</u> | | |
|-------------------------------------|------------------------|----------------------------------|---|--|
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding month | 3,000,000,000 | HK\$0.01 | HK\$30,000,000 | |
| Increase/(decrease) | | | | |
| Balance at close of the month | 3,000,000,000 | <u>HK\$0.01</u> | HK\$30,000,000 | |
| (2) Stock code : <u>N/A</u> Descr | iption : | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding month | | | | |
| Increase/(decrease) | | | | |
| Balance at close of the month | | | | |

2. Preference Shares

| Stock code : | N/A | Description : | | |
|-------------------|-------------|---------------------------|-------------------------------------|---|
| | | No. of preferen shares | Par value ce (State currency) | Authorised share capital (State currency) |
| Balance at close | of precedin | ng month | | |
| Increase/(decreas | se) | | | |
| Balance at close | of the mon | th | | |

3. Other Classes of Shares

| Stock code : <u>N</u> | N/A | Descript | tion : | | |
|-----------------------|-----------|----------|--------------------------------|----------------------------------|---|
| | | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | preceding | month | | | |
| Increase/(decrease) | | - | | | |
| Balance at close of | the month | - | | | |

Total authorised share capital at the end of the month (StateHK\$30,000,000currency) :

II. Movements in Issued Share Capital

| | No. of or | dinary shares | No of preference | e No. of other classes | | |
|--|-------------|---------------|------------------|------------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 505,649,726 | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | | |
| Increase/ (decrease) during the month | 0 | N/A | <u>N/A</u> | <u>N/A</u> | | |
| Balance at close of the month | 505,649,726 | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | | |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option | Schemes of the | Issuer) | | | |
|--|--------------|------------------|----------------|---------------|--|--|
| Particulars of share option scheme including EGM | | | | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto |
| approval date | | Movement du | ring the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | | 0 | | _ | |
| class of shares | | T · 1 | C 11 1 | T 1 | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| <u>2.1\/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| <u>3. IN/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | Total A. (Ord | | | |
| | | | • | rence shares) | | |
| | | | | (Other class) | IN/A | |
| Total funds raised du | | trom exercise of | | | | |
| options (State current | :y) | | HK\$0 | | | |
| | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|----------------------------------|---|--|--|
| 1. N/A | | | | | |
| | · | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | |
| EGM approval date (if applicable) | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | |
| (/ /) | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | |
| 3. N/A | | | | | |
| - | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | |
| Subscription price | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 4. N/A | · · · · · · · · · · · · · · · · · · · | | | | |
| | | | | | |
| Class of shares | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Tota | (Prefere | nary shares) <u>0</u> ence shares) <u>N/A</u> Other class) <u>N/A</u> | | |

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which may be issuer issued issued pursuant during the thereto as at month Currency of Amount at close Converted Amount at pursuant close of the amount of preceding during the close of the thereto month Class and description outstanding month month month 1. Convertible loan note 6,200,000 6,200,000 12,731,006 HKD _ -Stock code (if listed) N/A Class of shares issuable (Note 1) Ordinary shares Subscription price HK\$0.487 EGM approval date (if applicable) (12/08/2008)(dd/mm/yyyy)) (23/10/2013) 2. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) <u>3.</u> N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total C. (Ordinary shares) 0 (Preference shares) $\overline{N/A}$ (Other class) $\overline{N/A}$

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto |
|---|---|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | mereto | as at close of the month |
| 1. <u>N/A</u> | | |
| | | |
| | - | |
| 2. N/A | | |
| 2. IVA | | |
| (/ / _) | - | |
| shares (Note 1) | - | |
| 3. <u>N/A</u> | | |
| | - | |
| (/ /) | | |
| shares (Note 1) | | |
| Total D. (Ordinary shares) | 0 | |
| (Preference shares) (Other class) | N/A N/A | |
| (other class) | 11/21 | |

| | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of |
|----|---------------|------------------|--|---------|---|--|
| | Type of Issue | | | | | the month |
| | | | Class of shares sisuable (<i>Note 1</i>) | | | |
| 1. | Rights issue | At price : State | Issue and allotment (date : (dd/mm/yyyy) | (//) | | |
| | | | EGM approval date: ((dd/mm/yyyy) | (//) | | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 2. | Open offer | At price : State | | (//) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (//) | | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (//) | | |
| | | | SGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 4. | Bonus issue | | Issue and allotment (date : (dd/mm/yyyy) | (/ /) | | |
| | | | EGM approval date: ((dd/mm/yyyy) | (//) | | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | | | | |

Other Movements in Issued Share Capital

| | | For Main Board and GEM listed issuers | | | | | | |
|----|----------------------|---------------------------------------|--|-----|-----|---|---|---|
| | Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | Type of Issue | | | | | | | |
| | | At arison State | Class of shares issuable (<i>Note 1</i>) Issue and allotment | | . / |) | | |
| 5. | Scrip dividend | At price : State currency | date : (dd/mm/yyyy) | | | , | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | . / |) | <u>N/A</u> | <u>N/A</u> |
| | | | Class of shares repurchased (<i>Note 1</i>) | | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | N/A | N/A |
| | | | | | | | | |
| | | | Class of shares redeemed (<i>Note 1</i>) | | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | / |) | <u>N/A</u> | <u>N/A</u> |
| | | | Class of the | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | | |
| 8. | Consideration issue | At price : State | date : (dd/mm/yyyy) | | ' / | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | ' / |) | N/A | N/A |
| | | | | | | | | |

| | | | F | or Main Bo | ard and | d GEM listed issue | ers |
|--|-----------|---------------|--|----------------------------|---------|---|---|
| Type of Iss | 116 | | | | (| No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 9. Capital reorganisa | | | Class of share issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy) | es (/ / _) (/ / _) | | <u>N/A</u> | <u>N/A</u> |
| 10. Other (Please sp | ecify) At | price : State | Class of share issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ / |) | <u>N/A</u> | <u>N/A</u> |
| Total E. (Ordinary shares) 0 (Preference shares) N/A (Other class) N/A | | | | | | - | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | _0 | |
|--|-----|-----|--|
| | (2) | N/A | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | | |

| Remarks | (if | any) |): |
|---------|-----|------|----|
| | · | | |

| Submitted by: Leung Wai Man |
|--|
| Title: Director |
| (Director, Secretary or other duly authorised officer) |
| |
| |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*