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**POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND SPECIAL GENERAL MEETING
HELD ON 10 JUNE 2014**

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM and SGM.

References are made to (i) the circular (the “**AGM Circular**”) incorporating the notice (the “**Notice of AGM**”) of the annual general meeting (the “**AGM**”) of China Media and Films Holdings Limited (the “**Company**”) dated 8 May 2014; and (ii) the circular (the “**SGM Circular**”, which together with the AGM Circular, the “**Circulars**”) incorporating the notice (the “**Notice of SGM**”, which together with the Notice of AGM, the “**Notices**”) of the special general meeting (the “**SGM**”) of the Company dated 20 May 2014. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF THE AGM AND SGM

At the AGM and SGM held on 10 June 2014, all proposed resolutions as set out in the Notices were taken by poll. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM and SGM for the purpose of vote-taking.

As at the date of the AGM and SGM, the total number of issued shares in the Company was 605,649,726 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the AGM and SGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM or SGM, or abstain from voting at the AGM or SGM.

* For identification only

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM and the SGM. The poll results in respect of the resolutions proposed at the AGM and the SGM were as follows:

AGM

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2013	526,707,754 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Heung Wah Keung as an executive Director	526,707,754 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Leung Wai Man as an executive Director	526,707,754 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Fung Wai Ching as an independent non-executive Director	526,707,754 (100.00%)	0 (0.00%)
	(d) To authorise the board of Directors to fix the Directors' remuneration	526,707,754 (100.00%)	0 (0.00%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditor and to authorise the board of Directors to fix its remuneration	526,707,754 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Shares	526,707,754 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase the Shares	526,707,754 (100.00%)	0 (0.00%)
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.4	526,707,754 (100.00%)	0 (0.00%)
7.	To approve the adoption of the new share option scheme of the Company	526,707,740 (100.00%)	0 (0.00%)

Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve the change of the English name of the Company from “China Media and Films Holdings Limited” to “China Star Cultural Media Group Limited” and the Chinese name of the Company “中國星文化產業集團有限公司” to be adopted to replace “中國傳媒影視控股有限公司” for identification purpose only	526,707,754 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the resolutions of the AGM numbered 1 to 7, the resolutions of the AGM numbered 1 to 7 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the resolution of the AGM numbered 8, the resolution of the AGM numbered 8 was duly passed as a special resolution of the Company.

SGM

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares	524,726,950 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of the resolution of the SGM, the resolution of the SGM was duly passed as an ordinary resolution of the Company.

By order of the Board
China Media and Films Holdings Limited
Heung Wah Keung
Chairman

Hong Kong, 10 June 2014

As at the date of this announcement, the executive Directors 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 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.cmfhl.com.