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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)

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE LOAN NOTE

References are made to the announcement (the “**Announcement**”) of China Media and Films Holdings Limited (the “**Company**”) dated 3 April 2014 in relation to the placing of up to 100,000,000 Placing Shares (the “**First Placing**”) and the announcement of the Company dated 24 April 2014 in relation to the placing of up to 300,000,000 Placing Shares (the “**Second Placing**”). Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to the instrument constituting the convertible loan note (the “**Convertible Loan Note**”) issued by the Company on 25 September 2008, the conversion price of the Convertible Loan Note shall be adjusted from HK\$0.487 per Share to HK\$0.436 per Share after the completion of the First Placing and the Second Placing.

The auditors of the Company have reviewed the adjustment with respect to the conversion price of the Convertible Loan Note and agreed that the adjustment is in accordance with the instrument constituting the Convertible Loan Note.

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

Hong Kong, 19 June 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.

** for identification purposes only*

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 of Hong Kong Limited 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.