

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.*



**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)**

**POLL RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 16 MARCH 2015  
AND  
UPDATE ON SUBSCRIPTION**

The Board is pleased to announce that the Resolutions set out in the SGM Notice were duly passed by way of poll at the SGM held on 16 March 2015.

As at the date of this announcement, conditions precedent (b), (c), (d), (e) and (f) to the Subscription as set out under the section headed “Conditions of the Subscription” in the Circular have been fulfilled and the other conditions precedent remain outstanding.

**Shareholders and potential investors of the Company should note that Completion is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Conditions of the Subscription” in the Circular. Further announcement(s) will be made by the Company in respect of the Subscription as and when appropriate.**

**POLL RESULTS OF THE SGM**

Reference is made to the circular (the “Circular”) of China Star Cultural Media Group Limited (the “Company”) dated 18 February 2015, the Company’s notice (the “SGM Notice”) of the special general meeting dated 18 February 2015 and the Company’s announcement dated 27 February 2015. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

\* *For identification only*

The Board is pleased to announce that the resolutions (the “Resolutions”) set out in the SGM Notice were duly passed by the Independent Shareholders by way of poll at the SGM held on 16 March 2015.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

Details of the poll results in respect of the Resolutions are as follows:

<b>Ordinary resolutions (Note)</b>		<b>Number of Shares voted (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Share Capital Resolution as set out in ordinary resolution no. 1 of the SGM Notice.	715,267,155 (99.999998%)	14 (0.000002%)
2.	To approve the Subscription as set out in ordinary resolution no. 2 of the SGM Notice.	715,267,155 (99.999998%)	14 (0.000002%)
3.	To approve the Whitewash Waiver as set out in ordinary resolution no. 3 of the SGM Notice.	715,267,155 (99.999998%)	14 (0.000002%)
4.	To approve the appointment of Ms. Wu Li as an executive Director as set out in ordinary resolution no. 4 of the SGM Notice.	715,267,169 (100%)	0 (0%)
5.	To approve the appointment of Mr. Zou Xiao Chun as a non-executive Director as set out in ordinary resolution no. 5 of the SGM Notice.	715,267,169 (100%)	0 (0%)
6.	To approve the appointment of Mr. Ng Wai Hung as an independent non-executive Director as set out in ordinary resolution no. 6 of the SGM Notice.	715,267,169 (100%)	0 (0%)
7.	To approve the appointment of Mr. Lam Cheung Shing Richard as an independent non-executive Director as set out in ordinary resolution no. 7 of the SGM Notice.	715,267,169 (100%)	0 (0%)
8.	To approve and authorise the Directors to appoint additional Directors up to a maximum number of 20 as set out in ordinary resolution no. 8 of the SGM Notice.	715,267,169 (100%)	0 (0%)
<b>Special resolution (Note)</b>		<b>Number of Shares voted (%)</b>	
		<b>For</b>	<b>Against</b>
9.	To approve the amendments to the Bye-laws as set out in special resolution no. 9 of the SGM Notice.	715,267,169 (100%)	0 (0%)

*Note:* The full text of the Resolutions is set out in the SGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the relevant ordinary resolutions were duly passed at the SGM; and as more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed at the SGM.

As at the date of the SGM, the issued share capital of the Company was 919,869,909 Ordinary Shares. None of the Shareholders had a material interest (other than being a Shareholder) in the Subscription, the Whitewash Waiver, the Share Capital Resolution, the amendment to Bye-laws or the Appointment of Directors as at the date of the SGM. No Shareholders were required to abstain from voting in respect of the Resolutions at the SGM, nor any Shareholders were entitled to attend but required to abstain from voting in favour of any of the Resolutions at the SGM.

### Effect on shareholding structure

Set out below for illustrative purposes are the shareholding structures of the Company as at the date of this announcement and immediately upon (i) Completion of the Subscription; (ii) conversion in full of the Tranche A Preferred Shares; and (iii) conversion in full of the Tranche A Preferred Shares and the Tranche B Preferred Shares, assuming no other Ordinary Shares will be allotted and issued between the date of this announcement and the date until all Tranche A Preferred Shares and Tranche B Preferred Shares have been fully converted:

	As at the date of this announcement		Immediately after Completion of the Subscription and before the allotment and issue of any Conversion Shares		Immediately after Completion of the Subscription and conversion in full of the Tranche A Preferred Shares (Note)		Immediately after Completion of the Subscription and the conversion in full of the Tranche A Preferred Shares and the Tranche B Preferred Shares (Note)	
	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%
<b>The Subscribers</b>								
Jiaxuan	—	—	965,863,405	42.00	1,448,795,107	48.46	1,931,726,809	52.50
Vision Path	—	—	206,970,730	9.00	310,456,095	10.38	413,941,459	11.25
First Charm	—	—	151,778,535	6.60	227,667,803	7.62	303,557,070	8.25
REORIENT Global	—	—	55,192,195	2.40	82,788,292	2.77	110,384,389	3.00
<i>Subtotal</i>	—	—	1,379,804,865	60.00	2,069,707,297	69.23	2,759,609,727	75.00
<b>Public Shareholders</b>								
Existing public Shareholders	919,869,909	100.00	919,869,909	40.00	919,869,909	30.77	919,869,909	25.00
<b>Total</b>	<b>919,869,909</b>	<b>100.00</b>	<b>2,299,674,774</b>	<b>100.00%</b>	<b>2,989,577,206</b>	<b>100.00%</b>	<b>3,679,479,636</b>	<b>100.00%</b>

*Note:*

These columns are set out for illustration purpose only. The allotment and issue of the Conversion Shares are subject to the Tranche A Preferred Shares or the Tranche B Preferred Shares (as the case may be) having been fully paid up and the public float requirements under the GEM Listing Rules.

## **UPDATE ON THE SUBSCRIPTION**

As at the date of this announcement, conditions precedent (b), (c), (d), (e) and (f) to the Subscription as set out under the section headed “Conditions of the Subscription” in the Circular have been fulfilled and the other conditions precedent remain outstanding.

**Shareholders and potential investors of the Company should note that Completion is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Conditions of the Subscription” in the Circular. Further announcement(s) will be made by the Company in respect of the Subscription as and when appropriate.**

By order of the Board  
**China Star Cultural Media Group Limited**  
**Leung Wai Man**  
*Executive Director*

Hong Kong, 16 March 2015

*As at the date of this announcement, the executive Directors are Mr. Leung Wai Man and Ms. Li Yee Mei, 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.chinastarcmg.com.hk](http://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.*