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CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(Stock Code: 550)

POLL RESULTS OF SPECIAL GENERAL MEETING

Reference is made to the joint announcement of Cinderella Media Group Limited (the “**Company**”), Upsky Global Limited, Metro Victory Holdings Limited and Polaris Investment Management Limited dated 9 July 2015 and the circular of the Company dated 5 August 2015 (the “**Circular**”) in relation to, among other things, (i) the sale and purchase of shares in the Company; (ii) the possible mandatory unconditional cash offer; and (iii) the disposal of CinMedia Inc. and Easking Limited. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board wishes to announce the poll results on the ordinary resolution put forward at the SGM held on 21 August 2015 as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder.	59,491,675 (100%)	0 (0%)

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the SGM. As more than 50% of the votes attaching to the Shares held by the Independent Shareholders present and vote in person or by proxy at the SGM were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.

As at the date of the SGM, the total number of issued Shares was 333,784,000.

As disclosed in the Circular, City Apex, ER2, their respective associates and parties acting or presumed to be acting in concert with any of them including The Great Eagle Company, Limited (a fellow subsidiary of Wellsmart Assets Limited which in turn holds 23% of the issued share capital of City Apex), Dr. Lo Ka Shui (a director of City Apex and the ultimate beneficial owner of Excalibur Limited, a company which owns 5% shareholding interest in ER2) and those who are involved or interested in the Disposal and/or the Sale and Purchase Agreement including Ms. Lam Mei Lan (an executive Director) are required to and did abstain from voting on the resolution approving the Disposal at the SGM. As at the date of the SGM, City Apex and ER2 are interested in, control or are entitled to exercise control over an aggregate of 183,632,000 Shares (representing approximately 55.015% of the issued share capital of the Company); The Great Eagle Company, Limited is interested in, controls and is entitled to exercise control over 21,638,000 Shares (representing approximately 6.483% of the issued share capital of the Company); Dr. Lo Ka Shui is directly interested in, controls or is entitled to exercise control over 150,000 Shares (representing approximately 0.045% of the issued share capital of the Company); and Ms. Lam Mei Lan is directly interested in, controls and is entitled to exercise control over 2,400,000 Shares (representing approximately 0.719% of the issued share capital of the Company).

Accordingly, the total number of Shares held by the Independent Shareholders who are entitled to attend and vote for or against the resolution at the SGM was 125,964,000 Shares, representing approximately 37.738% of the total issued share capital of the Company as at the date of the SGM. Save for the aforesaid, there is no other Shareholders who were required to abstain from voting at the SGM as required under the Takeovers Code and the Listing Rules and no Shareholders were entitled to attend but required to abstain from voting in favour of the ordinary resolution at the SGM as set out in Rule 13.40 of the Listing Rules.

By order of the Board
Cinderella Media Group Limited
Lam Mei Lan
Executive Director

Hong Kong, 21 August 2015

As at the date of this announcement, the Board comprises Mr. Lau Chuk Kin and Ms. Lam Mei Lan as executive Directors, Mr. Wan Siu Kau, Mr. Lee Ching Ming, Adrian and Mr. Peter Stavros Patapios Christofis as non-executive Directors and Mrs. Ling Lee Ching Man, Eleanor, Mr. Cheng Ping Kuen, Franco and Mr. Ho David as independent non-executive Directors.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, 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 such statement contained in this announcement misleading.

** For identification purpose only*