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MODERN MEDIA HOLDINGS LIMITED

現代傳播控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 72)

- (1) APPOINTMENT OF EXECUTIVES DIRECTORS;**
- (2) APPOINTMENT OF CHIEF EXECUTIVE OFFICER**
- AND PROMOTION OF CHIEF EXECUTIVE OFFICER TO VICE CHAIRMAN;**
- (3) RESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF**
- DIGITAL MEDIA BUSINESS OFFICER-IN-CHARGE; AND**
- (4) CHANGE OF AUTHORISED REPRESENTATIVE**

APPOINTMENT OF EXECUTIVE DIRECTORS

Each of Ms. Yang and Mr. Li were appointed as an ED with effect from 1 September 2015.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND PROMOTION OF CHIEF EXECUTIVE OFFICER TO VICE CHAIRMAN

(i) Mr. Shao was appointed as the CEO; and (ii) Mr. Wong resigned from the position as the CEO and was appointed as the VC, both with effect from 1 September 2015.

RESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF DIGITAL MEDIA BUSINESS OFFICER-IN-CHARGE

Mr. Cui resigned as an ED and chief investment officer of the Group and ceased to be one of the Authorised Representatives with effect from 31 August 2015, but will remain to be an officer-in-charge of the digital media business of the Group.

CHANGE OF AUTHORISED REPRESENTATIVE

Mr. Shao was appointed as an Authorised Representative with effect from 31 August 2015.

This announcement is made by Modern Media Holdings Limited (“**Company**”) in accordance with Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

APPOINTMENT OF EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of the Company is pleased to announce that each of Ms. Yang Ying (楊瑩) (“**Ms. Yang**”) and Mr. Li Jian (李劍) (“**Mr. Li**”) have been appointed as executive directors of the Company (“**ED**”), both with effect from 1 September 2015.

Pursuant to the Company’s articles of association, each of Ms. Yang and Mr. Li will hold office until the next following general meeting and shall then be eligible for re-election at such general meeting.

The biographical details of Ms. Yang is set out below:

YANG Ying (楊瑩) aged 39, graduated from the Shanghai Foreign Trade College (上海對外貿易學院 in July 1999), majored in Foreign Trade Economy and obtained her master of business administration degree from Euromed Management in November 2013. Immediately before her appointment as an ED, Ms. Yang was the general manager of the Group’s Shanghai office, which is mainly responsible as the publisher for the “Modern Lady Weekly”, and the mobile terminal platform of “iLady”. Following Ms. Yang’s appointment as an ED, she will also be responsible for the management of the operation and development of the Group’s digital media business.

Ms. Yang has more than 16 years’ working experience in the advertising, marketing and public relationship. Ms. Yang worked for Swatch Group and The Wharf Holdings Limited after graduation. In 2000, Ms. Yang joined the Group as Marketing Director of its Shanghai Office and further on promoted as the Deputy General Manager. To broaden her publishing experience, Ms. Yang joined Vogue Magazine, China as Associate Publisher and Customer Services Director from May 2005 to July 2009. In August 2009, Ms. Yang rejoined the Group as general manager at the Group’s Shanghai office. Ms. Yang started to take charge of advertising businesses of the Group since August 2009, and she started to take charge of the operation and sales of “Modern Lady Weekly” and “iLady” from September 2013. As at the date of this announcement, Ms. Yang is interested in 110,000 shares of the Company (“**Shares**”).

The biographical details of Mr. Li is set out below:

LI Jian (李劍) aged 39, graduated from Concordia University of Canada with a bachelor’s degree in commerce in May 2001. Immediately before his appointment as an ED, Mr. Li was the general manager of the Beijing region and the publisher for “Bloomberg Businessweek/China” and the platform for mobile terminal of “Bloomberg Businessweek”.

Prior to joining the Group, Mr. Li had served in two international media companies and held various senior positions, such as the publisher for a number of media. From January 2008 to August 2011, Mr. Li was employed by Beijing Hearst Advertising Co. Ltd. (北京赫斯特廣告有限公司) as the deputy general manager and was also the publisher of the magazine “PSYCHOLOGIES” (心理月刊). Mr. Li has accumulated 12 years of working experience in the media field. Mr. Li has gained extensive experience in cross-media operations from international media groups over the years, which will facilitate the Group in exploring and integrating cross-media platforms that will contribute to the development of the Group’s business. Upon appointment of Mr. Li as an ED, he will remain responsible for his original duty and enhancing the management and development of the business in the Beijing region.

Save as disclosed above, each of Ms. Yang and Mr. Li (i) does not have any relationship with any directors, senior management, substantial shareholders of the Company or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the Shares within the meaning of Part XV of the SFO; (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the date of this announcement.

There are no other matters or information relating to the appointment of Ms. Yang and Mr. Li as EDs that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”) or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

As at the date of this announcement, service contracts have not yet been entered into between the Company with Ms. Yang and Mr. Li in respect of their assuming the offices as EDs. Their remuneration is subject to finalisation and agreement by the Board (or, as the case may be, the remuneration committee (“**Remuneration Committee**”) of the Board), having regard to (among other factors) their respective qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

Non-compliance with Rule 3.10A of the Listing Rules

Pursuant to Rule 3.10A of the Listing Rules, the independent non-executive directors of a listed issuer must represent at least one-third of the board of directors of such listed issuer. Upon the appointment of Ms. Yang and Mr. Li as EDs with effect from 1 September 2015, the Board comprises ten Directors, including five EDs, two non-executive Directors and three independent non-executive Directors. As a result of the appointment of EDs, the number of independent non-executive Directors will fall below one-third of the Board as required under Rule 3.10A of the Listing Rules.

The Company will identify suitable candidate(s) to meet the requirement under Rule 3.10A of the Listing Rules within three months from the appointment date of the EDs pursuant to Rule 3.11 of the Listing Rules, and will make further announcement(s) as and when appropriate.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND VICE CHAIRMAN

The Board announces that Mr. Shao Zhong (邵忠) (“**Mr. Shao**”), the founder of the Group, was appointed as the chief executive officer of the Group (“**CEO**”) with effect from 1 September 2015, to actively involve himself in the Group’s restructuring, business transformation, development of art business and diversified development of the Group’s business. Mr. Wong Shing Fat (黃承發) (“**Mr. Wong**”), an ED, resigned from the position as the CEO and he was promoted as the vice chairman of the Group (“**VC**”) with effect from 1 September 2015, and will remain responsible for the Group’s daily operation and management for publishing and providing support to Mr. Shao in respect of the expansion and development of its business.

The biographical details of Mr. Shao is set out below:

SHAO Zhong (邵忠), aged 54, the founder of our Group. Mr. Shao was initially appointed as a Director in March 2007, and was subsequently designated as chairman of the Board and ED in July 2009. Mr. Shao is responsible for the overall corporate strategies, policy-formulating and instilling corporate philosophy of our Group. Prior to founding our Group, Mr. Shao was formerly a PRC government official before 1989. Then, he also undertook senior positions in other publishing and media enterprises including a listed printing company in Hong Kong until 1999. Mr. Shao holds an EMBA degree from Tsinghua University of Beijing. Mr. Shao’s in-depth experience in the media and publication industries in the PRC earned him the nomination as one of Top 10 Media Leading Icon at China Media Forum in 2010.

As at the date of this announcement, Mr. Shao is a director of all subsidiaries of the Company, and/or, as the case may be, the legal representative of subsidiaries of the Company incorporated in the People’s Republic of China. As at the date of this announcement, Mr. Shao is interested in 275,354,000 Shares and is a controlling Shareholder.

The biographical details of Mr. Wong is set out below:

WONG Shing Fat (黃承發), aged 57, was appointed as an ED in July 2009. He joined our Group in January 2003 as a chief consultant and also assumed the role as the chief operation officer and was subsequently promoted as the CEO in September 2006. Prior to joining our Group, Mr. Wong undertook senior positions in several international reputable advertising companies and was responsible for the media planning, overall operational management and business development in the greater China region. Mr. Wong has over 29 years of experience in media operation and management of the advertising and media industries. Mr. Wong was granted the “SALUTE” Media Award by the Association of Accredited Advertising Agencies of Hong Kong in 1996 in recognition of his professional and significant contribution to the advertising industry in Hong Kong.

As at the date of this announcement, Mr. Wong is a director of Yazhimei Information Consultation (Shenzhen) Co., Ltd.* (雅致美信息諮詢(深圳)有限公司), Modern Art Holdings Limited, Modern Capital (HK) Limited, Modern Art International Trading Limited, Modern Art Exhibition Limited and Modern Film & Entertainments Holdings Company Limited, all of which are subsidiaries of the Company. As at the date of this announcement, Mr. Wong is interested in 2,952,000 Shares.

Save as disclosed above, each of Mr. Shao and Mr. Wong (i) does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders; (ii) does not have and is not deemed to have any interest in the Shares within the meaning of Part XV of the SFO; (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the date of this announcement.

There are no other matters or information relating to the appointment of Mr. Shao and Mr. Wong that needs to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Each of Mr. Shao and Mr. Wong has respectively entered into a service contract with the Company for an initial term of three years with effect from 1 September 2009. Each of Mr. Shao and Mr. Wong entered into a renewal agreement with the Company, pursuant to which the respective service contracts were renewed for a further term of three years from 1 September 2012. Each of Mr. Shao and Mr. Wong will further enter into a renewal contract with the Company on the same terms and conditions. Under the respective service contracts of Mr. Shao and Mr. Wong, each of them is entitled to a discretionary management bonus provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 10% of all the audited combined, or as the case may be, consolidated net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

DEVIATION FROM THE CORPORATE GOVERNANCE CODE

Code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Being aware of the said deviation from code provision A.2.1, but in view of the development of the Group's Art business segment, the Board believes that with the support of the management, including the two recently appointed EDs, namely Ms. Yang and Mr. Li, vesting the roles of both chairman of the Board and CEO in Mr. Shao, the founder of the Group, can facilitate the execution of the Group's business strategies and boost effectiveness of its operation. In addition, under the supervision by the Board which is comprised of three independent non-executive Directors and two non-executive Directors, which represent over half of the Board, the interests of the Shareholders will be adequately and fairly represented. The Directors will meet regularly to consider major matters affecting the operations of the Group.

RESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF DIGITAL MEDIA BUSINESS OFFICER-IN-CHARGE

The Board announces that Mr. Cui Jianfeng (“**Mr. Cui**”) tendered his resignation from the office as an ED with effect from 31 August 2015 (“**Resignation Date**”) due to his decision to spend a part of time on personal matters. Mr. Cui ceased to be the chief investment officer of the Company and its subsidiaries (“**Group**”) with effect from the Resignation Date, but will remain to be an officer-in-charge of the digital media business of the Group, so as to focus on the development and daily management of the digital business. Mr. Cui ceased to act as an authorised representative of the Company under Rule 3.05 of the Listing Rules (“**Authorised Representative**”) with effect from the Resignation Date.

Mr. Cui has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The biographical details of Mr. Cui is set out below:

CUI Jianfeng (崔劍鋒), aged 43, the chief investment officer of the Group was then responsible for the investment strategies and digital media business of the Group. He joined the Group in May 2008. He was appointed as the chief investment officer and executive Director of the Company in July 2009. Mr. Cui was subsequently appointed as the chief executive officer of digital media division of the Group in April 2013. Following resignation from the offices of executive director of the Company and chief investment officer of the Group, Mr. Cui will continue to serve the Company as an officer-in-charge of the Group’s digital media business. He entered into a employment agreement with the Company, pursuant to which he agreed to assume such position, and in that role to focus on the development of the digital media of the Group.

Mr. Cui was awarded a bachelor degree in commerce (major in accountancy) from the University of Wollongong in Australia in October 1995. He then obtained his MBA degree from the Deakin University in Australia in September 2003 and another MBA degree from the University of Western Ontario in Canada in October 2004 respectively. Mr. Cui is a member of CPA Australia. He has over 14 years of experience in finance and business management.

As at the date of this announcement, Mr. Cui is interested in 2,652,000 Shares.

Save as disclosed above, Mr. Cui (i) does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders; (ii) does not have and is not deemed to have any interest in the Shares within the meaning of Part XV of the SFO; (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the date of this announcement.

There are no other matters or information relating to the appointment of Mr. Cui that needs to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

CHANGE OF AUTHORISED REPRESENTATIVE

Mr. Shao has been appointed as Authorised Representative with effect from 31 August 2015.

By Order of the Board
Modern Media Holdings Limited
Shao Zhong
Chairman and Executive Director

Hong Kong, 31 August 2015

As at the date of this announcement, the Board comprises the following members: (a) as executive directors, Mr. Shao Zhong, Mr. Wong Shing Fat, Mr. Mok Chun Ho, Neil, Ms. Amy Yang Ying and Mr. Li Jian; (b) as non-executive director, Mr. Cheng Chi Kong and Mr. Li Jian; (c) as independent non-executive directors, Mr. Jiang Nanchun, Mr. Wang Shi and Mr. Au-Yeung Kwong Wah.

** for identification purpose only*