

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 content of this announcement.



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 NON-EXECUTIVE VICE CHAIRMAN; (2) RESIGNATION OF CURRENT CHIEF EXECUTIVE OFFICER; AND (3) REDESIGNATION OF VICE CHAIRMAN TO CHIEF EXECUTIVE OFFICER

The Board hereby announces that, all with effect from 1 December 2016:

1. Dr. Cheng was appointed as the non-executive vice chairman of the Board;
2. Mr. Shao has resigned as CEO; and
3. Mr. Wong, a current executive Director and vice chairman of the Board, was redesignated from vice chairman of the Board to CEO.

This announcement is made by Modern Media Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) 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 NON-EXECUTIVE VICE CHAIRMAN

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company is pleased to announce that Dr. CHENG Chi Kong (鄭志剛博士) (“**Dr. Cheng**”), a non-executive Director, was appointed as the non-executive vice chairman of the Board with effect from 1 December 2016.

The Board believes that the appointment of Dr. Cheng as the non-executive vice chairman of the Board would facilitate effective co-operation between the non-executive directors and the management of the Company, create a culture of open and constructive discussions which can accommodate different opinions and suggestions, and ensure the Board, collectively, would be actively involved in strategic planning and policy formulating of the Group.

RESIGNATION OF CURRENT CHIEF EXECUTIVE OFFICER

The Board announces that Mr. SHAO Zhong (“**Mr. Shao**”) tendered his resignation as the chief executive officer of the Company (“**CEO**”) with effect from 1 December 2016. Mr. Shao will remain as an executive Director and the chairman of the Board.

As disclosed in the interim report of the Company for the six months ended 30 June 2016, the Group is planning to implement corporate re-branding and extend its business strategy into a “3M” direction, i.e. “Modern Media”, “Modern Digital” and “Modern Maximum”. As the chairman of the Board, an executive Director and the founder of the Group, Mr. Shao is actively involved in the planning and expansion of the Group’s new businesses. In order to devote more time and effort to formulate corporate and business strategies regarding the implementation of the “3M” direction, Mr. Shao has tendered his resignation as CEO.

Mr. Shao has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as CEO that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company (“**Shareholders**”).

REDESIGNATION OF VICE CHAIRMAN TO CHIEF EXECUTIVE OFFICER

The Board further announces that Mr. WONG Shing Fat (黃承發先生) (“**Mr. Wong**”), a current executive Director and vice chairman of the Board, was redesignated from vice chairman of the Board to CEO with effect from 1 December 2016.

Following the appointment of Mr. Wong as the new CEO with effect from 1 December 2016, the Company has complied with code provision A.2.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules regarding the separation of roles of chairman and chief executive.

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

WONG Shing Fat (黃承發), aged 58, was appointed as an executive Director 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 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 2,152,000 shares of the Company.

Save as disclosed above, 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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (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.

Mr. Wong has entered into a service contract with the Company for an initial term of three years with effect from 1 September 2009. The parties entered into a renewal agreement (i.e. the first renewal agreement), pursuant to which the above service contract has been agreed to be renewed for a further term of three years from 1 September 2012. On 1 September 2015, the parties further entered into another renewal agreement (i.e. the second renewal agreement), pursuant to which the above service contracts have been agreed to be renewed for a further term of three years from 1 September 2015 on the same terms and conditions, except that (i) the remuneration of Mr. Wong would be determined in the manner as mentioned below, and (ii) the contract may be terminated by not less than six months' notice in writing served by either Mr. Wong or the Company. Pursuant to the said service contract, Mr. Wong is currently entitled to an aggregate remuneration of approximately RMB3,150,000 per annum as an executive Director, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and prevailing market conditions and standards. Under the service contract, Mr. Wong is also 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. As at the date of this announcement, no new service contract for his appointment as CEO has been entered into between Mr. Wong and the Company. No additional remuneration will be paid to Mr. Wong for his appointment as CEO.

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

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

Hong Kong, 24 November 2016

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. YANG Ying, Mr. LI Jian and Mr. DEROCHE Alain; (b) as non-executive director, Dr. CHENG Chi Kong; (c) as independent non-executive directors, Mr. JIANG Nanchun, Mr. WANG Shi, Mr. AU-YEUNG Kwong Wah and Dr. GAO Hao.

* *for identification purpose only*