



陽光體育媒體

## SUN SPORTS MEDIA GROUP LIMITED

陽光體育媒體集團有限公司\*

*(to be renamed as "Tidetime Sun (Group) Limited")*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 307)**

### ANNOUNCEMENT

#### **(1) CHANGE OF COMPANY NAME**

#### **(2) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD**

**ON**

**7 FEBRUARY 2005**

#### **(3) PROPOSED CHANGE OF AUDITORS**

**AND**

#### **(4) CHANGE OF COMPANY SECRETARY**

The Board is pleased to announce that a special resolution to approve the change of name of the Company to "Tidetime Sun (Group) Limited" and the adoption of "泰德陽光(集團)有限公司" as new Chinese name of the Company for identification purpose was duly approved by the Shareholders at the SGM.

The Board further announces that (a) the poll results of the SGM; (b) the proposed change of auditors of the Company; and (c) the change of company secretary of the Company as follows.

References are made to the announcements of Sun Sports Media Group Limited (the "Company", together with its subsidiaries, the "Group") dated 15 November 2004 and 24 December 2004 (the "Announcements") and a circular (the "Circular") of the Company dated 14 January 2005. Unless the context requires otherwise, terms used herein shall bear the same meanings as those defined in the Announcements and the Circular.

### **CHANGE OF COMPANY NAME**

The Board is pleased to announce that at the special general meeting (the "SGM") of the Company held on 7 February 2005, a special resolution to approve the change of name of the Company to "Tidetime Sun (Group) Limited" and the adoption of "泰德陽光(集團)有限公司" as new Chinese name of the Company for identification purpose was duly approved by the Shareholders.

Further announcement regarding, among other things, the effective date of the New Name and the consequential changes in trading arrangement will be made in due course.

### **POLL RESULTS OF THE SGM**

At the SGM, an ordinary resolution (the "Ordinary Resolution") to approve a discloseable and connected transaction as set out in the SGM Notice dated 14 January 2005, which is contained in the Circular, was

transacted by poll voting. Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed as scrutineer for the purpose of the poll taken at the SGM.

As stated in the Circular, given Ms. Yang Lan ("Ms. Yang"), vice-chairman and executive director of the Company, Dr. Wu Zheng, Bruno ("Dr. Wu"), the former executive director of the Company and spouse of Ms. Yang, Sun Media Investment Holdings Limited 陽光媒體投資有限公司 ("SMIH") and Mr. Li Hon Sang ("Mr. Li"), being connected persons and/or the Shareholder(s) with material interests in the proposed disposal of the entire interests of China Sports and the transaction as stipulated under the Profit Guarantee Modification Agreement, they and their respective associates (as defined under the Listing Rules) are required to abstain from voting for the Ordinary Resolution at the SGM under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company confirms that Ms. Yang, Dr. Wu, SMIH and Mr. Li are interested in an aggregate of 1,853,000,000 Shares, representing approximately 8.46% of the issued share capital of the Company as at the date of the SGM and have been abstained from voting for the Ordinary Resolution.

The issued share capital of the Company as at the date of the SGM is 22,668,403,185 Shares. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution at the SGM is 20,815,403,185 Shares and there was no Shares entitling the holders to attend and vote only against the Ordinary Resolution at the SGM

The Ordinary Resolution was approved by the Shareholders and the voting results are as follows:—

<b>The Ordinary Resolution (abbreviated)</b>	<b>No. of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
To ratify, confirm and approve (1) the Disposal Agreement relating to the disposal of the entire interests of China Sports; and (2) the Profit Guarantee Modification Agreement and the transactions contemplated thereunder.	7,022,297,761 (99.99%)	220,000 (0.01%)

Please refer to the SGM Notice dated 14 January 2005 for the full version of the Ordinary Resolution.

## **PROPOSED CHANGE OF AUDITORS**

The Board announces that, as a result of the Company and its former auditors, Messrs. Deloitte Touche Tohmatsu (the "Former Auditors"), certified public accountants, failed to reach a consensus on the auditors' remuneration for the financial year ending 31 March 2005, the Company received a notice from the Former Auditors tendering their resignation as auditors of the Company with immediate effect from 7 February 2005.

Subject to the approval being granted by the shareholders at the forthcoming special general meeting of the Company, Messrs. CCIF CPA Limited (the "Proposed Auditors"), certified public accountants, be appointed as new auditors of the Company to fill the casual vacancy arising from the resignation of the Former Auditors with their term of office until the conclusion of the forthcoming annual general meeting of the Company. The Former Auditors have given a letter of professional clearance to the Proposed Auditors confirming that the Former Auditors were not aware of any professional reason or circumstance why the Proposed Auditors should not accept the appointment as auditors of the Company. Furthermore, the Former Auditors indicated in their said resignation letter that there are no circumstances connected with their resignation which they consider should be brought to the attention of members or creditors of the Company.

## **CHANGE OF COMPANY SECRETARY**

The Board announces that Mr. Cheng Yun Ming, Matthew (“Mr. Cheng”) resigned as company secretary of the Company with effect from 7 February 2005 whilst remaining as qualified accountant of the Company and that Ms. Lam Wai Yee, Sophie (“Ms. Lam”) was appointed as company secretary of the Company on the same day.

Ms. Lam holds a Bachelor of Arts degree in Translation and Interpretation and a Postgraduate Diploma in Corporate Administration from City University of Hong Kong. She has over seven years of professional experience in compliance and company secretarial matters in Hong Kong. Ms. Lam is also an associate member of The Hong Kong Institute of Company Secretaries (HKICS) and The Institute of Chartered Secretaries and Administrators (ICSA) respectively.

Mr. Cheng confirmed that his resignation was due to other personal commitment and that there is no circumstance in respect of his resignation which needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board wishes to express its sincere appreciation for Mr. Cheng’s contribution during his tenure of office and welcome Ms. Lam on her appointment.

By Order of the Board

**Chen Ping**

*Chairman and Chief Executive Officer*

Hong Kong, 7 February 2005

*As at the date of this announcement, the executive directors of the Company are Mr. Chen Ping (Chairman and Chief Executive Officer), Ms. Yang Lan (Vice-Chairman), Ms. Ma Jian Ying (Deputy Chief Executive Officer), Ms. Ke Lin, Mr. Walter Stasyshyn and Mr. Man Ming whilst the independent non-executive directors of the Company are Mr. Yan Tat Wah, Joseph, Mr. Chu Yu Lin, David, and Professor Woo Chia-Wei.*

\* *for identification only*

Please also refer to the published version of this announcement in The Standard.