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## **SING PAO MEDIA ENTERPRISES LIMITED**

**成報傳媒集團有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8010)**

### **CHANGE OF DIRECTORS AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES AND CHANGE OF AUTHORISED REPRESENTATIVES AND COMPLIANCE OFFICER**

The Board announces the following changes with effect from 31 March 2014:

1. Mr. Tian has resigned as chairman of the board of director, an executive director, Authorized Representative and Compliance Officer of the Company;
2. Mr. Wang has resigned as an executive director of the Company;
3. Mr. Xu Feng has resigned as an executive director and chief executive officer of the Company;
4. Mr. Cai has resigned as an independent non-executive director, chairman and member of remuneration committee, audit committee and nomination committee of the Company;
5. Mr. Xu Wei has resigned as an independent non-executive director of the Company;
6. Mr. She has resigned as an independent non-executive director of the Company;
7. Mr. Ma Shui Cheong, an executive director of the Company will replace Mr. Tian as the Authorised Representative and Compliance Officer of the Company; and
8. Mr. Chong Cha Hwa, an executive director of the Company will replace Ms. Law Hau Kwan as the Authorised Representative of the Company.

## CHANGE OF DIRECTORS AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The board of directors (the “**Board**”) of Sing Pao Media Enterprises Limited (the “**Company**”) announces that with effect from 31 March 2014:

- (1) Mr. Tian Bing Xin (“**Mr. Tian**”) has resigned as chairman of the board of director, an executive director, authorized representative (“**Authorized Representative**”) and compliance officer of the Company;
- (2) Mr. Wang Jun (“**Mr. Wang**”) has resigned as an executive director of the Company;
- (3) Mr. Xu Feng has resigned as an executive director and chief executive officer of the Company;
- (4) Mr. Cai Hai Ning (“**Mr. Cai**”) has resigned as an independent non-executive director, chairman and member of remuneration committee, chairman and member of audit committee and chairman and member of nomination committee of the Company;
- (5) Mr. Xu Wei has resigned as an independent non-executive director of the Company and member of remuneration committee, member of audit committee and member of nomination committee of the Company; and
- (6) Mr. She Yong (“**Mr. She**”) has resigned as an independent non-executive director of the Company;

Each of Mr. Tian, Mr. Wang, Mr. Xu Feng, Mr. Cai, Mr. Xu Wei and Mr. She has confirmed individually to the Company that: (i) there is no claims against the Company in respect of his resignation; (ii) he has no disagreements with the Board; and (iii) there are no other matters in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or to the Stock Exchange.

The Board wishes to express its sincere thanks to Mr. Tian, Mr. Wang, Mr. Xu Feng, Mr. Cai, Mr. Xu Wei and Mr. She for their valuable guidance and advice during their tenure of service as members of the Board.

Following the resignation of Mr. Cai, Mr. Xu Wei and Mr. She, the Company only has one independent non-executive director and audit committee member, which falls below the minimum number requirement of Rule 5.05(1) and Rule 5.28 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange. Further, the number of members of the nomination committee and the remuneration committee of the Company will fall below the minimum number required under the terms of reference (the “**Terms of Reference**”) of the nomination committee and the remuneration committee of the Company. The Company is endeavoring to identify suitable candidate to fill the above vacancies within three months from the effective date of resignation of Mr. Cai and Mr. Xu Wei, pursuant to the GEM Listing Rules and the Terms of Reference. Further announcement will be made by the Company when the relevant appointment is made.

## **CHANGE OF AUTHORISED REPRESENTATIVES AND COMPLIANCE OFFICER**

Mr. Ma Shui Cheong, an executive director of the Company, will replace Mr. Tian as one of the Authorised Representative and the compliance officer of the Company. Mr. Chong Cha Hwa, an executive director will replace Ms. Law Hau Kwan, company secretary as the other Authorised Representative of the Company.

## **CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Suspension in the trading of the shares of the Company since 28 April 2005 will continue until the Company submits a viable resumption proposal cleared with the Stock Exchange.

By order of the Board of  
**Sing Pao Media Enterprises Limited**  
**Ma Shui Cheong**  
*Executive Director*

Hong Kong, 31 March 2014

*As at the date of this announcement, the Board comprises four directors of which two are executive directors, namely, Messrs. Ma Shui Cheong and Chong Cha Hwa; one is a non-executive director, namely, Mr. Zheng Jian Peng and one is independent non-executive director, namely Mr. Kong Tze Wing.*

*This announcement, for which the directors of the Company 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 of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement is available for reference on the Company's website at <http://www.singpao.com> and will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication.*

*\* For identification purpose only*