

*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 contents of this announcement.*



## **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)**

### **MEMORANDUM OF UNDERSTANDING**

This announcement is made by Sing Pao Media Enterprises Limited (the “Company”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and Part XIVA of the Securities and Futures Ordinance.

The board (the “Board”) of directors (the “Directors”) of the Company is pleased to announce that on 17 November 2014 (after trading hours), the Company entered into a memorandum of understanding (the “MOU”) with People’s Government of Guizhou Province Zhenfeng County (貴州省貞豐縣人民政府) (“Zhenfeng Government”) in relation to an intention to launch a project in constructing a gold cultural industrial park located in Zhenfeng County, Guizhou Province\* (黃金文化產業園) (the “Gold Cultural Industrial Park Project”).

#### **THE MOU**

Date: 17 November 2014 (after trading hours)

Parties: (1) Zhenfeng Government; and  
(2) The Company

To the best knowledge, information and belief of the Directors, after having made all reasonable enquiries, Zhenfeng Government is independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

According to the terms of the MOU, the amount of the capital investment for the Gold Cultural Industrial Park Project is approximately RMB800 million. However, such indication of the capital investment set out in the MOU is not legally bound.

According to the terms of the MOU, Zhenfeng Government has expressed an intention to allocate a land with area of approximately 44 hectares in Zhenfeng County to the Company and the Company has expressed an intention to invest capital in the construction of the Gold Cultural Industrial Park Project and has agreed to enter into the MOU with an intention of further negotiations for a formal cooperation agreement (the “Formal Agreement”) for the Gold Cultural Industrial Park Project.

### **Due Diligence**

Pursuant to the MOU, the Company has the right to assign representatives and/or financial advisers to assess and carry out due diligence investigations on the Gold Cultural Industrial Park Project in regards of its legal, financial and other aspects (the “Due Diligence”). Zhenfeng Government shall be obliged to provide assistance for the Due Diligence, including but not limited to providing the required information, documents and responses to queries as required by the Company and its delegated representatives and/or financial advisers. The Due Diligence shall be completed within 3 months from the date of the MOU (the “Due Diligence Period”). The Company shall indicate in writing within seven (7) days after the end of the Due Diligence Period whether or not the Formal Agreement will be entered into. The parties to the MOU wish to define their respective rights and obligations inter se with respect to the preparation, negotiation and the execution of the Formal Agreement.

### **Exclusivity**

During the Due Diligence Period and within one (1) month after the Due Diligence Period, unless with the written consent of termination from the Company, Zhenfeng Government shall neither enter into discussion or negotiation with any third parties other than the Company in relation to the construction of the Gold Cultural Industrial Park Project, nor enter into any related agreement or arrangement.

### **Legal Effect**

Save for the clauses relating to Due Diligence, exclusivity, legal effect and governing law and jurisdiction, the MOU shall create no legal and binding obligations on the parties thereto.

## **REASONS FOR ENTERING INTO THE MOU**

Zhenfeng County is located in the southwestern region of Guizhou Province which has abundant natural resources in gold, coal and more than 20 kinds of other minerals. Zhenfeng County possesses Shuiyindong\* (水銀洞) and muddy ditch\* (爛泥溝), which are two world-class large gold mines. On the other hand, Zhenfeng County is home to 25 ethnic groups, resulting in Zhenfeng Country full of different kinds of folk cultures. Zhenfeng County possesses various famous travelling and scenic spots namely, the Breast Peak\* (雙乳峰) and the North Nirvana River Grand Canyon (北槃江大峽谷). According to the Tourism Industry Development Cooperation Forum\* (旅遊產業開發合作工作座談會) held by Zhenfeng County in November 2013, it has indicated the direction to further enhance the quality and importance of tourism industry in Zhenfeng County.

The Board is of the view that by leveraging on (i) the ample gold resources possessed by Zhenfeng County; (ii) the rich tourism resources and cultures of Zhenfeng County; (iii) the supportive attitude by the Zhenfeng Government to develop tourist industry in Zhenfeng County, the Gold Cultural Industrial Park Project provides an opportunity for the Group to engage in a new line of business with growth potential and broaden its source of income which is expected to enhance value of the Company's shareholders and benefit the Company and its shareholders as a whole.

**The Board wishes to emphasize that no binding agreement in relation to the Gold Cultural Industrial Park Project has been entered into as at the date of this announcement. As such, the Gold Cultural Industrial Park Project may or may not proceed. The Company's shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Trading in the shares of the Company has been suspended since 28 April 2005 and will remain suspended until further notice.

By order of the Board of  
**Sing Pao Media Enterprises Limited**  
**Gu Zhuoheng**  
*Chairman*

Hong Kong, 18 November 2014

*As at the date of this announcement, the Board comprises twelve directors of which eight are executive directors, namely, Mr. Gu Zhuoheng, Mr. Ma Shui Cheong, Mr. Jin Zu Lu, Mr. Murphy Kevin Michael, Mr. Hwa Guo Wai, Godwin, Mr. Du Jian Jun, Ms. Meng Xiao Ying, and Ms. Kwan Sharon; and four are independent non-executive directors, namely, Mr. Kong Tze Wing, Mr. Cheung Ning, Mr. Wong Wai Kwok and Mr. Leung King Pak.*

*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*