

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.



MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 995098-A)

(Hong Kong Stock Code: 685)

(Malaysia Stock Code: 5090)

**ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES,
INSIDE INFORMATION PROVISIONS UNDER
THE SECURITIES AND FUTURES ORDINANCE
AND PARAGRAPH 9.03 OF THE LISTING REQUIREMENTS
AND
RESUMPTION OF TRADING**

This announcement is made by Media Chinese International Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). This announcement is also made pursuant to Paragraph 9.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (the “**Listing Requirements**”).

Reference is made to the announcements of the Company dated 12 January 2016 and 12 February 2016 (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that the Company’s wholly owned subsidiary, Comwell Investment Limited, as vendor (the “**Vendor**”) entered into a memorandum of understanding (the “**MOU**”) on 4 March 2016 (after the morning trading session but before the commencement of the afternoon trading session) with Qingdao West Coast Holdings (Internation) Limited (青島西海岸控股(國際)有限公司) as potential purchaser (the “**Potential Purchaser**”), the ultimate controlling shareholder of which is a Chinese State-Owned Enterprise (an “**SOE**”). To the best of the Board’s knowledge, information and belief, the Potential Purchaser and its ultimate beneficial owner are third parties independent of the Company and its connected persons (as defined in the Listing Rules). As an SOE is required by PRC law to obtain the prior approval of the National Development and Reform Commission (“**NDRC**”) before making any outbound investment in an industry of a

sensitive nature such as news and media, and the business of One Media falls within this industry, the parties have entered into the MOU, among other things, to facilitate the Potential Purchaser and/or its holding companies to apply for the requisite approval from the NDRC for the Possible Transaction (as defined below). The MOU sets forth the understanding and certain preliminary terms in relation to the possible sale and purchase of 292,700,000 shares in One Media, representing approximately 73.01% of the issued share capital of One Media as at the date of the MOU (the “**Possible Transaction**”). Under the MOU, the Company and the Potential Purchaser undertake to each other to use their respective reasonable endeavours to procure all necessary regulatory and/or governmental approvals in relation to the Possible Transaction on a timely basis, including but not limited to those of the NDRC, the Securities and Futures Commission, and The Stock Exchange of Hong Kong Limited, if necessary.

The Possible Transaction, if materialize, would constitute a notifiable transaction under the Listing Rules, and a transaction under the Listing Requirements respectively. The Company will comply with the relevant requirements of the Listing Rules and the Listing Requirements respectively as and when required. The Company will make further announcements if any decisions are made in relation to the Possible Transaction as and when appropriate.

THE MOU

Pursuant to the MOU, the Vendor intends to sell and the Potential Purchaser intends to purchase 292,700,000 shares in One Media (the “**Target Shares**”), representing approximately 73.01 % of the issued share capital of One Media as at the date of the MOU.

It was agreed that, from the date of the MOU to 15 April 2016 (the “**Exclusivity Period**”), the Vendor and the Potential Purchaser shall negotiate in good faith towards one another with a view that a formal sale and purchase agreement (the “**Formal Agreement**”) relating to the Possible Transaction be entered into as soon as possible and in any event within the Exclusivity Period.

Other principal terms of the MOU are as follows:

Earnest Money

Under the MOU, the Potential Purchaser shall place an earnest money in the sum of HK\$6,000,000 with an escrow agent, as earnest money (the “**Earnest Money**”) within seven days of the date of the MOU. The Earnest Money shall be refunded to the Potential Purchaser within seven business days, upon the earlier occurrence of the following events: (i) the expiry of the Exclusivity Period; or (ii) the receipt by the Vendor of a written notice served by the Potential Purchaser requesting the refund of the Earnest Money and indicating that the Potential Purchaser decides not to proceed with the negotiation for the Possible Transaction.

Due Diligence Review

The Potential Purchaser and its advisers are entitled to conduct due diligence review on One Media for the purpose of consummation of the Possible Transaction within the Exclusivity Period.

Exclusivity

During the Exclusivity Period, the Vendor shall not and it shall procure that any of its direct or indirect holding companies, controlling shareholders and their respective directors, shall not, without the prior written consent of the Potential Purchaser, enter into any discussion, negotiation or agreement with any third party with respect to any disposal of any of the Target Shares, and the Potential Purchaser shall not and it shall procure that any of its direct and indirect holding companies shall not, without the prior written consent of the Vendor, enter into any discussion, negotiation or agreement with any third party in respect of any acquisition of any shares, securities, or equity interests of any companies whose business is similar to that of One Media or shares are listed on The Stock Exchange of Hong Kong Limited.

The Exclusivity Period shall expire and lapse upon the receipt by the Vendor of a written notice served by the Potential Purchaser requesting the refund of the Earnest Money and indicating that the Potential Purchaser decides not to proceed with the negotiation for the Possible Transaction.

Legal Effect of the MOU

Save and except for the provisions relating to due diligence review, exclusivity, confidentiality, costs, legal effect, counterpart and governing law and jurisdiction, other provisions of the MOU do not have any legally binding effect.

The Vendor and the Potential Purchaser agree that the MOU shall be in effect from the date of the MOU until the earlier of (a) execution of the Formal Agreement and (b) the expiry of the Exclusivity Period.

Shareholders and potential investors of the Company should note that there is no assurance that the Possible Transaction will materialise or eventually be consummated. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. Further announcements will be made by the Company as and when appropriate in accordance with the Listing Rules and the Listing Requirements.

RESUMPTION OF TRADING OF THE SHARES OF THE COMPANY

At the request of the Company, trading in the shares of the Company was halted pending the release of this announcement. An application has been made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 7 March 2016.

On behalf of the Board
Media Chinese International Limited
Tiong Kiew Chiong
Director

4 March 2016

As at the date of this announcement, the Board comprises Tan Sri Datuk Sir Tiong Hiew King, Dato' Sri Dr Tiong Ik King, Mr. Tiong Kiew Chiong, Mr. Ng Chek Yong and Mr. Leong Chew Meng, being executive directors; Ms. Tiong Choon, being non-executive director; and Mr. David Yu Hon To and Tan Sri Dato' Lau Yin Pin, being independent non-executive directors.