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智庫媒體集團（控股）有限公司
Intelli - Media Group (Holdings) Limited

(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8173)

**SUPPLEMENTAL AGREEMENT TO SALE AND PURCHASE
AGREEMENT AND CLARIFICATION**

The Company wishes to announce that on 26 June 2009, it entered into a supplemental agreement to supplement the terms of the Sale and Purchase Agreement.

Reference is made to the announcement of the Company dated 24 June 2009 (the “Announcement”) in relation to the Disposal. Terms used in this announcement shall have the same meanings as defined in the Announcement unless the context herein requires otherwise.

On 26 June 2009, the Company and the Purchaser entered into a supplemental agreement to clarify that the amounts advanced by the Vendor to Datewell Group and CPE Program in the sum of HK\$29,062,347 and HK\$6,004,750, respectively (the “**Shareholder Loans**”) shall, on completion, be assigned to the Purchaser under the Sale and Purchase Agreement. The consideration for the sale and assignment of the Sale Shares and the Shareholder Loans shall remain unchanged at a nominal sum of HK\$100 (the “**Consideration**”).

The Consideration was agreed between the Company and the Purchaser after arm’s length negotiations having regard to the net liability position of the Datewell Group and CPE Program. The Directors (including independent non-executive Directors) consider that the Consideration to be fair and reasonable.

Save for the inclusion of the assignment of the Shareholder Loans, all other terms of the Sale and Purchase Agreement remain unchanged.

The Company wishes to clarify that the Group expects to recognize a loss on the Disposal of approximately HK\$32,650,000 which is calculated based on disposal of the net liabilities of Datewell Group and CPE Program and the shareholder advances assigned to the Purchaser upon Completion.

The Company also wishes to clarify that the audited losses of Datewell Group both before and after tax and extraordinary items for the years ended 31 March 2007 and 31 March 2008 were approximately HK\$97,000 and HK\$10,483,000 respectively and the audited loss of CPE Program both before and after tax and extraordinary items for the year ended 31 March 2008 were approximately HK\$2,884,000.

By order of the Board
Intelli-Media Group (Holdings) Limited
Kwong Wai Ho, Richard
Executive Director

Hong Kong, 26 June 2009

As at the date of this announcement, the Board comprises two executive Directors, Mr. Kwong Wai Ho, Richard and Mr. Wong Chung Yu Denny, one non-executive Director, Mr. Yin Mark Teh-min, and three independent non-executive Directors, Mr. Lai Kai Jin, Michael, Mr. Chan Siu Wing, Raymond, and Mr. Chu Hung Lin, Victor.

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.

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