

China Networks International Holdings Ltd  
Form S-4  
January 30, 2009

As filed with the Securities and Exchange Commission on January 30, 2009

Registration No. 333-

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM S-4

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

---

CHINA NETWORKS INTERNATIONAL HOLDINGS LTD.  
(Exact name of registrant as specified in its charter)

British Virgin Islands (State or other jurisdiction of incorporation or organization)	6770 (Primary standard industrial classification code number)	Not applicable (I.R.S. Employer Identification Number)
--	---	--

---

233 East 69th Street, Suite 9J  
New York, New York 10021  
Telephone: (646) 290-6104

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

---

Michael E. Weksel  
Alyst Acquisition Corp.  
233 East 69th Street, Suite 6J  
New York, NY 10021  
(646) 290-6104

(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

Copies to:  
Barbara A. Jones, Esq.                      Jose Santos                      Mitchell S. Nussbaum, Esq.

Edgar Filing: China Networks International Holdings Ltd - Form S-4

Peter J. Rooney, Esq.  
McDermott Will & Emery LLP  
340 Madison Avenue  
New York, New York 10173-1922  
  
(212) 547-5443

Maples and Calder  
Sea Meadow House  
Road Town, Tortola  
British Virgin  
Islands VG1110  
  
(284) 852-3000

Loeb & Loeb LLP  
345 Park Avenue  
New York, New York 10154  
  
(212) 407-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the business combination described in the proxy statement/prospectus contained herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

## CALCULATION OF REGISTRATION FEE

Title of each Class of Security being registered	Amount being Registered	Proposed Maximum Offering Price Per Security(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, \$.0001 par value	7,871,971 Shares	7.59	\$ 59,748,260	\$ 2,348
Warrants, each exercisable for one ordinary share(3)	7,871,971 Warrants	(2)	(2)	(2)
Ordinary shares underlying the Warrants(3)(4)	8,044,400 Shares	5.00	\$ 40,222,000	\$ 1,581
Units, consisting of one ordinary share and one Warrant	172,429 Units	\$ 7.50	\$ 1,293,218	\$ 51
Ordinary shares included as part of the Units	172,429 Shares	(2)	(2)	(2)
Warrants included as part of the Units	172,429 Warrants	(2)	(2)	(2)
Representative's Unit Purchase Option ("UPO")(3)	1	\$ 100	(2)	(2)
Units underlying the UPO	300,000 Units	\$ 10	\$ 3,000,000	\$ 118
Ordinary shares included as part of the units issuable on exercise of the Representative's UPO	300,000 Shares	(2)	(2)	(2)
Warrants included as part of the units issuable on exercise of the Representative's UPO(3)	300,000 Warrants	(2)	(2)	(2)
Ordinary shares underlying Warrants included as part of the units issuable on exercise of the Representative's UPO (3)	300,000 Shares	\$ 7.50	\$ 2,250,000	\$ 89
Total			\$ 106,513,478	\$ 4,187

(1) Based on the average high and low prices on January 27, 2009 of the common stock, the closing price on January 23, 2009 of the units, or the exercise price for the purpose of calculating the registration fee pursuant to Rule 457(c), Rule 457(f)(1) and Rule 457(g)(1).

(2) No fee pursuant to Rule 457(g).

(3) There are also being registered such indeterminable additional securities as may be issued pursuant to Rule 416 to prevent dilution resulting from stock splits, stock dividends or similar transactions under the provisions contained in the Warrants.

(4) Includes 172,429 ordinary shares underlying the Warrants included as part of the Units

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.



The information contained in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the Registration Statement we filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROXY STATEMENT/PROSPECTUS

SUBJECT TO COMPLETION, DATED JANUARY 30, 2009

PROXY STATEMENT FOR SPECIAL MEETING OF STOCKHOLDERS  
OF ALYST ACQUISITION CORP.

AND PROSPECTUS FOR ORDINARY SHARES, WARRANTS AND UNITS,  
OF CHINA NETWORKS INTERNATIONAL HOLDINGS LTD.

Proxy Statement/Prospectus, dated •, 2009  
and first mailed to stockholders on or about Ÿ, 2009

To the Stockholders of Alyst Acquisition Corp.:

You are invited to attend a special meeting (the “Special Meeting”) of the stockholders of Alyst Acquisition Corp. (“Alyst”) relating to the agreement and plan of merger, dated August 13, 2008 (the “Merger Agreement”), by and among Alyst, China Networks Media Co., Ltd. (“China Networks Media”), China Networks International Holdings, Ltd. (“CN Holdings”), China Networks Merger Co., Ltd. (“China Networks Merger Co.”), Mr. Li Shuangqing, Kerry Propper and MediaInv. This document is both a proxy statement containing information about Alyst’s Special Meeting of stockholders and a prospectus of Alyst’s wholly-owned subsidiary, CN Holdings, a British Virgin Islands company, with respect to the securities to be issued to Alyst’s public stockholders in the proposed redomestication of Alyst to the British Virgin Islands.

Pursuant to the Merger Agreement and subject to stockholder approval, (a) Alyst will merge with and into CN Holdings, thereby redomesticating to the British Virgin Islands (the “Redomestication Merger”), and then (b) China Networks Merger Co., a wholly-owned subsidiary of CN Holdings, will merge with and into China Networks Media, a British Virgin Islands company (the “Business Combination”). China Networks Media will be the surviving entity of that merger. In the Business Combination, CN Holdings will issue to China Networks Media’s shareholders aggregate merger consideration of (i) 2,880,000 CN Holdings ordinary shares, (ii) an aggregate of \$17,000,000 in cash, (iii) deferred cash payments of up to \$6,000,000 and deferred share payments of up to 9,000,000 ordinary shares of CN Holdings, in each case subject to the achievement of specified financial milestones set forth in the Merger Agreement, and (iv) \$21,910,000 of proceeds from the exercise of CN Holdings warrants.

China Networks Media is a joint-venture provider of broadcast television services in the People’s Republic of China (“PRC”), operating in partnership with two local state-owned enterprises in the cities of Kunming and Yellow River which have been authorized by the PRC government to control the distribution of broadcast TV services. China Networks Media owns 100% of Advertising Networks Ltd., a Hong Kong holding company that owns PRC joint-venture advertising companies which provide services to the television stations. Alyst is a blank check company formed for the purpose of acquiring, through a merger, stock exchange, asset acquisition, reorganization or similar business combination, one or more operating businesses.

In addition to the proposals to approve the Redomestication Merger and the Business Combination, stockholders are being asked to approve (i) a proposal to adopt and approve the 2008 Omnibus Securities and Incentive Plan (the “Share

Incentive Plan”) for the surviving corporation, CN Holdings, and (ii) a proposal to adjourn or postpone the Special Meeting in the event Alyst does not receive the requisite vote by the stockholders to approve the Redomestication Merger and the Business Combination. Each of these four proposals has been unanimously approved by the Alyst Board of Directors.

---

CN Holdings is applying to have its ordinary shares, warrants and units listed on the Nasdaq Stock Market (“Nasdaq”) under the symbols CHTV, CHTV.W and CHTV.U, respectively, effective upon consummation of the transactions contemplated by the Merger Agreement. Alyst’s common stock, warrants and units are currently listed on the NYSE Alternext under the symbols AYA, AYA.WS and AYA.U, respectively. On January 22, 2009, the last reported sale price of Alyst’s common stock on the NYSE Alternext was \$7.54.

Holder of a majority of shares of Alyst’s common stock must vote in favor of the Redomestication Merger and the Business Combination in order for the transactions contemplated by the Merger Agreement to be consummated. All of Alyst’s initial stockholders, including its directors and officers, have agreed to vote the shares of common stock acquired by them prior to Alyst’s initial public offering, or IPO, in accordance with the majority of the shares of common stock voted by the public stockholders. Each Alyst stockholder who holds shares of common stock issued as part of the units issued in the IPO (including shares purchased in the public market following the IPO) has the right to vote against the Redomestication Merger and Business Combination and demand that such shares be converted into cash equal to a pro rata portion of the trust account in which the net proceeds of Alyst’s IPO and private placement are deposited. As of December 31, 2008, there was approximately \$63,229,004 in the Alyst trust account (inclusive of deferred underwriting compensation) plus accrued interest on the funds in the trust account and less accrued taxes, or approximately \$7.86 per share issued in the IPO. Alyst will not be permitted to consummate the Business Combination if public stockholders of 2,413,320 (which number represents 30% of the shares sold in Alyst’s IPO) or more shares vote against the Business Combination and demand conversion of their shares. Prior to exercising their conversion rights, stockholders should verify the market price of Alyst’s common stock, as they may receive higher proceeds from the sale of such stock in the public market than from exercising their conversion rights.

In the Redomestication Merger, CN Holdings will issue registered securities to the public stockholders of Alyst in exchange for their outstanding securities. Holders of Alyst units will receive one CN Holdings unit for every Alyst unit. Holders of Alyst’s common stock will receive one ordinary share of CN Holdings for every share of Alyst common stock. Holders of Alyst warrants will receive one CN Holdings warrant for every Alyst warrant. Of the securities of CN Holdings covered by this prospectus, up to 172,429 units, each consisting of one ordinary share and one warrant exercisable for the purchase of one ordinary share, 7,871,971 ordinary shares, and 7,871,971 warrants, each exercisable for the purchase of one ordinary share, will be issued to the existing public stockholders of Alyst in the Redomestication Merger. The holders of the unit purchase option issued by Alyst to the representatives of the underwriters in Alyst’s IPO will receive an equivalent option from CN Holdings to purchase 300,000 units, each consisting of one ordinary share and one warrant, and exercisable for the purchase of one ordinary share, each of which are also covered by this prospectus. In addition, 1,750,000 ordinary shares and 1,820,000 warrants, each exercisable for the purchase of one ordinary share, will be issued to the existing initial stockholders and warrant holders of Alyst who acquired their securities in a private placement. CN Holdings will issue its securities on the same terms as the outstanding corresponding securities of Alyst.

Holder of Alyst securities will not be entitled to any appraisal rights under the Delaware General Corporation Law in connection with the Business Combination or the Redomestication Merger.

This proxy statement/prospectus provides you with detailed information about the Special Meeting and the proposals to approve the Redomestication Merger, the Business Combination, the Share Incentive Plan, and any adjournment or postponement of the Special Meeting if the Redomestication Merger and the Business Combination are not approved. Each stockholder’s vote is very important. Please submit your proxy card without delay even if you plan to attend the Alyst Special Meeting in person. You may revoke your proxy at any time before it is voted at the meeting. Voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the Alyst Special Meeting.

#### HOW TO OBTAIN ADDITIONAL INFORMATION

If you would like to receive additional information or if you want additional copies of this document, agreements contained in the appendices or any other documents filed by Alyst with the Securities and Exchange Commission, or “SEC”, such information is available without charge upon written or oral request to:

---



Alyst Acquisition Corp.  
233 East 69th Street, Suite 6J  
New York, New York 10021  
Attention: Michael E. Weksel  
Tel: 646-290-6104

If you would like to request documents, please do so no later than [ ], 2009, to receive them before Alyst's Special Meeting. Please be sure to include your complete name and address in your request. Please see "Where You Can Find Additional Information" to find out where you can find more information about Alyst and CN Holdings. You should rely only on the information contained in this proxy statement/prospectus in deciding how to vote on the Business Combination and related proposals. Neither Alyst nor CN Holdings has authorized anyone to give any information or to make any representations other than those contained in this proxy statement/prospectus. Do not rely upon any information or representations made outside of this proxy statement/prospectus. The information contained in this proxy statement/prospectus may change after the date of this proxy statement/prospectus. Do not assume after the date of this proxy statement/prospectus that the information contained in this proxy statement/prospectus is still correct.

The place, date and time of the Alyst Special Meeting is as follows: 340 Madison Avenue, 2nd Floor, New York, New York, on [ ], 2009 at 10:00 a.m., Eastern time.

We encourage you to read this proxy statement/prospectus carefully. In particular, you should review the matters discussed under the caption "RISK FACTORS" beginning on page 11.

Alyst's board of directors unanimously recommends that Alyst stockholders vote "FOR" approval of each of the proposals.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in the Redomestication Merger or otherwise, or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

/s/ Robert A. Schriesheim  
Robert A. Schriesheim  
Chairman of the Board of Directors of  
Alyst Acquisition Corp.

•, 2009

---

ALYST ACQUISITION CORP.

233 East 69th Street, #6J

New York, NY 10021

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF ALYST ACQUISITION CORP. TO BE HELD [ ]  
•, 2009:

A Special Meeting of stockholders of Alyst Acquisition Corp. (“Alyst”), a Delaware corporation, will be held at 10:00 a.m., Eastern time, on [ ], 2009, at 340 Madison Avenue, 2nd Floor, New York, New York 10173, to consider and vote upon proposals to approve:

- (a) The redomestication of Alyst from the State of Delaware to the British Virgin Islands by merging Alyst with and into China Networks International Holdings Ltd. (“CN Holdings”), its wholly-owned British Virgin Islands subsidiary (the “Redomestication Merger”), in conjunction with the acquisition of China Networks Media, Ltd. (“China Networks Media”), a private British Virgin Islands company with limited liability, as set out in paragraph (b) below. In connection with the Redomestication Merger, Alyst will change its name to China Networks International Holdings Ltd. and adopt the Amended and Restated Memorandum and Articles of Association of CN Holdings, which will contain provisions substantially equivalent to Alyst’s amended and restated certificate of incorporation and by-laws, respectively. However, the CN Holdings Amended and Restated Memorandum and Articles of Association will provide for a perpetual existence. This proposal is called the “Redomestication Proposal” and is conditioned upon approval of the Business Combination Proposal discussed in paragraph (b) below.
- (b) The proposed merger of China Networks Merger Co., Ltd., a wholly-owned British Virgin Islands subsidiary of CN Holdings (“China Networks Merger Co.”), with and into China Networks Media, resulting in China Networks Media becoming a wholly-owned subsidiary of CN Holdings (the “Business Combination”), and the related transactions contemplated by the Agreement and Plan of Merger, dated August 13, 2008, by and among Alyst, China Networks Media, CN Holdings, China Networks Merger Co., Ltd., Mr. Li Shuangqing, Kerry Propper and MediaInv Ltd. (the “Merger Agreement”). Pursuant to the Merger Agreement, CN Holdings will pay China Networks Media’s shareholders an aggregate merger consideration of (i) 2,880,000 CN Holdings ordinary shares, (ii) an aggregate of \$17,000,000 cash, (iii) deferred cash payments of up to \$6,000,000 and deferred share payments of up to 9,000,000 ordinary shares of CN Holdings, in each case subject to the achievement of specified financial milestones set forth in the Merger Agreement, and (iv) approximately \$21,910,000 of proceeds from the exercise of CN Holdings warrants. This proposal is called the “Business Combination Proposal” and is conditional upon approval of the Redomestication Proposal discussed in paragraph (a) above.
- (c) The proposed 2008 Omnibus Securities and Incentive Plan pursuant to which directors, officers, employees and consultants of CN Holdings or its subsidiaries may be granted options to purchase up to 2,500,000 million ordinary shares of CN Holdings. This proposal is called the “Share Incentive Plan Proposal.”
- (d) Any adjournment or postponement of the Special Meeting for the purpose of soliciting additional proxies in the event Alyst does not receive the requisite stockholder vote for approval of the Redomestication Proposal and the Business Combination Proposal. This proposal is called the “Adjournment and Postponement.”

Pursuant to Alyst’s amended and restated certificate of incorporation and the Merger Agreement, Alyst is required to obtain stockholder approval of the Business Combination with China Networks Media. Pursuant to the Merger Agreement, the Redomestication Merger will not be consummated unless the Business Combination is approved. Similarly, the Business Combination will not take place if the Redomestication Merger is not approved. If China Networks Media’s Board of Directors chooses to waive those conditions to the Business Combination, Alyst will still

not be able to go forward with the Business Combination. Consequently, each of the Redomestication Proposal and the Business Combination Proposal must be approved for either transaction to be completed.

---

As of January 20, 2009, there were 9,794,400 shares of Alyst common stock issued and outstanding and entitled to vote. The Board of Directors has fixed the record date as the close of business on [ ], 2009, as the date for determining Alyst stockholders entitled to receive notice of and to vote at the Special Meeting and any adjournment or postponement thereof. Only holders of record of Alyst common stock on that date are entitled to have their votes counted at the Special Meeting or any adjournment or postponement. In order for the Business Combination Proposal to be approved, holders of a majority of the votes cast of the shares issued in Alyst's public offering must be voted in favor of such proposal. In addition, regardless of the number of votes cast in favor of the Business Combination Proposal, we cannot proceed with the Business Combination if holders of 2,413,320 (representing 30% of the shares sold in the IPO) or more shares of Alyst common stock, vote against the Business Combination Proposal and exercise their conversion rights to have their shares converted for cash.

Your vote is important. Whether or not you plan to attend the Special Meeting, please sign, date and return your proxy card as soon as possible to make sure that your shares are represented and your vote counted. You may also vote by telephone, as described on the proxy card. If you are a stockholder of record, you may also cast your vote in person at the Special Meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank how to vote your shares, or you may cast your vote in person at the Special Meeting by obtaining a proxy from your brokerage firm or bank. If you fail to return your proxy card or instruct your broker or bank how to vote, your shares will not be counted for purposes of determining whether a quorum is present at the Special Meeting. An abstention or failure to vote will have the effect of voting against the Redomestication Proposal and the Share Incentive Plan Proposal.

After careful consideration of all relevant factors, Alyst's Board of Directors has determined that all four proposals are fair to and in the best interests of Alyst and its stockholders, and has recommended that you vote or give instruction to vote "FOR" adoption of each of them.

Dated: [ ], 2009

By Order of the Board of Directors,  
/s/ Robert A. Schriesheim  
Robert A. Schriesheim  
Chairman

TABLE OF CONTENTS

	Page
SUMMARY	1
RISK FACTORS	11
SELECTED SUMMARY HISTORICAL FINANCIAL INFORMATION	27
PRO FORMA FINANCIAL INFORMATION	31
COMPARATIVE PER SHARE DATA	42
THE ALYST SPECIAL MEETING	45
THE BUSINESS COMBINATION PROPOSAL	50
MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS	66
THE REDOMESTICATION MERGER PROPOSAL	74
THE SHARE INCENTIVE PLAN PROPOSAL	84
PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES	88
INFORMATION ABOUT CHINA NETWORKS MEDIA	89
CHINA NETWORKS MEDIA'S MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	102
INFORMATION ABOUT ALYST	124
ALYST MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION	126
DIRECTORS AND MANAGEMENT	128
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	134
BENEFICIAL OWNERSHIP OF SECURITIES	136
SHARES ELIGIBLE FOR FUTURE SALE	143
DESCRIPTION OF ALYST'S SECURITIES	144
DESCRIPTION OF CN HOLDINGS SECURITIES FOLLOWING THE BUSINESS COMBINATION	147
TRANSFER AGENT AND REGISTRAR	149

STOCKHOLDER PROPOSALS	149
LEGAL MATTERS	149
EXPERTS	149
DELIVERY OF DOCUMENTS TO STOCKHOLDERS	150
WHERE YOU CAN FIND MORE INFORMATION	151
INDEX TO FINANCIAL STATEMENTS	F-1

ANNEXES

A — Agreement and Plan of Merger

B —Amendment No. 1 to the Merger Agreement

C — Form of Amended and Restated Memorandum of Association of CN Holdings

D — Form of Amended and Restated Articles of Association of CN Holdings

E — Section 262 of the Delaware General Corporation Law

F — Section 179 of the British Virgin Islands Business Companies Act, 2004

G — Form of 2008 Omnibus Securities and Incentive Plan

ii

---

## SUMMARY

This section summarizes information related to the proposals to be voted on at the Special Meeting. These items are described in greater detail elsewhere in this proxy statement/prospectus. You should carefully read this entire proxy statement/prospectus and the other documents to which it refers you.

### MATERIAL TERMS OF THE TRANSACTION

- The parties to the Merger Agreement are Alyst, China Networks Media, CN Holdings, China Networks Merger Co., Mr. Li Shuangqing, MediaInv Ltd., and Kerry Proper. See the section entitled “The Business Combination Proposal.”
- Alyst will merge with and into CN Holdings, Alyst’s wholly-owned subsidiary incorporated in the British Virgin Islands, or BVI, resulting in CN Holdings as the surviving corporation, for the purpose of redomesticating Alyst from the State of Delaware to the BVI as part of the acquisition of China Networks Media in the Business Combination. See the section entitled “The Redomestication Proposal.”
- In connection with the Redomestication Merger, all of Alyst’s issued and outstanding securities immediately prior to the Redomestication Merger will be converted into securities of CN Holdings as set forth in the Merger Agreement. See the section entitled “The Business Combination Proposal – Terms of the Merger Agreement – Basic Deal Terms.”
- China Networks Merger Co., a company incorporated in the BVI and a wholly-owned subsidiary of CN Holdings, will merge with and into China Networks Media, whereupon China Networks Media will be the surviving entity and the wholly-owned subsidiary of CN Holdings. See the section entitled “The Business Combination Proposal.”
- In connection with the Business Combination, each ordinary share of China Networks Media issued and outstanding prior to the business combination will be converted automatically into one ordinary share of CN Holdings and each class A preferred share of China Networks Media outstanding immediately prior to the business combination will be converted into one ordinary share of CN Holdings. See the section entitled “The Business Combination Proposal – Terms of the Merger Agreement – Basic Deal Terms.”
- China Networks Media is a venture provider of broadcast television services in the People’s Republic of China, or PRC, operating in partnership with a local state-owned enterprise authorized by the PRC government to control the distribution of broadcast TV services. See the section entitled “Information about China Networks Media.”
- The closing of the acquisition of China Networks Media is subject to the satisfaction by each party of various conditions prior to closing. See the section entitled “Proposal to Acquire China Networks Media – Terms of the Merger Agreement – Closing Conditions.”
- The Business Combination will not be consummated unless the Redomestication Proposal is approved, and the Redomestication Merger will not be consummated unless the Business Combination Proposal is approved. See the section entitled “The Alyst Special Meeting – Vote Required.”
- Stockholders are also being asked to approve the 2008 Omnibus Securities and Incentive Plan pursuant to which directors, officers, employees and consultants of the surviving corporation, CN Holdings, or its subsidiaries may be granted options to purchase up to 2,500,000 ordinary shares of CN Holdings. See the section entitled “The Share Incentive Plan Proposal.”





QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE CONSIDERED AT THE ALYST SPECIAL MEETING

These Questions and Answers are only summaries of the matters they discuss.  
Please read this entire proxy statement/prospectus.

Q. What is being voted on?

A. You are being asked to vote on four proposals:

- The merger of Alyst with and into its wholly-owned British Virgin Islands (“BVI”) subsidiary, CN Holdings, for the purpose of redomesticating Alyst to the BVI. This proposal is called the “Redomestication Merger Proposal.”
- The proposed merger of CN Holdings’ wholly-owned subsidiary, China Networks Merger Co., with and into China Networks Media, resulting in China Networks Media becoming a wholly-owned subsidiary of CN Holdings. This proposal is called the “Business Combination Proposal.”
- The approval of the 2008 Omnibus Securities and Incentive Plan pursuant to which directors, officers, employees and consultants of the surviving corporation, CN Holdings, or its subsidiaries may be granted up to 2.5 million ordinary shares of CN Holdings. This proposal is called the “Share Incentive Plan Proposal.”
- The approval of any adjournment or postponement of the Special Meeting for the purpose of soliciting additional proxies. This proposal is called the “Adjournment and Postponement Proposal.”

Q. Why are stockholders of Alyst being asked to approve actions that will be taken by CN Holdings?

Alyst stockholders are being asked to approve the entry into of the Business Combination by CN Holdings. The Memorandum and Articles of Association of CN Holdings will be amended prior to the Special Meeting to include protective provisions identical in substance to those contained in Alyst’s amended and restated certificate of incorporation at the time of its IPO, although CN Holdings will have a perpetual, rather than limited, existence. As a result, immediately following the completion of the Redomestication Merger, the constitutional documents of CN Holdings will require that the majority of the shares issued in Alyst’s IPO approve its Business Combination with China Networks Media, as well as the Share Incentive Plan Proposal. Since the laws of the BVI also require the affirmative vote of a majority of the shares of China Networks Media and China Network Merger Co., the shareholders of each such corporation will be approving such actions by written consent, effective upon receipt of corresponding approval of Alyst’s stockholders. Such action by written consent, together with the approval by Alyst’s stockholders at the Special Meeting, will be

effective under BVI law and CN Holding's amended constitutional documents.

Q. Who is entitled to vote?

Holders of Alyst's outstanding common stock as of the close of business on , 2009, (the "Record Date") are entitled to vote on all proposals at the Special Meeting by proxy or in person.

Q. What vote is required to approve the Redomestication Merger Proposal?

A. Approval of the Redomestication Merger Proposal will require the affirmative vote of a majority of the outstanding shares of Alyst's common stock as of the Record Date, provided there is a quorum and that the Business Combination is also approved.

Q. What vote is required to approve the Business Combination Proposal?

A. Under Alyst's amended and restated certificate of incorporation, approval of the Business Combination requires the affirmative vote of a majority of the shares of common stock issued in the IPO present, in person or by proxy and entitled to vote at the Special Meeting, provided that there is a quorum. Alyst's initial stockholders have agreed to vote their 1,750,000 shares acquired prior to the IPO and as part of the insider units sold simultaneously with the consummation of the IPO in accordance with the holders of a majority of the public shares voting in person or by proxy at the meeting. Any other shares that may be acquired by Alyst's initial stockholders prior to the record date may be voted in any manner that they choose. If the stockholders approve the Business Combination, the Business Combination will only proceed if holders of less than 30% of the shares of common stock sold in Alyst's IPO exercise their conversion rights and vote against the Business Combination. If the holders of 2,413,320 or more shares purchased in Alyst's IPO vote against the Business Combination and demand that Alyst convert their shares into their pro rata portion of the trust account established at the time of the IPO (as described below), Alyst will not be permitted to consummate the Business Combination pursuant to its amended and restated certificate of incorporation.

- Q. What vote is required to approve the Share Incentive Plan Proposal?
- A. Approval of the Share Incentive Plan Proposal will require the affirmative vote of a majority of the outstanding shares of Alyst's common stock represented in person or by proxy and entitled to vote at the Special Meeting, provided there is a quorum.
- Q. What vote is required to adopt the proposal to adjourn or postpone the Special Meeting for the purpose of soliciting additional proxies?
- A. Approval of the Adjournment and Postponement Proposal will require the affirmative vote of holders of a majority of the shares of Alyst's common stock represented in person or by proxy and entitled to vote at the Special Meeting, provided there is a quorum.
- Q. Do Alyst stockholders have appraisal rights under Delaware law?
- A. The Alyst stockholders do not have appraisal rights under Delaware corporate law in connection with either the Redomestication Merger or the Business Combination.
- Q. How will the Redomestication Merger be accomplished?
- A. Alyst will merge into CN Holdings, Alyst's wholly - owned subsidiary that is incorporated as a BVI company. As a result of the Redomestication Merger, each currently issued outstanding security of Alyst will automatically convert into one corresponding security of CN Holdings. This procedure will result in your becoming a securityholder in CN Holdings instead of Alyst.
- Q. What happens post-Business Combination to the funds deposited in the trust account?
- A. Alyst stockholders exercising conversion rights will receive their pro rata portion of the trust account. The balance of the funds in the trust account will be released to CN Holdings and will be utilized to pay to the former shareholders of China Networks Media the cash portion of the merger consideration in the amount of \$17 million, repay approximately \$[ ] million of outstanding indebtedness of China Networks Media and any remaining funds will be retained by CN Holdings to make payments aggregating \$[ ] million to the PRC TV Stations (as defined below under "The Companies") and for operating capital subsequent to the closing of the Business Combination.
- Q. What happens if the Business Combination and Redomestication Merger are not consummated?
- A. If Alyst does not redomesticate and acquire China Networks Media in the Business Combination, Alyst may seek an alternative business combination. Under its amended and restated certificate of incorporation as currently in effect, if Alyst does not acquire at least majority control of a target business by June 29, 2009, Alyst will dissolve and distribute to its public stockholders the amount in the trust account plus any remaining net assets. Following dissolution, Alyst would no longer exist as a corporation.
- In any liquidation, the funds held in the trust account, plus any interest earned thereon (net of taxes payable), together with any remaining out-of-trust net assets, will be distributed pro rata to Alyst's common stockholders who hold shares issued in Alyst's IPO (other than the initial stockholders, each of whom has waived any right to any

liquidation distribution with respect to them). See the risk factor on page 26 of this proxy statement/prospectus relating to risks associated with the dissolution of Alyst.

Q. Do Alyst stockholders have conversion rights?

A. If you hold shares of common stock issued in Alyst's IPO, then you have the right to vote against the Business Combination Proposal and demand that Alyst convert these shares into a pro rata portion of the trust account in which a substantial portion of the net proceeds of Alyst's IPO are held. These rights to vote against the Business Combination and demand conversion of the shares into a pro rata portion of the trust account are sometimes referred to herein as conversion rights. Holders of warrants issued by Alyst do not have any conversion rights.

**SIMPLY VOTING AGAINST THE BUSINESS COMBINATION OR CHECKING THE "EXERCISE CONVERSION RIGHTS" BOX ON A PROXY CARD DOES NOT PERFECT YOUR CONVERSION RIGHTS – YOU MUST ALSO SEND ALYST THE WRITTEN DEMAND LETTER DESCRIBED BELOW.**

Pursuant to the arrangements established at the time of Alyst's IPO, shareholders of Alyst representing 30% less one share of the outstanding shares issued in Alyst's IPO may exercise conversion rights in the event they vote against the Business Combination and send a written demand letter to Alyst as described in the section entitled "The Alyst Special Meeting."

Q. Will the Alyst stockholders be taxed as a result of the Redomestication Merger?

A. It is anticipated that Alyst stockholders or warrant holders generally should not recognize gain or loss as a result of the Redomestication Merger for U.S. federal income tax purposes. We urge you to consult your own tax advisors with regard to the particular tax consequences to you of the Redomestication Merger.

Q. Will Alyst be taxed on the Redomestication Merger?

A. It is anticipated that for U.S. federal income tax purposes, as to each of its assets, Alyst should recognize gain (but not loss) realized as a result of the Redomestication Merger in an amount equal to the excess (if any) of the fair market value of such asset over such asset's adjusted tax basis at the effective time of the Redomestication Merger. Any U.S. federal income tax liability incurred by Alyst as a result of the recognition of such gain should become a liability of CN Holdings by reason of the Redomestication Merger.

Q. If I am not going to attend the Special Meeting in person, should I return my proxy card instead?

A. Yes. After carefully reading and considering the information in this proxy statement/prospectus, please fill out and sign your proxy card. Then return it in the return envelope as soon as possible, so that your shares may be represented at the Special Meeting. You may also vote by telephone, as explained on the proxy card. A properly executed proxy will be counted for the purpose of determining the existence of a quorum.

Q. If I have conversion rights, how do I exercise them?

A. If you wish to exercise your conversion rights, you must vote against the Business Combination Proposal and at the same time demand that Alyst convert your shares for cash. If, notwithstanding your vote, the Business Combination is completed, then you will be entitled to receive a pro rata portion of the trust account, including any interest earned thereon through the record date. You will be entitled to convert each share of common stock that you hold for approximately \$7.86. If you exercise your conversion rights, then you will be converting your shares of Alyst common stock for cash and will no longer own these shares. You will be entitled to receive cash for these shares only if you tender your stock certificate to our transfer agent, Continental Stock Transfer & Trust Company, at any time prior to the conclusion of the vote on the Business Combination. Alternatively, you may deliver your shares to the transfer agent electronically, at a nominal cost, using the Depository Trust Company's DWAC System. If you do not make a demand to exercise your conversion rights at the time you vote against the Business Combination Proposal (or if you do not vote against the Business Combination Proposal and tender your share to the transfer agent prior to the vote), you will lose your conversion rights, and that loss cannot be remedied.

- Q. How do I withdraw my request for conversion?
- A. You may withdraw a request for conversion of your shares any time prior to the date of the Special Meeting by requesting that the transfer agent return your share certificate(s) either physically or electronically.
- Q. What will happen if I abstain from voting or fail to instruct my broker to vote?
- A. An abstention or the failure to instruct your broker how to vote (also known as a broker non-vote) is not considered a vote cast at the meeting with respect to the Business Combination Proposal. Therefore your vote will have no effect on the vote relating to the Business Combination, and you will not be able to convert your shares into a pro rata portion of the trust account. An abstention or failure to vote will have the effect of voting against the Redomestication Merger Proposal and the Share Incentive Plan Proposal.
- Q. If my shares are held in “street name,” will my broker automatically vote them for me?
- A. No. Your broker can vote your shares only if you provide instructions on how to vote. You should instruct your broker to vote your shares. Your broker can tell you how to provide these instructions.
- Q. How do I change my vote?
- A. You may send a later-dated, signed proxy card to Alyst’s secretary no later than [ ], 2009, prior to the date of the Special Meeting, or attend the Special Meeting in person and vote. You also may revoke your proxy no later than [ ], 2009 by sending a notice of revocation to Michael Weksel, Alyst Acquisition Corp., 233 E. 69th Street, #6J, New York, New York 10021.
- Q. Do I need to turn in my old certificates?
- A. If you wish to exercise your conversion rights, you must tender your shares to the transfer agent prior to the Special Meeting. If the Business Combination Proposal is approved and you hold your securities in Alyst in certificate form, as opposed to holding them through your broker, you do not need to exchange them for certificates issued by CN Holdings. Your current certificates will represent your rights in CN Holdings. You may exchange them by contacting the transfer agent, Continental Stock Transfer & Trust Company, Reorganization Department, and following their requirements for reissuance.
- Q. Who can help answer my questions?
- A. If you have questions, you may write or call Alyst Acquisition Corp., at 233 E. 69th Street, #6J, New York, New York 10021, (646) 290-6104, Attention: Michael Weksel.
- Q. When and where will the Special Meeting be held?
- A. The meeting will be held at 10:00 a.m. Eastern time on ., 2009 at 340 Madison Avenue, 2nd Floor, New York, New York.

#### The Companies

Alyst is a Delaware corporation incorporated on August 16, 2006 in order to serve as a vehicle for the acquisition of an operating business in any industry, with a focus on the telecommunications industry, through a merger, capital



stock exchange, asset acquisition or other similar business combination. The initial stockholders purchased 1,750,000 shares of common stock, par value \$0.0001 per share ("Common Stock"), in a private placement for \$25,000. On July 5, 2007, Alyst consummated its IPO of 8,044,400 of its units ("Units"). Each Unit consists of one share of Common Stock and one warrant to purchase one share of Common Stock at an exercise price of \$5.00 per share. The Units were sold at an offering price of \$8.00 per Unit, generating gross proceeds of \$64,355,200. Simultaneously with the consummation of the IPO, Alyst consummated a private placement of 1,820,000 warrants at a price of \$1.00 per warrant, generating total proceeds of \$1,820,000. After deducting the underwriting discounts and commissions and offering expenses, an amount of \$63,154,286 was placed in an interest-bearing trust account and the remaining proceeds of approximately \$50,000, plus interest of up to \$1,680,000 earned on the amount held in trust became available to be used to provide for business, legal, accounting, due diligence on prospective business combinations and continuing operating expenses. Alyst's management has broad discretion with respect to the specific application of the net proceeds of the private placement and the public offering, although substantially all of the net proceeds of the offerings are intended to be generally applied toward consummating a business combination. As of December 31, 2008, approximately \$63,154,286 (plus accrued interest of \$74,718) was held in the trust account.

The warrants issued in Alyst's private placement were purchased by Robert A. Schriesheim, Alyst's Non-Executive Chairman of the Board, Dr. William Weksel, Alyst's Chief Executive Officer, Robert H. Davies, Alyst's Chief Strategist, Michael E. Weksel, one of Alyst's directors, Paul Levy, one of Alyst's former directors, and Ira Hollenberg IRA, Silverman Realty Group, Inc. Profit Sharing Plan (LCPSP), Norbert W. Strauss, David Strauss and Jonathan Strauss, each a stockholder of Alyst. The warrants are identical to the warrants included in the Units sold in the IPO except that they are exercisable on a cashless basis if Alyst calls the warrants for redemption so long as they are held by these purchasers or their affiliates. The purchasers of the warrants issued in the private placement have agreed that the warrants issued in the private placement will not be sold or transferred by them until Alyst has completed a business combination. The mailing address of Alyst's principal executive office is 233 E. 69th Street, #6J, New York, NY 10021 and its telephone number is (646) 290-6104. Alyst's home page on the internet is at <http://www.alyst.net>, but the information on Alyst's website is not a part of this proxy statement/prospectus.

CN Holdings is a wholly-owned subsidiary of Alyst, incorporated in the British Virgin Islands on April 17, 2008. CN Holdings was formed to facilitate the proposed Business Combination and, assuming the Business Combination Proposal and Redomestication Proposal are approved at the Special Meeting, will become the surviving corporation of Alyst and ultimate parent of China Networks Media.

China Networks Media is a joint-venture provider of broadcast television services in the People's Republic of China ("PRC"), operating in partnership with two local state-owned enterprises ("SOE") in the cities of Kunming and Yellow River which have been authorized by the PRC government to control the distribution of broadcast TV services (collectively, "PRC TV Stations"). China Networks Media owns 100% of Advertising Networks Ltd., a Hong Kong holding company ("ANT"), that: (i) owns 50% of each of Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd. and Kunming Taishi Information Cartoon Co., Ltd., (collectively "JV Tech Cos"), PRC joint venture companies formed with PRC TV Stations, and (ii) controls Beijing Guangwang Hetong Advertising & Media Co., Ltd., a PRC company ("Hetong"), which in turn, owns (a) 50% of Kunming Kaishi Advertising Co. Ltd., and (b) 50% of Taiyuan Advertising Networks Advertising Co., Ltd. (collectively "JV Ad Cos") with PRC TV Stations. JV Ad Cos collects 100% of advertising revenue earned by JV Tech Cos, joint ventures holding assets of PRC TV Stations, through a series of asset purchase and services agreements. In each locale, these companies form a group comprising of one JV Tech Co and one JV Ad Co (collectively referred to as the "Local JV Cos"). PRC TV Stations are owned directly or indirectly by local branches of the State Administration of Radio, Film and Television ("SARFT"). Due to restrictions on foreign ownership of PRC media and broadcasting entities, China Networks Media's 50% joint venture interest is held through a series of contractual arrangements intended to result in the risks and benefits of JV Ad Cos' operations being primarily borne by China Networks Media, rather than through a direct ownership of equity securities. In addition to seeking to avoid a violation of PRC law, these arrangements provide, under relevant principles of US generally accepted accounting principles ("U.S. GAAP"), for the consolidation of 50% of the results of operations, financial position and cash flows of JV Ad Cos by China Networks Media. In view of these PRC legal restrictions and prevailing industry practice with regard to structuring foreign direct investment in China, Alyst has determined that the Business Combination with China Networks Media satisfies the requirement contained in its amended and restated certificate of incorporation that it effect a business combination with an operating business.

### Rationale for the Business Combination

After careful consideration of the terms and conditions of each proposal, the board of directors of Alyst has determined that the Redomestication Merger, the Business Combination and the related transactions and each proposal made in this proxy statement/prospectus are fair to and in the best interests of Alyst and its stockholders. In reaching its decision with respect to the Redomestication Merger, the Business Combination and the related transactions, the board of directors of Alyst reviewed various industry and financial data and considered the due diligence and evaluation materials provided by China Networks Media and due diligence regarding the PRC television advertising market in order to determine that the consideration to be paid in connection with the Business Combination is reasonable. Based on such materials and information and on its own financial and business expertise the board of directors of Alyst also has concluded that the fair market value of China Networks Media was at least equal to 80% of the balance of the trust account. Accordingly, Alyst's board of directors concluded that the Business Combination meets the requirements for a business combination set forth in Alyst's IPO prospectus and amended and restated certificate of incorporation and recommends that Alyst stockholders vote "FOR" the Redomestication Proposal, the Business Combination Proposal, the Share Incentive Plan Proposal and the Adjournment and Postponement Proposal.

### The Merger Agreement

Pursuant to the Merger Agreement and subject to stockholder approval, (a) Alyst will merge with and into CN Holdings, thereby redomesticating to the British Virgin Islands (the "Redomestication Merger"), and then (b) China Networks Merger Co., a wholly-owned subsidiary of CN Holdings, will merge with and into China Networks Media, a British Virgin Islands company (the "Business Combination"). China Networks Media will be the surviving entity of that merger. In the Business Combination, CN Holdings will issue to China Networks Media shareholders aggregate merger consideration of (i) 2,880,000 CN Holdings ordinary shares, (ii) an aggregate of \$17,000,000 cash, (iii) deferred cash payments of up to \$6,000,000 and deferred share payments of up to 9,000,000 ordinary shares of CN Holdings, in each case subject to the achievement of specified financial milestones set forth in the Merger Agreement, and (iv) \$21,910,000 of proceeds from the exercise of CN Holdings warrants.

The Redomestication Merger will result in all of Alyst's issued and outstanding shares of common stock immediately prior to the Redomestication Merger converting into ordinary shares of CN Holdings, and all units, warrants and other rights to purchase Alyst's common stock immediately prior to the Redomestication Merger being exchanged for substantially equivalent securities of CN Holdings at the rate set forth in the Merger Agreement. The shares of CN Holdings shall continue to be quoted on Nasdaq, or such other public trading market on which its shares may be trading at such time, Alyst will cease to exist and CN Holdings will be the surviving corporation.

The Business Combination will be effected immediately after the Redomestication Merger. Each ordinary share of China Networks Media issued and outstanding prior to the business Combination will be converted automatically into one ordinary share of CN Holdings, and each class A preferred share of China Networks Media outstanding immediately prior to the Business Combination will convert into one share of CN Holdings. The stockholders of China Networks Media will also receive the cash and other consideration described above. China Networks Merger Co. will cease to exist and China Networks Media will be the surviving corporation.

Upon the consummation of the Redomestication Merger and the Business Combination, CN Holdings will own 100% of the issued and outstanding shares of China Networks Media. As of the closing, the shares of CN Holdings will be owned 77% by the previous stockholders of Alyst, 15% by the previous holders of ordinary shares of China Networks Media and 8% by the previous holders of class A preferred shares of China Networks Media.

If Alyst does not consummate the Business Combination with China Networks Media and it is unable to complete another acquisition by June 29, 2009, it will be required to liquidate and dissolve pursuant to its amended and restated certificate of incorporation. Under its amended and restated certificate of incorporation as currently in effect, if Alyst does not acquire at least majority control of a target business by June 29, 2009, Alyst will dissolve and distribute to its public stockholders the amount in the trust account plus any remaining net assets. Following dissolution, Alyst would no longer exist as a corporation. See the risk factor on page 26 of this proxy statement/prospectus relating to risks associated with the dissolution of Alyst.

Management. The current management of China Networks Media and its subsidiaries is led by Mr. Li Shuangqing. After consummation of the Redomestication Merger and the Business Combination, Mr. Li will be the Chief Executive Officer and Co-Chairman of China Networks Media and Zhou Chuansheng will be the Vice President of Sales and Marketing. CN Holdings' board of directors after the Redomestication Merger and the Business Combination is expected to consist of Li Shuangqing, Kerry Propper, Michael Weksel and four other individuals that will be appointed prior to Alyst's Special Meeting, of which three may be selected by Alyst. As a condition to the consummation of the Business Combination, Mr. Li Shuangqing will enter into an employment agreement with CN Holdings, pursuant to which he will serve as the Chief Executive Officer of CN Holdings. Michael Weksel is the Chief Financial Officer of China Networks Media and he will serve as the Chief Financial Officer of CN Holdings after the consummation of the Business Combination.

#### Alyst's Recommendation; Interests of Alyst's Management

After careful consideration, Alyst's board of directors has determined that the Redomestication Merger, the Business Combination and the other proposals to be presented at this Special Meeting are fair to, and in the best interests of, Alyst and its stockholders. The board of directors has approved and declared advisable the proposals, and recommends that you vote or direct that your vote to be cast "FOR" the adoption of each proposal.

When you consider the recommendation of the board of directors, you should keep in mind that the members of the board of directors have interests in the Business Combination that are different from, or in addition to, yours. These interests include the following:

- If the proposed Business Combination is not completed, and Alyst is unable to complete another acquisition by June 29, 2009, Alyst will subsequently be required to liquidate. Upon liquidation, the shares of common stock owned by Alyst's directors will be worthless because the shares will no longer have any value and the directors are not entitled to liquidation distributions from Alyst. In addition, the possibility that Alyst's officers and directors will be required to perform their obligations under the indemnity agreements referred to below will be substantially increased.
- In connection with Alyst's IPO, Alyst's current officers and directors agreed to indemnify Alyst for debts and obligations to vendors that are owed money by Alyst for services rendered or products sold to Alyst, but only to the extent necessary to ensure that certain liabilities do not reduce funds in the trust account. If the Business Combination is consummated, Alyst's officers and directors will not have to perform such obligations. If the Business Combination is not consummated, however, Alyst's officers and directors could potentially be liable for any claims against the trust account by vendors who did not sign waivers.
  - All rights of Alyst's officers and directors to be indemnified by Alyst, and of Alyst's directors to be exculpated from monetary liability with respect to prior acts or omissions, will continue after the Business Combination pursuant to provisions in CN Holdings' Amended and Restated Memorandum and Articles of Association, forms of which are attached hereto as Annexes C and D, respectively. However, if the Business Combination is not approved and Alyst subsequently liquidates, its ability to perform its obligations under those provisions will be substantially impaired since it will cease to exist. If the Business Combination is ultimately completed, CN Holdings' ability to perform such obligations will be substantially enhanced.
- It is anticipated that China Networks Media's current Chief Executive Officer, Li Shuangqing, will enter into an employment agreement with CN Holdings as a condition to the consummation of the Merger Agreement. The employment agreement must be approved by a majority of the independent directors of CN Holdings' Board of

Directors.

- Under the Share Incentive Plan, as proposed, directors of CN Holdings' Board of Directors may be granted options to purchase shares of CN Holdings. Under the Merger Agreement, Alyst is entitled to appoint three directors to the post-merger CN Holdings' Board of Directors, who will be entitled to receive shares or option grants under the Plan.
- It is expected that three of the current directors of Alyst, including Michael Weksel, will serve as directors of CN Holdings if the Business Combination is consummated.

8

---

#### Certain U.S. Federal Income Tax Consequences

As described below under the heading “Material United States Federal Income Tax Considerations,” subject to the qualifications included in that discussion, the Redomestication Merger should qualify as a “reorganization” under applicable U.S. federal income tax principles. In such case no gain or loss should be recognized by Alyst stockholders or warrant holders for U.S. federal income tax purposes as a result of their exchange of Alyst common stock or warrants for the ordinary shares or warrants of CN Holdings, but it is anticipated that for U.S. federal income tax purposes, as to each of its assets, Alyst should recognize gain (but not loss) realized as a result of the Redomestication Merger in an amount equal to the excess (if any) of the fair market value of such asset over such asset’s adjusted tax basis at the effective time of the Redomestication Merger. CN Holdings should not recognize any gain or loss for U.S. federal income tax purposes as a result of the Business Combination. Although it is anticipated that the “anti-inversion” provisions in the Internal Revenue Code of 1986, as amended, should not apply to treat CN Holdings as a U.S. corporation after the Redomestication Merger and Business Combination, this matter is not free from doubt. It is expected that these anti-inversion rules will apply, however, to restrict Alyst from using any net operating loss that might otherwise be available to it to offset any gain it will recognize as a result of the Redomestication Merger.

#### Listing

Alyst’s common stock (AYA), warrants (AYA.WS) and units (AYA.U) are currently listed on the NYSE Alternext.

CN Holdings is applying to have its ordinary shares, warrants and units listed on the Nasdaq under the symbols CHTV, CHTV.W, and CHTV.U, respectively.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement/prospectus contains or incorporates by reference certain forward-looking statements and information relating to Alyst, CN Holdings and China Networks Media that are based on the beliefs of their respective board of directors and officers, as well as certain assumptions and information currently available to them. Forward-looking statements include statements concerning projected financial data, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements which are other than statements of historical fact. When used in this proxy statement/prospectus, the words “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” “project,” “predict,” “may,” and “should” and similar expressions are intended to identify forward-looking statements. These statements are based on the parties’ current expectations and are naturally subject to uncertainty of and change in circumstances. Actual results may vary materially from the expectations contained in this document. The following factors, among others, could cause results to differ materially from those described in this proxy statement/prospectus: any economic, business, competitive and/or regulatory factors affecting China Networks Media’s business generally. Unless required by law, none of Alyst, CN Holdings or China Networks Media undertakes any obligation to update publicly any forward-looking statements set forth in this proxy statement/prospectus, whether as a result of new information, future events or otherwise.



## RISK FACTORS

You should carefully consider the following risk factors, together with all of the other information included in this proxy statement/prospectus, before you decide whether to vote or direct your vote to be cast to approve the Redomestication Merger, the Business Combination and the other proposals described in this proxy statement/prospectus.

China Networks Media's business substantially depends on the PRC TV Stations it partners with.

China Networks Media relies heavily on its access to advertising time slots on the PRC TV Stations to broadcast clients' advertisements. Any unfavorable change in the PRC TV Stations' advertising model, any changes that adversely affect their market position or any limitation on China Networks Media's access to desired television advertising time slots would materially adversely affect its results of operations and financial position.

The PRC TV Stations are the sole television networks for which China Networks Media currently sells advertising time and are owned by the Chinese government. As a result, the PRC TV Stations enjoy certain favorable governmental support that might not be available to privately owned networks. For example, the government mandates that the PRC TV Stations be broadcast in their local regions. The PRC TV Stations also face increasing competition from other regional and national television networks that strive to offer more attractive television programs to compete with the PRC TV Stations for television audiences. If the PRC TV Stations fail to compete successfully against these other networks, they may lose market share. Any changes that could potentially erode the PRC TV Stations' market position, such as relaxation of media control by the government or inadequate response to competition from other networks by the PRC TV Stations, could in turn reduce the attractiveness of China Networks Media's advertising offerings and materially adversely affect its results of operations and financial position.

Television advertising in China faces significant competition from existing and new competitors, and if China Networks Media does not compete successfully against them, it may lose market share and its profitability may be materially harmed.

The advertising industry in China is intensely competitive and highly fragmented. China Networks Media competes with other industry participants mainly on the basis of service quality, available advertising time slots, price, reputation and relationships with television networks. China Networks Media also faces significant competition in selling advertising space to advertisers and their advertising agencies mainly from other media sales companies that have dedicated relationships to particular PRC TV Stations and/or companies that broker timeslots from those stations. At the national level these include such companies as SinoMedia Holding Limited, Walk-on Advertising Co. Ltd., China Mass Media International Advertising Corporation and Charm Communication Group. At the local level, China Networks Media competes with other local television stations in the region on the basis of desirability of time slots offered, television network coverage, service quality, brand name and pricing.

In addition, in securing further media resources through JV or other contractual relationships, China Networks Media faces competition from other media sales companies and/or advertising agencies who could become its competitors for media resources on other stations. China Networks Media also faces competition from new entrants in the television advertising sector, including the wholly foreign-owned advertising companies that have been allowed to operate in China since December 2005, which exposes it to increased competition from advertising media companies that have greater financial and other resources than it does.

Television advertising in China competes against other forms of advertising media and advancing technology, and if China Networks Media does not adapt successfully, it may lose market share and its profitability may be materially harmed.

Television advertising, upon which China Networks Media depends for its business, competes with other forms of advertising media for overall advertising spending, such as

- radio,

- newspapers,
- magazines,
- the Internet,
- indoor or outdoor flat panel displays,
- billboards and
- public transport advertising.

According to ZenithOptimedia, advertising spending in media other than television collectively accounted for approximately 60.7% of total advertising spending in China in 2007. In particular, the Internet is becoming increasingly popular as an alternative advertising medium among advertisers.

In addition, technology in television, video, data services and other media used in the entertainment industry is changing rapidly, and advances in technology have led to alternative methods of content delivery and storage, including in the case of cable television, a significantly expanded menu of channel offerings. Certain changes in the behavior of television viewers driven by these methods of delivery and storage could have a negative effect on television advertising revenues. For example, devices that enable users to view television programs on a time-delayed basis or allow them to fast-forward or skip advertisements may cause changes in consumer behavior that could adversely affect the advertising revenues of television networks and China Networks Media's results of operations.

China Networks Media has a very limited operating history, which may make it difficult for you to evaluate its business and prospects.

In 2008, China Networks Media established certain equity joint ventures with PRC TV Stations through its Hong Kong wholly-owned subsidiary, ANT. ANT established an equity joint venture under the name of Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd. ("Taiyuan JV") with China Yellow River TV Station in Shanxi Province in June 2008; and ANT established an equity joint venture under the name Kunming Taishi Information Cartoon Co., Ltd. ("Kunming JV") with Kunming TV Station in Yunnan Province in July 2008 (Taiyuan JV and Kunming JV are collectively referred to as the "JV Tech Cos"). The respective historical operating results of the Kunming and Taiyuan TV stations' advertising operations may not provide a meaningful basis for evaluating China Networks Media's business, financial performance and prospects, particularly in view of the fact that the networks comprising the operations of China Networks have historically been operated independently.

China Networks Media also faces numerous risks, uncertainties, expenses and difficulties frequently encountered by companies at an early stage of development. Some of these risks and uncertainties relate to its ability to:

- develop new customers or new business from existing customers;
- expand the technical sophistication of the products it offers;
- respond effectively to competitive pressures; and
- attract and retain qualified management and employees.

China Networks Media cannot predict whether it will meet internal or external expectations regarding future performance. If China Networks Media is not successful in addressing these risks and uncertainties, its business, operating results and financial condition may be materially adversely affected.

China Networks Media may encounter difficulties in expanding into other regional television networks, which may materially and adversely affect its business, financial condition and results of operations.

One important element of China Networks Media's strategy is to expand its presence into other regional television networks. Implementation of this strategy will be subject to many risks, including, but not limited to, the following:

- China Networks Media has no track record in obtaining advertisement resources from other regional television networks;
- There is expected to be intense competition from advertising companies that are already well-established in those markets;
- China Networks Media may not be able to accurately assess and adjust to the consumer tastes, preferences and demands in the relevant regional markets; and
  - It may not be possible to generate enough revenue to offset costs.

These and other risks may make China Networks Media's expansion into other regional television networks unsuccessful. In addition, implementing this strategy may require it to devote significant resources to promoting advertising time slots on such regional television networks, which may divert management's attention from its existing business. If China Networks Media is not successful in expanding into other regional television networks, its business, financial condition and results of operations may be materially and adversely affected.

CN Holdings may need additional capital to fund the growth of China Networks Media's business, which may not be available on acceptable terms or at all, and which, if available, could dilute your interest in CN Holdings.

Capital requirements are difficult to plan in the rapidly changing advertising industry. China Networks Media expects that its current cash and cash equivalents, cash flow from operations and the proceeds from the Business Combination with Alyst will be sufficient to meet its anticipated cash needs, for both working capital and capital expenditures, for the foreseeable future. If, however, there are unforeseen changes in general business conditions or unexpected developments in its business or expansion, CN Holdings may require additional cash resources. For example, CN Holdings may seek to sell additional equity or debt securities or obtain a credit facility. The sale of convertible debt securities or additional equity securities could result in additional dilution to the shareholders of CN Holdings. Furthermore, if CN Holdings incurs more debt, it will be liable for increased debt service costs and might have to agree to operating and financing covenants that would restrict its operations and liquidity.

CN Holdings' ability to obtain additional capital on commercially acceptable terms is subject to significant risks and uncertainties, including:

- investors' perception of, and demand for, its securities;
- prevailing conditions in the global financial and capital markets in which it will seek to raise funds;
- the future results of operations, financial condition and cash flows of China Networks Media;
- PRC governmental regulation of foreign investment in advertising companies in China;
- PRC governmental policies relating to foreign exchange; and

- economic, political and other conditions in China.

Any failure to raise additional funds when needed could limit CN Holdings' ability to expand or develop its operations to respond to market demand or competitive challenges.

The Chinese government could change its policies toward, or even nationalize, private enterprise, which could reduce or eliminate the interests held in China Networks Media.

Over the past several years, the Chinese government has pursued economic reform policies, including the encouragement of private economic activities and decentralization of economic regulation. The Chinese government may not continue to pursue these policies or may significantly alter them to China Networks Media's detriment from time to time without notice. Changes in policies by the Chinese government that result in a change of laws, regulations, their interpretation, or the imposition of high levels of taxation, restrictions on currency conversion or imports and sources of supply could materially and adversely affect China Networks Media's business and operating results. The nationalization or other expropriation of private enterprises by the Chinese government could result in the total loss of China Networks Media's investment in China.

China Networks Media's business may be adversely affected by unforeseen events or natural disasters that are beyond its control, such as the 2008 earthquake in Sichuan Province, or the global financial crisis.

China Networks Media's business may be adversely affected by certain events, natural disasters beyond its control, such as the magnitude 8.0 earthquake that struck Sichuan Province in May 2008, or the global financial crisis. Many television stations in China significantly changed their programming after the earthquake to broadcast developments and rescue operations relating to the earthquake. All television channels in China ceased to broadcast any advertisements during a three-day national mourning period from May 19, 2008 to May 21, 2008. Certain television advertisements with content that was deemed to be inappropriate for broadcast during coverage of this tragic event were suspended in May and June 2008. Such unforeseen events, natural disasters or the global financial crisis may adversely affect advertisement spending of its clients which in turn may adversely affect its sales and results of operations. Furthermore, if other events occur in the future or the global financial crisis is prolonged or deepens, its business, financial condition and results of operations may be adversely affected.

China Networks Media may become subject to government actions due to its advertising content, which may have a material adverse effect on its financial condition and results of operations.

PRC advertising laws and regulations require advertisers, advertising distributors and advertising service providers, such as China Networks Media, to ensure that the content of the advertisements prepared or distributed are fair, accurate and in full compliance with applicable laws. Violation of these laws or regulations may result in penalties, including

- fines,
- confiscation of advertising fees,
- orders to cease disseminating the advertisements and
- orders to publish public announcements to correct the misleading information.

In circumstances involving serious violations, the PRC government may revoke a license to operate an advertising business. In addition, such noncompliance can constitute a violation of criminal law and criminal proceedings could be brought as a result.

Under the relevant PRC regulations, China Networks Media is required to independently review and verify the content of a client's advertisement for compliance and to confirm that any required government review has been performed and that all necessary approvals have been obtained. In addition, for advertising content related to certain types of

products, such as tobacco, alcohol, cosmetics, pharmaceuticals and medical instruments, China Networks Media is required to confirm that the advertisers have obtained requisite government approvals relating to their operations, including the advertisers' operating qualifications and proofs of quality inspection. Under contracts with advertising clients, advertisers are responsible for obtaining any PRC government approvals or licenses required for their advertisements and providing China Networks Media with proof of such approvals or licenses prior to it placing its clients' advertisements. While China Networks Media ensures advertising content is reviewed for compliance with relevant PRC laws and regulations, there can be no assurance that each advertisement placed is in compliance with the relevant PRC laws and regulations or that the supporting documentation and government approvals provided by advertising clients are true and complete. Any failure to conduct such review may subject China Networks Media to governmental inspections or actions.



Governmental proceedings may harm China Networks Media's reputation and may divert significant amounts of management's time and other resources. It may be difficult and expensive to defend against such proceedings. There can be no assurance that China Networks Media would successfully defend such claims, and if it fails to do so it would have to bear the costs of all such actions as well as any fines imposed. In addition, some of its existing contracts with advertising clients do not provide China Networks Media with any indemnity from its clients for claims relating to advertising content. As a result of the foregoing, any governmental proceedings brought could have a material adverse effect on its business, financial condition and results of operations.

China Networks Media may be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt its business and operations.

China Networks Media places advertisements provided by advertising clients on television. In doing so, it may employ information, software programs, technology or equipment supplied by other parties, to which such parties may not have intellectual property rights. Some of its existing contracts with advertising clients do not provide indemnity for any intellectual property infringement claims relating to the advertisements provided. China Networks Media cannot be certain that its operations or any aspects of its business do not or will not infringe upon patents, copyrights or other intellectual property rights held by third parties. Although China Networks Media is not aware of any such claims, it may become subject to legal proceedings and claims from time to time relating to the intellectual property rights of others. If China Networks Media is found to have violated the intellectual property rights of others, it:

- may be subject to liability for infringement activities or may be prohibited from using such intellectual property,
  - may incur licensing fees or be forced to develop alternatives.
  - may incur significant expenses, and
- may be forced to divert management's time and other resources from its business and operations to defend against these third-party infringement claims, regardless of their merits.

Successful infringement or licensing claims may result in significant monetary liabilities and may materially disrupt China Networks Media's business and operations by restricting or prohibiting the use of the intellectual property in question.

Foreign exchange regulations in the PRC may affect China Networks Media's ability to pay dividends in foreign currency or conduct other foreign exchange business.

Renminbi, or RMB, is not presently a freely convertible currency, and the restrictions on currency exchanges may limit China Networks Media's ability to use revenues generated in RMB or to make dividends or other payments in U.S. dollars. The PRC government, through the State Administration for Foreign Exchange ("SAFE"), regulates conversion of RMB into foreign currencies. Currently, foreign invested enterprises are required to apply for "Foreign Exchange Registration Certificates" and to renew those certificates annually. In addition, SAFE recently issued a new regulation, under which RMB converted from the registered capital shall only be utilized in accordance with the purposes approved by the relevant government authority (including the local SAFE). The local SAFE has the right to

- take appropriate remedial action,
- confiscate any illegal income and
- impose a fine in the event of a contravention of the new regulation.



In the event that China Networks Media is unable to convert the registered capital conveniently, this would restrict its ability to operate its foreign exchange business.

China Networks Media may have difficulty establishing adequate management, legal and financial controls in the PRC, which could result in misconduct and difficulty in complying with applicable laws and requirements.

As quasi-governmental businesses in the PRC, the networks comprising China Networks Media have not historically focused on establishing Western-style management and financial reporting concepts and practices, as well as modern banking, computer and other internal control systems. China Networks Media may have difficulty in hiring and retaining a sufficient number of qualified internal control employees to work in the PRC. As a result of these factors, China Networks Media may experience difficulty in establishing management, legal and financial controls, collecting financial data and preparing financial statements, books of account and corporate records and instituting business practices that meet Western standards, especially on the operation level of China Networks Media's joint ventures with municipal broadcast TV network operators.

Advertising clients periodically review and change their advertising or marketing models and strategies, and if China Networks Media fails to adapt quickly to such changes, it may be unable to attract advertisers and increase the demand for its services.

Advertising service contracts with clients are generally entered into on a short-term and non-exclusive basis. A client's decision to place its advertisements with China Networks Media is affected by a number of factors, including

- the desirability of time slots it offers on the relevant PRC TV Stations,
- the extent of television network coverage provided,
- the service packages and pricing structure offered and
- the client's perception of the effectiveness and quality of its services.

If China Networks Media fails to retain its existing clients or increase advertisers' awareness and utilization of its services, or to formulate attractive service packages and pricing structures to attract new clients, demand for its services will not grow and may even decrease. Advertisers might be unwilling to seek time slots from China Networks Media or to pay the levels of advertising fees it requires to generate profits, which could materially and adversely affect its ability to increase revenues and profitability.

China Networks Media depends on the services of key personnel, including Mr. Li Shuangqing, chairman and chief executive officer, and its business and growth prospects may be severely disrupted if it loses his services.

Mr. Li Shuangqing, chairman and chief executive officer of China Networks Media, has led the company since its establishment. The business and operations of China Networks Media depend to a significant extent on his business vision, industry expertise, experience with its business operations and management skills, as well as his relationships with television stations, many key clients and employees. China Networks Media does not maintain key-man life insurance for Mr. Li Shuangqing. If he becomes unable or unwilling to continue in his present position, it may not be possible to replace him in a timely manner or at all, which would have a material adverse effect on business and growth prospects of China Networks Media.

If China Networks Media fails to maintain an effective and adequate sales and marketing team, its sales and revenues could materially decrease.

China Networks Media depends on its sales personnel to increase advertisers' awareness, acceptance and utilization of its services, which are crucial to its revenues, business and growth. China Networks Media currently has 17 employees directly engaged in sales. Consistent with the industry norm, China Networks Media typically experiences a high turnover rate among sales personnel, and there can be no assurance that its current sales personnel will remain effective or loyal. China Networks Media faces intense competition for experienced sales personnel both from direct competitors and other advertising and media companies. Furthermore, China Networks Media will need to continue expanding its sales force if its business continues to grow. It may not be able to hire, retain, integrate or motivate an adequate number of qualified new sales personnel as it grows its business, which could disrupt its business and cause revenues to materially decrease.

## Risks Relating to China Networks Media's Corporate Structure

China Networks Media exercises voting and economic control over Hetong pursuant to contractual agreements among the Hetong shareholders, the JV Tech Cos and ANT that may not be as effective as direct ownership.

As a result of the contractual agreements entered into between ANT and the shareholders of Hetong, ANT controls and is considered the primary beneficiary of Hetong, and is entitled to consolidate the financial results of Hetong, which includes Hetong's 50% economic interest in the financial results of Kunming Kaishi Advertising Co., Ltd. and Taiyuan Guangwang Hetong Advertising Co., Ltd. (collectively, the "JV Ad Cos"). While the terms of these contractual agreements are designed to minimize the operational impact of governmental regulation of the media, cultural and telecommunications industries in the PRC, and provide ANT with voting control and the economic interests associated with the stockholders' equity interest in Hetong, they are not accorded the same status at law as direct ownership of Hetong and may not be as effective in providing and maintaining control over Hetong as direct ownership. For example:

- ANT may not be able to take control of Hetong upon the occurrence of certain events, such as the imposition of statutory liens, judgments, court orders, death or incapacity.
- If the PRC government proposes new laws or amends current laws that are detrimental to the contractual agreements with Hetong, such changes may effectively eliminate China Networks Media's control over the Hetong and its ability to consolidate the JV Tech Cos and the JV Ad Cos.
- If the shareholders of Hetong fail to perform as required under those contractual agreements, ANT will have to rely on the PRC legal system to enforce those agreements and there is no guarantee that it will be successful in an enforcement action.

Furthermore, if China Networks Media, or ANT, were found to be in violation of any existing PRC laws or regulations, the relevant regulatory authorities would have broad discretion to deal with such violation, including, but not limited to the following:

- levying fines;
- confiscating income; and/or
- requiring a restructuring of ownership or operations.

The agreements that establish the structure for operating China Networks Media's business may result in the relevant PRC government regulators revoking or refusing to renew JV Tech Cos respective operating permits.

JV Tech Cos obtained exclusive operating rights by entering into exclusive cooperation agreements with PRC TV Stations who are 100% owned by different levels of branches of SARFT in Kunming and Taiyuan municipality. PRC TV Stations enjoy the right to provide broadcast television services in their territories. Any foreign-invested enterprise incorporated in the PRC is prohibited from conducting a business that involves the transmission of broadcast television or the provision of cable access services. China Networks Media's contractual arrangements with Hetong and its shareholders provide it with the economic benefits of the JV Ad Cos. If SARFT determines that its control over Hetong, or relationship with the JV Ad Cos through those contractual arrangements is contrary to their generally restrictive approach towards foreign participation in the PRC broadcast television industry, there can be no assurance that SARFT will not reconsider JV Ad Cos' eligibility to hold exclusive rights to provide advertising services to PRC TV Stations. If that were to happen, China Networks Media might have to discontinue all or a substantial portion of its

business pending the approval of exclusive service and operating rights on the required operating permit held by PRC TV Stations. In addition, if China Networks Media is found to be in violation of any existing or future PRC laws or regulations, the relevant regulatory authorities, including the SARFT, would have broad discretion in dealing with such violation, including:

17

---

- levying fines,
- confiscating its income,
- revoking the business licenses or operating licenses of its PRC affiliates and PRC TV Stations,
- requiring China Networks Media to restructure the relevant ownership structure or operations, and
  - requiring it to discontinue all or any portion of its operations.

Any of these actions could cause significant disruption to its business operations and may materially and adversely affect its business, financial condition and results of operations.

#### Risks Relating to the People's Republic of China

Adverse changes in economic policies of the PRC government could have a material adverse effect on the overall economic growth of the PRC, which could reduce the demand for China Networks Media's services and materially adversely affect its business.

All of China Networks Media's assets are located in and all of its revenue is sourced from the PRC. Accordingly, China Networks Media's business, financial condition, results of operations and prospects will be influenced to a significant degree by political, economic and social conditions in the PRC generally and by continued economic growth in the PRC as a whole.

The PRC economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in the PRC is still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over the PRC's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

While the PRC economy has experienced significant growth over the past decade, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on China Networks Media. For example, China Networks Media's operating results and financial condition may be adversely affected by government control over capital investments or changes in tax regulations that are applicable to it.

Uncertainties in the interpretation and enforcement of PRC laws and regulations could limit the legal protections available to you and China Networks Media.

The PRC legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which legal decisions have limited value as precedents. In 1979, the PRC government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. The overall effect of legislation over the past three decades has significantly increased the protections afforded to various forms of foreign or private-sector investment in the PRC. These laws and regulations change frequently, and their interpretation and enforcement involve uncertainties. For example, China Networks Media may have to resort to administrative and court proceedings to enforce the legal protections that it enjoys either by law or contract. However, since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection China Networks Media enjoys than in more developed legal systems. These uncertainties may also impede China Networks Media's ability to enforce the contracts it has entered into. As a result, these uncertainties could materially adversely affect China Networks Media's business and operations.

Under the PRC's Enterprise Income Tax Law, it is unclear whether CN Holdings and China Networks Media will be classified as "resident enterprises" or "non-resident enterprises" of China. Depending on the classification, there could be certain unfavorable tax consequences to CN Holdings and China Networks Media and their non-PRC shareholders.

On March 16, 2007, the National People's Congress approved and promulgated a new tax law, the PRC Enterprise Income Tax Law, or "EIT Law," which took effect on January 1, 2008. The EIT Law and its implementation rules are relatively recent developments in the PRC and are ambiguous in terms of definitions, requirements and procedures. There is also a dearth of published official guidance with respect to the EIT Law, which makes it difficult at this stage to determine how the PRC tax authorities will interpret the provisions of the law and its implementing rules with respect to certain of the tax matters addressed below.

Pursuant to the EIT Law and its implementation rules, enterprises established outside the PRC whose actual management or control is located in the PRC can be considered "resident enterprises" for purposes of the EIT Law. According to the implementation rules of the EIT Law, "management" generally refers to the person or body of persons that exercises substantial and overall management and control over the manufacturing and business-operations, personnel, accounting and properties of an enterprise. China Networks Media's management is located in the PRC and is expected to remain located in the PRC in the future. Therefore, it is likely that China Networks Media and potentially CN Holdings could be considered "resident enterprises" by the PRC tax authorities. As indicated above, it is unclear as to how the PRC tax authorities will determine tax residency based on the facts of each case.

If the PRC tax authorities determine that CN Holdings or China Networks Media is a "resident enterprise" for purposes of the EIT Law:

- Such company would be subject to PRC enterprise income tax at a rate of 25 percent (the "EIT") on its worldwide income;
- Such company would be liable for the EIT on dividends it receives from subsidiaries unless such company is a "qualifying resident enterprise" and the dividend it receives is attributable to direct investment in another "qualifying resident enterprise" that is paying the dividend (it is unclear whether CN Holdings or China Networks Media would qualify as a "qualifying resident enterprise" in light of uncertainties of interpretation and lack of official guidance);
- Such company may be required to withhold a 10 percent PRC withholding tax on dividends it pays to non-resident enterprise shareholders (subject to possible reduction under an applicable income tax treaty); and



- Gains derived by non-resident enterprise shareholders upon disposition of shares of such company may be subject to a 10 percent PRC withholding tax (subject to possible reduction under an applicable income tax treaty).

Non-PRC shareholders may be entitled to a foreign tax credit with respect to the PRC withholding tax referred to above against their domestic income tax liability (subject to applicable conditions and limitations). Because of the lack of clarity and the complexities in interpretation associated with potential PRC tax liabilities, each holder of our securities should consult their own tax advisors regarding the applicability of any such taxes, the effects of any applicable income tax treaties, and any available foreign tax credits.

If CN Holdings or China Networks is classified as a “non-resident enterprise” for purposes of the EIT Law, PRC-source dividends received by them may be subject to a 10 percent PRC withholding tax. Under the EIT Law and its implementing rules, a withholding tax at the rate of 10 percent will normally apply to PRC-source dividends payable to investors who are “non-resident enterprises” — defined as enterprises that do not have an establishment or place of business in the PRC or that have such an establishment or place of business but the relevant income is not effectively connected with such establishment or place of business. Such withholding tax may be exempted or reduced by the State Council of the PRC or pursuant to a tax treaty between the PRC and the jurisdiction in which the non-resident enterprise resides.

Similar PRC tax considerations to those discussed above may pertain to Advertising Networks Ltd., (which also may be subject to local jurisdiction tax obligations).

#### Risks Relating to the Redomestication Merger

Following consummation of the Redomestication Merger, Alyst will become a BVI company and, because the rights of shareholders under BVI law differ from those under U.S. law, you may have fewer protections as a shareholder.

Following the consummation of the Redomestication Merger, the resulting company’s corporate affairs will be governed by its Amended and Restated Memorandum and Articles of Association, the BVI Business Companies Act, 2004 (as amended) of the British Virgin Islands (the “Act”) and the common law of the British Virgin Islands. Forms of CN Holdings’s Amended and Restated Memorandum and Articles of Association are attached hereto as Annexes C and D, respectively. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibility of the directors under BVI law are governed by the Act and the common law of the British Virgin Islands. The common law of the British Virgin Islands is derived in part from comparatively limited judicial precedent in the British Virgin Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the British Virgin Islands. The rights of shareholders and the fiduciary responsibilities of directors under BVI law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the British Virgin Islands has a less prescriptive body of securities laws as compared to the United States, and some states (such as Delaware) have more fully developed and judicially interpreted bodies of corporate law. The rights of minority shareholders are set forth below in the section entitled “The Redomestication Proposal – Rights of Minority Shareholders.”

BVI companies may not be able to initiate shareholder derivative actions, thereby depriving shareholders of the ability to protect their interests.

BVI companies may not have standing to initiate a shareholder derivative action in a federal court of the United States. The circumstances in which any such action may be brought, and the procedures and defenses that may be available in respect to any such action, may result in the rights of shareholders of a BVI company being more limited than those of shareholders of a company organized in the United States. Accordingly, shareholders may have fewer alternatives available to them if they believe that corporate wrongdoing has occurred. The BVI courts are also unlikely to recognize or enforce against CN Holdings’ judgments of courts in the United States based on certain liability

provisions of U.S. securities law and to impose liabilities against it, in original actions brought in the British Virgin Islands, based on certain liability provisions of U.S. securities laws that are penal in nature.

Although there is no statutory enforcement in the British Virgin Islands of judgments obtained in the United States, the courts of the British Virgin Islands will recognize a foreign judgment as the basis for a claim at common law in the British Virgin Islands provided:

- the U.S. court issuing the judgment had jurisdiction in the matter and the company either submitted to such jurisdiction or was resident or carrying on business within such jurisdiction and was duly served with process;
- the judgment given by the U.S. court was not in respect of penalties, taxes, fines or similar fiscal or revenue obligations of the company;
- in obtaining judgment there was no fraud on the part of the person in whose favour judgment was given or on the part of the court;
  - recognition or enforcement of the judgment in the BVI would not be contrary to public policy; and
  - the proceedings pursuant to which judgment was obtained were not contrary to natural justice.

Under the laws of the British Virgin Islands, there are some statutory provisions for the protection of minority shareholders under the Act. The principal protection under the Act is that shareholders may bring an action to enforce the Amended and Restated Memorandum and Articles of Association of CN Holdings. The Act sets forth the procedure to bring such a claim. Shareholders are entitled to have the affairs of the company conducted in accordance with the general law and the Amended and Restated Memorandum and Articles of Association. Pursuant to CN Holdings' constitutional documents, the company is obliged to hold an annual general meeting and provide for the election of directors. Companies are not obligated to appoint an independent auditor and shareholders are not entitled to receive the audited financial statements of the company.

There are common law rights for the protection of shareholders that may be invoked. Such rights have also now been given a statutory basis under the Act. For further discussion of the rights of minority shareholders, see the section entitled "The Redomestication Proposal — Rights of Minority Shareholders." The Common law rights are largely dependent on English company law, since the common law of the British Virgin Islands for business companies is limited. Under the general rule pursuant to English company law, a court will generally refuse to interfere with the management of a company at the insistence of a minority of its shareholders who express dissatisfaction with the conduct of the company's affairs by the majority or the board of directors. However, every shareholder is entitled to have the affairs of the company conducted properly according to law and the constituent documents of the corporation. As such, if those who control the company have persistently disregarded the requirements of company law or the provisions of the company's memorandum or articles of association, then the courts will grant relief. Generally, the areas in which the courts will intervene are the following:

- an act complained of which is outside the scope of the authorized business or is illegal or not capable of ratification by the majority,
  - acts that constitute fraud on the minority where the wrongdoers control the company,
  - acts that infringe on the personal rights of the shareholders, such as the right to vote, and
- where the company has not complied with provisions requiring approval of a special or extraordinary majority of shareholders,

which are more limited than the rights afforded minority stockholders under the laws of many states in the United States.

## Risks Relating to Tax Matters

There is a risk that CN Holdings could be treated as a U.S. domestic corporation for U.S. federal income tax purposes after the Redomestication Merger and Business Combination, which could result in significantly greater U.S. federal income tax liability to CN Holdings.

Section 7874(b) (“Section 7874(b)”) of the Internal Revenue Code of 1986, as amended, generally provides that a corporation organized outside the United States which acquires, directly or indirectly, pursuant to a plan or series of related transactions, substantially all of the assets of a corporation organized in the United States will be treated as a domestic corporation for U.S. federal income tax purposes if shareholders of the acquired corporation, by reason of owning shares of the acquired corporation, own at least 80% (of either the voting power or the value) of the stock of the acquiring corporation after the acquisition. If Section 7874(b) were to apply to the Redomestication Merger, then CN Holdings, as the surviving entity, would be subject to U.S. federal income tax on its worldwide taxable income following the Redomestication Merger and Business Combination as if CN Holdings were a domestic corporation.

Although it is anticipated that Section 7874(b) should not apply to treat CN Holdings as a domestic corporation for U.S. federal income tax purposes, due to the absence of complete guidance on how the rules of Section 7874(b) apply to the transactions contemplated by the Redomestication Merger and Business Combination, this result is not free from doubt. As a result, stockholders and warrant holders are urged to consult their own tax advisors on this issue. For a more detailed discussion of the foregoing, see “Material United States Federal Income Tax Considerations—U.S. Federal Income Tax Consequences of the Redomestication Merger—Tax Consequences to Alyst and CN Holdings.”

It is anticipated that Alyst will recognize gain (but not loss) for U.S. federal income tax purposes as a result of the Redomestication Merger, which may result in increased U.S. federal income tax liability to Alyst.

It is anticipated that for U.S. federal income tax purposes, as to each of its assets, Alyst should recognize gain (but not loss) realized as a result of the Redomestication Merger in an amount equal to the excess (if any) of the fair market value of such asset over such asset’s adjusted tax basis at the effective time of the Redomestication Merger. Since any such gain will be determined based on the value of its assets at that time, the amount of such gain (and any U.S. federal income tax liability to Alyst by reason of such gain) cannot be determined at this time. If, as expected, former shareholders of Alyst will, by reason of their ownership of Alyst shares, own at least 60 % (but less than 80 %) of the shares of CN Holdings following the Redomestication Merger and Business Combination, Alyst will not be permitted to use any net operating losses otherwise available to Alyst to offset such gain. Stockholders and warrant holders are urged to consult their own tax advisors on this tax issue and other tax issues in connection with the Redomestication Merger. For a more detailed discussion of the foregoing, see “Material United States Federal Income Tax Considerations—U.S. Federal Income Tax Consequences of the Redomestication Merger—Tax Consequences to Alyst and CN Holdings.”

There is a risk that CN Holdings will be classified as a passive foreign investment company, or “PFIC,” which could result in adverse U.S. federal income tax consequences to U.S. holders of ordinary shares or warrants of CN Holdings.

CN Holdings will be treated as a PFIC for any taxable year in which either (1) at least 75% of its gross income (looking through certain corporate subsidiaries) is passive income or (2) at least 50% of the average value of its assets (looking through certain corporate subsidiaries) produce, or are held for the production of, passive income. Passive income generally includes dividends, interest, rents, royalties, and gains from the disposition of passive assets. If CN Holdings were a PFIC for any taxable year during which a U.S. holder held its ordinary shares or warrants, the U.S. holder may be subject to increased U.S. federal income tax liability and may be subject to additional reporting requirements. The actual PFIC status of CN Holdings for any taxable year, however, will not be determinable until after the end of its taxable year, and accordingly there can be no assurance as to the status of CN Holdings as a PFIC for the current taxable year or any future taxable year. We urge U.S. holders to consult their own tax advisors regarding the possible application of the PFIC rules. For a more detailed discussion of the foregoing, see “Material United States Federal Income Tax Considerations—U.S. Federal Income Tax Consequences to U.S. Holders of Ordinary Shares and Warrants of CN Holdings—Passive Foreign Investment Company Rules.”

The tax disclosure included as part of this Registration Statement expresses uncertainty as to certain tax issues and does not address all tax issues, including those that are dependent on future facts or events.

Due to the absence of complete guidance as to how the transactions contemplated by the Redomestication Merger and Business Combination and other transactions discussed in the tax disclosure would be treated for U.S. federal income tax purposes, there is a degree of uncertainty as stated in the tax disclosure with respect to the U.S. federal income tax consequences of certain of the tax matters considered therein. Moreover, certain tax matters that are discussed in the tax disclosure are dependent on future facts or events, such as whether CN Holdings will be classified as a PFIC for U.S. federal income tax purposes following the Redomestication Merger and Business Combination, and as to which no conclusion therefore can be expressed. Finally, no assurance can be given that positions contrary to those discussed in the tax disclosure may not be taken by the Internal Revenue Service (“IRS”) or a court considering the tax issues discussed in the tax disclosure. Accordingly, each stockholder and warrant holder is urged to consult its own tax advisor on the tax issues discussed in the tax disclosure and how they may relate to the holder’s particular circumstances. See “Material United States Federal Income Tax Considerations.”

#### Risks Relating to the Business Combination

Because CN Holdings is organized under the laws of the British Virgin Islands, it may be difficult to serve CN Holdings with legal process or enforce judgments against it, its directors or its management.

CN Holdings is organized under the laws of the British Virgin Islands. After the Business Combination, substantially all of its assets will be located outside of the United States, its principal executive offices will be located in China, and some of its directors and officers will reside outside the United States. As a result, it may be difficult or impossible for you to bring an action against CN Holdings or against its directors or its management in the United States if you believe that your rights have been infringed under securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the British Virgin Islands and of other jurisdictions, including China, may prevent or restrict you from enforcing, or make it difficult to enforce, a judgment against CN Holdings’ assets or its directors and officers.

The price of CN Holdings' ordinary shares after the Business Combination may be volatile.

The price of CN Holdings' ordinary shares after the Business Combination may be volatile, and may fluctuate due to factors such as:

- actual or anticipated fluctuations in quarterly and annual results;
- limited operating history;
- mergers and strategic alliances in the television industry in China;
- market conditions in the industry;
- changes in U.S. or Chinese government regulation;
- fluctuations in CN Holdings' revenues and earnings and those of its competitors;
- shortfalls in CN Holdings' operating results from levels forecasted by securities analysts;
- announcements covering CN Holdings or its competitors; and
- the general state of the financial and capital markets.

The effects of the global financial crisis, which are far-reaching and difficult to predict, may adversely affect the ability to secure the requisite stockholder approval of the proposed transactions and the ability of China Networks Media to execute its business plan successfully.

Since the date of the Merger Agreement and the most recent audited financial statements included in this proxy statement/prospectus, the international capital markets have experienced severe volatility and exhibited overall significant declines in prices of equity securities, which events taken in combination with a freezing of international credit markets and lack of availability of private capital have led to severe constraints in private flows of capital. In addition, the alleged fraud perpetrated by Bernard Madoff has exacerbated a lack of confidence in global financial institutions and their oversight.

Alyst's ability to secure the necessary approval by stockholders of the Business Combination Proposal and the Redomestication Proposal may be adversely effected if certain investors vote against these proposals without regard to the merits thereof and choose to liquidate their investment in Alyst. In addition, the effects of the global financial crisis on the industry and geographic sectors that China Networks Media is engaged in are just beginning to become apparent and it is impossible to predict the full impact they may have on China Networks Media, including with respect to its expansion plans and the capital required to implement such strategy.

If shareholders sought to sue China Networks Media officers or directors, it may be difficult to obtain jurisdiction over the parties and access to the assets located in the PRC.

Because most of China Networks Media's officers and directors will reside outside of the United States, it may be difficult, if not impossible, to acquire jurisdiction over these persons in the event a lawsuit is initiated against such officers and directors by shareholders in the United States. It also is unclear if extradition treaties now in effect between the United States and the PRC would permit effective enforcement of criminal penalties of the federal securities laws. Furthermore, because substantially all of China Networks Media's assets are located in the PRC, it

would also be extremely difficult to access those assets to satisfy an award entered against CN Holdings in U.S. court. Moreover, Alyst has been advised that the PRC does not have treaties with the United States providing for the reciprocal recognition and enforcement of judgments of courts. As a result, it may not be possible for investors in the United States to enforce their legal rights, to effect service of process upon China Networks Media's directors or officers or to enforce judgments of U.S. courts predicated upon civil liabilities and criminal penalties of its directors and officers under Federal securities laws.

Alyst and China Networks Media have incurred and expect to incur significant costs associated with the Business Combination, whether or not the Business Combination is completed and the incurrence of these costs will reduce the amount of cash available to be used for other corporate purposes.

Alyst and China Networks Media expect to incur significant costs associated with the Business Combination. If the Business Combination is completed, they expect to incur approximately \$[ ] in expenses. These expenses will reduce the amount of cash available to be used for other corporate purposes.

Alyst may waive one or more of the conditions to the Business Combination without resoliciting stockholder approval.

Alyst may agree to waive, in whole or in part, some of the conditions to its obligations to complete the Business Combination, to the extent permitted by applicable laws. The board of directors of Alyst will evaluate the materiality of any waiver to determine whether amendment of this proxy statement/prospectus and resolicitation of proxies is warranted. In some instances, if the board of directors of Alyst determines that a waiver is not sufficiently material to warrant resolicitation of stockholders, Alyst has the discretion to complete the Business Combination without seeking further stockholder approval.



The combined company's working capital could be reduced if stockholders exercise their conversion rights.

Pursuant to Alyst's amended and restated certificate of incorporation, holders of shares purchased in Alyst's IPO (other than Alyst's initial stockholders) may vote against the Business Combination and demand that Alyst convert their shares into pro rata portions of the trust account, net of taxes payable, as of the record date. Alyst and China Networks Media will not consummate the Business Combination if holders of 2,413,320 or more publicly-held shares exercise these conversion rights. To the extent the Business Combination is consummated and holders have demanded to so convert their shares, there will be a corresponding reduction in the amount of funds available to the combined company following the Business Combination. As of [ ], 2009, the record date, assuming the Business Combination is approved, the maximum amount of funds that could be disbursed to Alyst's stockholders upon the exercise of their conversion rights is approximately \$[ ].

If outstanding warrants are exercised, the underlying common shares will be eligible for future resale in the public market. "Market overhang" from the warrants results in dilution and has an adverse effect on the ordinary shares' market price.

Outstanding warrants and unit purchase options to purchase an aggregate of 10,164,400 shares of common stock issued in connection with Alyst's IPO will become exercisable after consummation of the Business Combination. If they are exercised, a substantial number of additional ordinary shares of CN Holdings will be eligible for resale in the public market, which could adversely affect the market price.

Registration rights held by Alyst's initial stockholders who purchased shares prior to Alyst's IPO may have an adverse effect on the market price of CN Holdings.

Alyst's initial stockholders who purchased common stock prior to its IPO are entitled to demand that Alyst register the resale of their shares at any time after they are released from escrow. In addition, the investors in China Networks Media's bridge financing have the ability to request registration of the shares they will own subsequent to the consummation of the Business Combination on substantially the same terms as enjoyed by such shareholders. If such stockholders exercise their registration rights with respect to all of their shares, there will be an additional 2,730,000 ordinary shares eligible for trading in the public market. The presence of these additional shares may have an adverse effect on the market price of CN Holdings' ordinary shares.

Alyst's directors and officers have interests in the Business Combination that are different from yours, because if the Business Combination is not approved, their shares may become worthless.

In considering the recommendation of Alyst's Board of Directors to vote to approve the Business Combination, you should be aware that Alyst's directors, officers and initial stockholders have agreements or arrangements that provide them with interests in the Business Combination that differ from, or are in addition to, those of Alyst stockholders generally. Alyst's initial stockholders, including its directors and officers, are not entitled to receive any of the funds that would be distributed upon liquidation of the trust account. Therefore, if the Business Combination is not approved, these original shares may become worthless. The personal and financial interests of directors and officers may have influenced their motivation in identifying and selecting a target business and in timely completion of a business combination. Consequently, their discretion in identifying and selecting a suitable target business may result in a conflict of interest when determining whether the terms, conditions and timing of a particular business combination are appropriate and in the best interests of Alyst's stockholders.

Because CN Holdings does not intend to pay dividends on its ordinary shares, stockholders will benefit from an investment in Alyst's common stock only if the ordinary shares of CN Holdings appreciate in value.

Alyst has never declared or paid any cash dividends on its shares of common stock. Post-merger, CN Holdings currently intends to retain all future earnings, if any, for use in the operations and expansion of the business. As a result, CN Holdings does not anticipate paying cash dividends in the foreseeable future. Any future determination as to the declaration and payment of cash dividends will be at the discretion of CN Holdings' Board of Directors and will depend on factors CN Holdings' Board of Directors deems relevant, including among others, CN Holdings' results of operations, financial condition and cash requirements, business prospects, and the terms of CN Holdings' credit facilities, if any, and any other financing arrangements. Accordingly, realization of a gain on stockholders' investments will depend on the appreciation of the price of CN Holdings' ordinary shares. There is no guarantee that CN Holdings' ordinary shares will appreciate in value.

CN Holdings may choose to convert Alyst's outstanding warrants at a time that is disadvantageous to the warrant holders.

Subject to there being a current prospectus under the Securities Act of 1933, CN Holdings may redeem all of Alyst's currently outstanding warrants at any time after they become exercisable at a price of \$.01 per warrant, upon a minimum of 30 days prior written notice of redemption, if and only if, the last sale price of China Networks Media's ordinary shares equals or exceeds \$11.50 per share for any 20 trading days within a 30 trading day period ending three business days before CN Holdings sends the notice of redemption. Calling all of such warrants for redemption could force the warrant holders:

- To exercise the warrants and pay the exercise price for such warrants at a time when it may be disadvantageous for the holders to do so;
- To sell the warrants at the then current market price when they might otherwise wish to hold the warrants; or
- To accept the nominal redemption price which, at the time the warrants are called for redemption, is likely to be substantially less than the market value of the warrants.

If holders of 2,413,320 or more of the shares of Alyst's common stock purchased in Alyst's IPO (which number represents 30% or more of the common stock sold in Alyst's IPO) decide to vote against the Business Combination and opt to convert their shares to cash, Alyst may be forced to dissolve and liquidate, stockholders may receive less than \$7.86 per share, and Alyst's warrants may expire worthless.

Under the terms of Alyst's amended and restated certificate of incorporation, if holders of 2,413,320 or more of the shares of Alyst's common stock purchased in Alyst's IPO (which number represents 30% of the common stock issued in its IPO) decide to vote against the acquisition and opt to convert their shares to cash, Alyst may ultimately be forced to dissolve and liquidate. Under its charter as currently in effect, if Alyst does not acquire at least majority control of a target business by June 29, 2009, Alyst will dissolve and distribute to its public stockholders the amount in the trust account plus any remaining net assets. Following dissolution, Alyst would no longer exist as a corporation. If Alyst does not consummate the acquisition of China Networks Media by that time, it will be forced to dissolve and liquidate in accordance with the provisions of Delaware law.

In any liquidation, the net proceeds of Alyst's IPO and private placement and the deferred underwriting compensation held in the trust account, plus any interest earned thereon (net of taxes payable), will be distributed on a pro rata basis to the holders of Alyst's common stock issued in Alyst's IPO. As of December 31, 2008, and assuming Alyst expended all of the funds not in the trust account, the per-share liquidation price would have been approximately \$7.86, or \$0.14 less than the price (\$8.00 per unit) that Alyst sold each unit for in its IPO. The proceeds deposited in the trust account could, however, become subject to the claims of Alyst's creditors which could be prior to the claims of Alyst's public stockholders. Alyst cannot assure you that the actual per-share liquidation price will not be less than \$7.86, due to claims of creditors. Furthermore, there will be no distribution with respect to Alyst's outstanding warrants and, accordingly, the warrants will expire worthless.

## SELECTED SUMMARY HISTORICAL FINANCIAL INFORMATION

You are being provided the following financial information to assist you in your analysis of the financial aspects of the Business Combination with China Networks Media. China Networks Media's historical, stand-alone results of operations prior to the acquisition of JV Ad Cos are insignificant and not reflective of the results of operations it anticipates immediately following the consummation of the proposed transactions included in this proxy statement/prospectus. Accordingly, selected summary historical financial information relating to the acquisition of JV Ad Cos has been provided to assist investors in evaluating the historical performance of these businesses.

Alyst's balance sheet data as of June 30, 2008 and the statements of operations data for the year then ended and for the periods from August 16, 2006 (inception) through June 30, 2007 and June 30, 2008, are derived from Alyst's financial statements audited by Marcum & Kliegman LLP, independent registered public accountants, which are included elsewhere in this proxy statement/prospectus.

Alyst's balance sheet data as of September 30, 2008, and the statement of operations data for the three months ended September 30, 2008 are derived from Alyst's unaudited financial statements, which are included elsewhere in this proxy statement/prospectus.

China Networks Media's balance sheet data as of December 31, 2007 and the statement of operations data for the year ended December 31, 2007 are derived from China Networks Media's financial statements audited by UHY LLP, independent registered public accountants, which are included elsewhere in this proxy statement/prospectus.

China Networks Media's balance sheet data as of September 30, 2008 and the statement of operations data for the nine months ended September 30, 2008 are derived from China Networks Media's unaudited financial statements, which are included elsewhere in this proxy statement/prospectus.

PRC TV Stations' balance sheet data as of December 31, 2007 and the statement of operations data for the period from March 30, 2007 (inception) to December 31, 2007 are derived from PRC TV Stations' financial statements audited by UHY Vocation HK CPA Limited, independent registered public accountants, which are included elsewhere in this proxy statement/prospectus.

PRC TV Stations' balance sheet data as of September 30, 2008 and the statement of operations data for the nine months ended September 30, 2008 are derived from PRC TV Stations' unaudited financial statements, which are included elsewhere in this proxy statement/prospectus.

The selected financial information of China Networks Media, PRC TV Stations, and Alyst is only a summary and should be read in conjunction with each company's historical financial statements and related notes and "China Networks Media Limited's Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Alyst Management's Discussion and Analysis of Financial Condition and Results of Operations" contained elsewhere in this proxy statement/prospectus. The information presented may not be indicative of future performance of China Networks Media, PRC TV Stations, Alyst or the combined companies resulting from the Redomestication Merger and the Business Combination.

## ALYST HISTORICAL FINANCIAL INFORMATION

	For the three months ended September 30, 2008	For the year ended June 30, 2008	For the period from August 16, 2006 (inception) through June 30, 2007	For the period from August 16, 2006 (inception) through June 30, 2008
<b>Statement of Operations Data:</b>				
Revenue	\$ -	\$ -	\$ -	\$ -
Formation and operating costs	135,553	319,003	4,848	323,851
Loss from operations	(135,553 )	(319,003)	(4,848)	(323,851)
Interest income, net	347,520	2,426,933	1,536	2,428,469
Income (loss) before provision for income taxes	211,967	2,107,930	(3,312)	2,104,618
Provision for income taxes	96,021	951,394	604	951,998
Net loss	\$ 115,946	\$ 1,156,536	\$ (3,916)	\$ 1,152,620
Basic and diluted net income (loss) per share	\$ 0.02	\$ 0.16	\$ (0.00)	
Weighted average number of shares outstanding excluding shares subject to possible conversion - basic and fully diluted	7,381,081	7,319,371	1,750,000	
		As of September 30, 2008	As of June 30, 2008	
<b>Balance Sheet Data:</b>				
Total assets	\$ 65,102,861	\$ 64,838,909		
Total Liabilities	\$ 607,031	\$ 459,025		
Common Stock Subject to Possible Conversion	\$ 18,946,276	\$ 18,946,276		
Total Stockholders' equity	\$ 45,549,554	\$ 45,433,608		

KUNMING TELEVISION STATION – ADVERTISING CENTER AND  
YELLOW RIVER TELEVISION STATION – ADVERTISING CENTER COMBINED CARVE-OUT HISTORICAL  
FINANCIAL  
INFORMATION

	Nine months ended September 30, 2008 (Unaudited)	Nine months ended September 30, 2007	Year ended December 31, 2007	Year ended December 31, 2006	Year ended December 31, 2005
<b>Statements of Operations Data:</b>					
Revenue	\$ 13,994,827	\$ 15,318,025	\$ 20,684,055	\$ 16,350,638	\$ 15,528,457
Sales Tax	(1,129,634)	(1,255,188 )	(1,696,906)	(1,199,132)	(1,122,206)
Cost of Revenue	(4,584,533)	(3,653,174 )	(4,844,541)	(3,757,422)	(1,925,034)
Gross Profit	8,280,660	10,409,663	14,142,608	11,394,084	12,481,217
Other Income			28,802	102,261	10,337
<b>Selling, General and Administrative Expenses</b>					
	(1,811,244)	(1,228,008 )	(1,712,931)	(1,607,264)	(1,376,299)
Income Before Income Taxes	6,469,416	9,181,655	12,458,479	9,889,081	11,115,255
Income Taxes	-	-	-	-	-
Net Income	\$ 6,469,416	\$ 9,181,655	\$ 12,458,479	\$ 9,889,081	\$ 11,115,255

	As of			
	September 30, 2008 (Unaudited)	December 31, 2007	December 31, 2006	December 31, 2005
<b>Balance Sheet Data:</b>				
Total Assets	\$ 4,983,779	\$ 3,670,398	\$ 2,428,815	\$ 2,282,025
Total Liabilities	\$ 3,906,787	\$ 2,995,317	\$ 2,177,276	\$ 2,141,950
Total Equity	\$ 1,076,992	\$ 675,081	\$ 251,539	\$ 140,075

## CHINA NETWORKS MEDIA, LTD. HISTORICAL FINANCIAL INFORMATION

For the period from    For the period from  
 Nine months ended    March 30, 2007 (inception)  
 September 30, 2008    September 30, 2007    to September 30, 2008  
 (Unaudited)

Income Statement Data:			
	\$	\$	\$
Net Revenue	-	-	-
<b>Operating expenses</b>			
General and administrative expenses	1,711,927	16,189	1,743,147
	1,711,927	16,189	1,743,147
Loss from operations	(1,711,927)	(16,189)	(1,743,147)
<b>Other income (expense)</b>			
Other income	7,352	-	7,352
Interest expense	(1,303,354)	-	(1,303,354)
Interest income	83,510	-	83,510
	(1,212,492)	-	(1,212,492)
Net loss before noncontrolling interest	(2,924,419)	(16,189)	(2,955,639)
Non-controlling interest	(11,835)	-	(11,835)
Net loss	\$ (2,936,254)	\$ (16,189)	\$ (2,967,474)

For the period from  
 March 30, 2007 (inception)  
 to December 31, 2007  
 September 30, 2008  
 (Unaudited)

Balance Sheet Data:			
	\$	\$	\$
Total assets	55,835,232	36,731	-
Total liabilities	26,279,325	66,951	-
Noncontrolling Interest	28,582,799	-	-
Total stockholders' equity (deficit)	\$ 973,108	\$ (30,220)	-



ALYST ACQUISITION CORP./CHINA NETWORKS INTERNATIONAL HOLDINGS LTD.  
CHINA NETWORKS MEDIA LTD.  
CHINA NETWORKS MEDIA, LTD. (CARVE-OUT)

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JUNE 30, 2008  
AND THE THREE MONTHS ENDED SEPTEMBER 30, 2008

The following unaudited pro forma condensed combined financial statements of Alyst Acquisition Corp./China Networks International Holdings Ltd. (“CN Holdings”), China Networks Media, Ltd. (“CN Networks”) and China Networks Media, Ltd. (Carve-out) (“CN Media”) are provided to assist you in your analysis of the financial aspects of the transactions described in the agreement and plan of merger, dated August 13, 2008 (“Merger Agreement”).

The unaudited pro forma condensed combined statement of operations for the year ended June 30, 2008 combines the historical statements of operations of CN Holdings, CN Networks and CN Media giving effect to the acquisition as if it had occurred on July 1, 2007.

The unaudited pro forma condensed combined statement of operations for the three months ended September 30, 2008 combines the historical statements of operations of CN Holdings, CN Networks and CN Media giving effect to the acquisition as if it had occurred on July 1, 2008.

The unaudited pro forma condensed combined balance sheet combines the historical balance sheets of CN Holdings, CN Networks and CN Media giving effect to the transactions described in the merger agreement as if they had occurred on September 30, 2008.

The pro forma adjustments give effect to events that are directly attributable to the transactions discussed below and that have a continuing impact on the operations of CN Holdings and are based on available data and certain assumptions that management believes are factually supportable. In addition, the effects of the Redomestication Merger have been treated as if it occurred at the beginning of each period for which a pro forma statement of operations is presented and as of the date of the pro forma balance sheet presented below.

The unaudited pro forma condensed combined financial statements described above should be read in conjunction with the historical consolidated financial statements of Alyst for the period August 16, 2006 (inception) to June 30, 2007 and the year ended June 30, 2008 and the related notes thereto, the historical financial statements of CN Networks for the period March 30, 2007 (Inception) to December 31, 2008 and the three and nine months ended September 30, 2008 and the related notes thereto and the historical special purpose combined carve-out financial statements of CN Media for the years ended December 31, 2007, 2006 and 2005 and in conjunction with the unaudited historical financial statements of Alyst for the three months ended September 30, 2008 and 2007 and the related notes thereto and the unaudited historical financial statements of CN Media for the three and nine months ended September 30, 2007 and 2008 and the related notes thereto which are contained elsewhere in this proxy statement. The appropriate historical periods derived from CN Networks and CN Media (Carve-out) were added and subtracted to arrive at the appropriate periods included in these pro forma statements of operations. These adjustments are preliminary and the unaudited pro forma information is not necessarily indicative of the financial position or results of operations that may have actually occurred had the merger taken place on the dates noted, or the future financial position or operating results of CN Holdings.

On August 13, 2008, CN Holdings entered into an Agreement and Plan of Merger (the “Merger Agreement”) with CN Networks, and specified other persons, providing for, among other things, the redomestication of Alyst from the State

of Delaware to the British Virgin Islands (the "Redomestication Merger") and the merger of a wholly-owned subsidiary of Alyst into CN Networks (the "Business Combination"). Consummation of the transactions contemplated by the Merger Agreement are conditioned upon, among other things, (i) approval of the Redomestication Merger and the Business Combination by our shareholders and (ii) approval of the Merger Agreement and the Business Combination by the shareholders of CN Networks. In connection with the Redomestication Merger, all of the holders of our common stock outstanding immediately prior to the Redomestication Merger will receive, on a one-for-one basis, ordinary shares of CN Holdings in exchange for their Alyst common stock, and all units, warrants and other rights to purchase Alyst common stock immediately prior to the Redomestication Merger will be exchanged for substantially equivalent securities of CN Holdings at the rate set forth in the Merger Agreement. For this pro forma presentation, the ratio is assumed to be 1:1.

CN Networks is a provider of broadcast television advertising services in the People's Republic of China ("PRC"), operating joint-venture partnerships with PRC state-owned television broadcasters in Kunming and Taiyuan (collectively, "PRC TV Stations"). It manages these regional businesses through a series of joint ventures and contractual arrangements to sell broadcast television advertising time slots and so-called "soft" advertising opportunities to local advertisers directly and through advertising agencies and brokers. CN Networks assists PRC TV Stations in selling advertising time slots and "soft" advertising opportunities to national advertisers, specifically by offering multi-region campaigns to maximize value and cut costs these national advertisers would otherwise face when dealing with individual stations on a station by station basis. It also provides advisory services to PRC TV Stations to help optimize the impact that their program scheduling and content has on their key advertising demographics. CN Networks owns 100% of Advertising Networks Ltd., a Hong Kong holding company that owns the PRC joint-venture partnerships that provide these services to the PRC TV Stations.

In the Business Combination, (upon consummation of the Redomestication Merger) it is assumed that on closing CN Network shareholders will receive aggregate merger consideration of (i) 2,880,000 shares of CN Holdings ordinary shares and (ii) an aggregate of \$17,000,000 in cash in exchange for their shares of preferred and common stock. Further, upon the satisfaction of certain financial milestones set forth in the Merger Agreement in each of the three years ending after the consummation of the Merger, CN Holdings could be obligated for the payment of additional contingent consideration to the shareholders of CN Networks comprised of up to (i) cash payments of up to \$6,000,000 (\$3,000,000 for year 1 and \$3,000,000 for year 2) and issuances up to 9,000,000 ordinary shares (2,850,000 in year 1; 3,075,000 in year 2; and 3,075,000 in year three) of CN Holdings. Based on management's belief that it may achieve the specified financial milestones, for purposes of these unaudited pro forma financial statements, and in accordance with the provisions of Statement of Financial Standards ("SFAS") No. 141R, "Business Combinations", the consideration described in the preceding sentence has been included in the total purchase price for CN Networks and is reflected as a liability in the accompanying pro forma balance sheet (\$3,000,000 contingent cash payment for year 1 reflected as a current liability). The shares contingently issuable in the future were valued at the amount of the trust account per share as of September 30, 2008 of \$7.85.

In addition, up to approximately \$21,910,000 of the potential proceeds from the exercise of the post merger CN Holdings' warrants (which are to be issued in exchange for Alyst IPO and insider warrants with similar terms and conditions upon consummation of the merger) would be payable to the holders of ordinary and preferred shareholders of CN Networks. The cash amount payable to these holders upon exercise of the warrants represents up to 66% of the actual cash proceeds to be received upon exercise, if any. For purposes of these unaudited pro forma financial statements, management is unable to determine if and/or when we would receive proceeds from the exercise of these warrants. Therefore no proceeds to us on warrant exercises are assumed and consequently no related contingent payment has been included in the pro forma contingent merger consideration.

There remain a number of conditions to our completion of the merger with CN Networks and there is no guarantee that the Merger Agreement will be approved by our stockholders or the shareholders of CN Networks. In addition, in connection with the transaction, Alyst/CN Holdings will file with the SEC a registration statement on Form S-4 in connection with the proposed Redomestication Merger, and we will file a preliminary and definitive proxy statement in connection with the solicitation of proxies for our special meeting of stockholders to approve the Merger Agreement and related transactions. If our stockholders do not approve the Merger Agreement, we will continue to pursue other target business candidates time permitting, or we could be required to return the trust funds balance to the holders of our shares issued in our IPO, as described elsewhere herein.

Consummation of the asset acquisition is conditioned upon, among other things, the Alyst stockholders adopting and approving the merger. If Alyst stockholders owning 30% or more of the common stock sold in the IPO vote against the merger and exercise their right to convert their shares of Alyst common stock issued in the IPO into a pro rata portion of the funds held in the trust account, then the merger would not be consummated. Consequently, up to 2,414,319 common shares of Alyst, representing 30% of the 8,044,400 shares of Alyst common stock minus one share

issued in the IPO are subject to possible conversion in this manner. This would represent an aggregate maximum conversion liability of \$18,946,276 as of September 30, 2008 which Alyst may be required to pay from the trust account under certain circumstances. As indicated in the pro forma balance sheet as of September 30, 2008 which follows, Alyst would have adequate cash resources to satisfy this liability.

These pro forma financial statements have been presented using two assumptions, as follows:

- Assuming no conversions – under this assumption, no holders of Alysts’ common stock sold in the IPO seek to convert their shares into a pro rata share of the trust account, and
- Assuming maximum conversions – under this assumption, holders of 30% minus one share of Alyst’s common stock sold in the IPO seek to convert their shares into a pro rata share of the trust account.

The total merger consideration as of September 30, 2008 determined based upon the pro forma assumptions contained herein is as follows:

Payment to be issued upon closing:	
Cash – CN Network Preferred Shareholders	\$ 7,000,000
Cash – CN Network Common Shareholders	10,000,000
980,000 shares of Alyst/CN Holdings common stock (\$7.85 per share) issuable to CN Network Preferred Shareholders	7,693,000
1,900,000 shares of Alyst/CN Holdings common stock (\$7.85 per share) issuable to CN Network Common Shareholders	14,915,000
Consideration to selling stockholders on closing	39,608,000
Future contingent consideration issuable upon attainment of certain financial milestones – excluding a contingent fee of \$883,000 which will be expensed under SFAS 141R	76,650,000
Consideration due on closing and contingent consideration	\$ 116,258,000

The following are the components of the contingent consideration payable by year assuming the attainment of defined annual financial milestones, based upon trust account value per share of \$7.85 as of September 30, 2008:

	Total	Year 1	Year 2	Year 3
Cash	\$ 6,000,000	\$ 3,000,000	\$ 3,000,000	\$ —
Issuance of shares to CN Network holders	70,650,000	22,372,000	24,139,000	24,139,000
Amount	\$ 76,650,000	\$ 25,372,000	\$ 27,139,000	\$ 24,139,000
Shares of common stock	9,000,000	2,850,000	3,075,000	3,075,000

The Unaudited Pro Forma Condensed Combined Financial Statements reflect that the Alyst/CN Holdings acquisition of 100% of CN Networks and CN Media is accounted for under the purchase method of accounting in accordance with SFAS No. 141R. Based upon a preliminary allocation, utilizing currently available information and contingent upon the closing of the merger transaction and other necessary transactions, the excess of purchase price of assets acquired over their carrying value as of September 30, 2008 has been allocated entirely to Program Rights in the amount of \$116,258,000 (including contingent consideration of \$76,650,000). All other assets and liabilities acquired are preliminarily estimated to be stated at their fair values, which approximates their recorded historical cost. It is contemplated that the Redomestication Merger should be a reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code of 1986, as amended. It is also contemplated that the Redomestication Merger should have no adverse U.S. federal income tax consequences to the shareholders of Alyst. However, Alyst should recognize taxable gain (but not loss) to the extent (if any) that the fair market value of each of its assets exceeds the adjusted tax basis of such asset at the effective time of the merger for income tax purposes. Since any such gain will be determined based on the value of the relevant Alyst assets at the effective time of the Redomestication Merger for U.S. federal income tax purposes, the amount of such gain cannot be determined at this time.

Upon the closing of the merger we intend to engage a firm to prepare a final valuation of the acquired assets and liabilities. At such time as the valuation is complete, we will adjust the allocation of the purchase price among the acquired assets and assumed liabilities to reflect the final valuation as prescribed by SFAS No. 141R. While we do not anticipate any material changes to this preliminary allocation, material changes may occur. The principal assets that may be subject to adjustment upon closing are the Program Rights, or the identification of other intangible assets not previously considered, including goodwill.

Edgar Filing: China Networks International Holdings Ltd - Form S-4

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET  
September 30, 2008

Acquisition of China Networks International Holdings LTD.	China Networks Media, LTD.	China Networks (Carve-Out)	Pro Forma Adjustments - no conversion		Notes	Pro Forma Combined-no conversion	Pro Forma Adjustments - maximum allowable conversion	
			Dr	Cr			Dr	Cr
722,578	\$ 22,603,740	\$ 79,660	\$ 63,501,302	\$ 22,633,980	1, 3, 4, 5, 7	\$ 64,273,300	\$ -	\$ 18,946,276
521,011	-	-	-	521,011	1	-	-	-
	-	2,628,092	-	-		2,628,092	-	-
	-	1,886,874	-	-		1,886,874	-	-
21,656	4,527	389,153	-	-		415,336	-	-
-	111,111	-	-	-		111,111	-	-
265,245	22,719,378	4,983,779	63,501,302	23,154,991		69,314,713	-	18,946,276
62,980,291	-	-	-	62,980,291		-	-	-
173,995	-	-	-	-		173,995	-	-
1,154,286	-	-	-	62,980,291		173,995	-	-
-	31,161,900	-	116,258,000	-	5,6	147,419,900	-	-
-	-	-	-	-		-	-	-
-	31,161,900	-	116,258,000	-		147,419,900	-	-
-	-	-	-	-		-	-	-
683,330	1,953,954	-	-	683,330	5	1,953,954	-	-

,102,861 \$ 55,835,232 \$ 4,983,779 \$ 179,759,302 \$ 86,818,612 \$ 218,862,562 \$ - \$ 18,946,276



UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET  
September 30, 2008

Position China Networks International Media, LTD.	China Networks Media, LTD.	China Networks (Carve- Out)	Pro Forma Adjustments - no conversion		Notes	Pro Forma Combined-no conversion	Pro Forma Adjustments - maximum allowable convers	
			Dr	Cr			Dr	Cr
		\$ 1,408,901	\$ -	\$ -		\$ 1,408,901	\$ -	\$ -
		1,914,740	-	-		1,914,740	-	-
3,031	1,953,973	583,146	960,000	-	4	2,184,150	-	-
	185,877					185,877		
	24,139,475					24,139,475		
				3,000,000	6	3,000,000		
3,031	26,279,325	3,906,787	960,000	3,000,000		32,833,143		
				74,533,000	6	74,533,000		
276			18,946,276		2		18,946,276	18,946,276
3,307	26,279,325	3,906,787	19,906,276	77,533,000		107,366,143	18,946,276	18,946,276
738				529	2,5	1,267	241	
	973,108	1,076,992				2,050,100		
250			2,668,980	41,553,747	2,3,5,6	83,165,017	18,946,035	
566			3,571,330		5,7	(2,302,764)		

Edgar Filing: China Networks International Holdings Ltd - Form S-4

554	973,108	1,076,992	6,240,310	41,554,276	82,913,620	18,946,276	
-	28,582,799	-	-	-	28,582,799	-	
554	29,555,907	1,076,992	6,240,310	41,554,276	111,496,419	18,946,276	
861	\$ 55,835,232	\$ 4,983,779	\$ 26,146,586	\$ 119,087,276	\$ 218,862,562	\$ 37,892,552	\$ 18,946,276

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS  
September 30, 2008

Balance Sheet pro forma notes  
assuming no conversions:

Note 1	To reflect release of cash held in trust		
	Increase	Cash and cash equivalents	\$ 63,501,302
	Decrease	Cash held in trust account, interest available for working capital and taxes	(521,011)
	Decrease	Cash held in trust account- restricted	(62,980,291)
Note 2	To record reversal of conversion liability upon consummation of merger		
	Decrease	Common stock subject to conversion	\$ 18,946,276
	Increase	Par Value	(241)
	Increase	Additional Paid-in Capital ("APIC")	(18,946,035)
Note 3	To record additional underwriters compensation payable upon consummation of merger		
	Decrease	APIC-3.277% underwriters commission	\$ 2,108,980
	Decrease	APIC-non-accountable expense allowance	560,000
	Decrease	Cash	(2,668,980)
Note 4	To record contractual payment of bridge loan placement fee for CN Network on consummation of merger		
	Decrease	Accrued expenses	\$ 960,000
	Decrease	Cash	(960,000)
Note 5	To record Purchase Price consideration to be paid on closing:		
	Increase	Program Rights	\$ 39,608,000
	Decrease	Cash	(17,000,000)
	Increase	Common Stock	(288)
	Increase	APIC	(22,607,712)
	Decrease	Retained earnings (accumulated deficit)	683,330
	Decrease	Deferred fees target acquisition costs	(683,330)
Note 6	To record contingent Purchase Price consideration to be paid upon the occurrence of future events		
	Increase	Program Rights	\$ 76,650,000
	Decrease	Retained earnings (accumulated deficit)	883,000
	Increase	Liability for contingent purchase price consideration - current	(3,000,000)
	Increase	Liability for contingent purchase price consideration	(74,553,000)
Note 7	To record additional deal costs to be incurred in the period from November 1, 2008 to the merger closing date		
	Decrease		2,005,000

	Retained earnings (accumulated deficit)	
Decrease	Cash	(2,005,000)

Assuming maximum conversion:

Note 8	To reinstate the conversion liability – full redemption assumption		
	Decrease	Par Value	\$ 241
	Decrease	APIC	18,946,035
	Increase	Common stock subject to redemption	(18,946,276)

Note 9	To reflect cash payment in satisfaction of redemption liability		
	Increase	Common stock subject to redemption	\$ 18,946,276
	Decrease	Cash	(18,946,276)

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS  
Three Months Ended September 30, 2008

Buyer Acquisition Corp./China Networks International Holdings LTD.	China Networks Media, LTD.	China Networks (Carve-Out)	Pro Forma Adjustments - no conversion		Notes	Pro Forma Combined-no conversion	Pro Forma Adjustments - maximum allowable conversion		Notes
			Dr	Cr			Dr	Cr	
\$ -	\$ -	\$ 4,439,548	\$ -	\$ -		\$ 4,439,548	\$ -	\$ -	
-	-	1,547,094	-	-		1,547,094	-	-	
-	-	346,603	-	-		346,603	-	-	
135,553	1,614,995	778,340	3,571,330	14,281	F,G	6,085,937	-	-	
(135,553)	(1,614,995)	1,767,511	(3,571,330)	(14,281)		(3,540,086)	-	-	
-	-	-	1,843,000	-	A	1,843,000	-	-	
(135,553)	(1,614,995)	1,767,511	(5,414,330)	(14,281)		(5,383,086)	-	-	
347,520	83,510		94,000	-	C	337,030	105,000	-	
	(1,303,354)		-	-		(1,303,354)	-	-	
-	7,352	-	-	-		7,352	-	-	
347,520	(1,212,492)	-	94,000	-		(958,972)	105,000	-	
211,967	(2,827,487)	1,767,511	(5,508,330)	(14,281)		(6,342,058)	(105,000)	-	
-	(11,835)	-	884,000	-	D	(895,835)	-	-	
-	(12,457)	-	-	-		(12,457)	-	-	
211,967	(2,851,779)	1,767,511	(6,392,330)	(14,281)		(7,250,350)	(105,000)	-	
(96,021)	-	-	-	96,021	F	-	-	-	
\$ 115,946	\$ (2,851,779)	\$ 1,767,511	\$ (6,392,330)	\$ 110,302		\$ (7,250,350)	\$ (105,000)	\$ -	

7,381,081	5,293,319	H	12,674,400	2,413,319
7,381,081	8,447,243	H	15,828,324	2,413,319

\$ (0.57)

\$ (0.46)

\$ 8.80

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS  
Year Ended June 30, 2008

	Alyst Acquisition Corp.	China Networks Media, LTD.	China Networks (Carve-Out)	Pro Forma Adjustments - no conversion		Notes	Pro Forma Combined conversion	Pro Forma Adjustments - maximum allowable conversion		Notes	Pro Forma Combined Maximum Allowable Conversion
				Dr	Cr			Dr	Cr		
Assets	\$ -	\$ -	\$ 19,735,361	\$ -	\$ -		\$ 19,735,361	\$ -	\$ -		\$ 19,735,361
Revenue			5,933,127	-	-		5,933,127	-	-		5,933,127
Cost of sales and administrative	-	-	1,640,758	-	-		1,640,758	-	-		1,640,758
Operating income	319,003	128,152	1,927,311	3,571,330	52,175	F,G	5,893,621	-	-		5,893,621
Income before provision of taxes	(319,003)	(128,152)	10,234,165	(3,571,330)	(52,175)		6,267,855	-	-		6,267,855
Provision of taxes (loss)	-	-	-	6,873,000	-	A	6,873,000	-	-		6,873,000
Income (loss) before controlling interest	(319,003)	(128,152)	10,234,165	(10,444,330)	(52,175)		(605,145)	-	-		(605,145)
Income (loss) attributable to controlling interest	-	-	-	5,131,000	-	D	(5,131,000)	-	-		(5,131,000)
Income (expense):											
Depreciation and amortization	2,426,933	-	-	655,000	-	C	1,771,933	732,000	-	E	1,039,933
Other income (expense)	-	-	-	-	-		-	-	-		-
Other income (expense), net	-	-	28,802	-	-		28,802	-	-		28,802
Income (loss) before tax benefit	2,426,933	-	28,802	5,786,000	-		(3,330,265)	732,000	-		(4,000,265)
Income (loss) before tax benefit	2,107,930	(128,152)	10,262,967	(16,230,330)	(52,175)		(3,935,410)	(732,000)	-		(4,667,410)
Income (loss) before tax benefit	(951,394)	-	-	-	951,394	F	-	-	-		(951,394)
Income (LOSS)	\$ 1,156,536	\$ (128,152)	\$ 10,262,967	\$ (16,230,330)	\$ 1,003,569		\$ (3,935,410)	\$ (732,000)	\$ -		\$ (4,667,410)
Weighted average number of shares outstanding:											
Basic	7,381,081				5,293,319	H	12,674,400	2,413,319		I	10,261,081
Diluted	7,381,081				8,607,653	H	15,988,734	2,413,319		I	13,402,053

na income

mon share:

\$	(0.31)	\$
\$	(0.25)	\$



NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS  
June 30, 2008 and September 30, 2008

Income Statement Pro Forma Notes to Pro Forma Statements of Operations for the year ended June 30, 2008 and three months ended September 30, 2008

Assuming no conversions:

			Three months ended September 30, 2008	Year ended June 30, 2008
Note A	To record intangible asset amortization of program rights			
	Expense	Amortization - Program Rights	\$ 1,843,000	\$ 6,873,000
Note B	Not used			
Note C	To adjust interest income for impact on application towards merger			
	Expense	Interest Income	\$ 94,000	\$ 655,000
Note D	To reflect impact on carved out entry earnings of merger			
	Expense	Non controlling interest expense	\$ 884,000	\$ 5,131,000
Note F	To eliminate income tax provision assuming status BVI entity			
	Income	General and Administrative	\$ (14,281)	\$ (52,175)
	Income	Income Tax Provision	\$ (96,021)	\$ (951,394)
Note G	To expense transaction costs upon consummation of merger			
	Expense	Transaction costs – legal, accounting, etc	\$ 2,005,000	\$ 2,005,000
	Expense	Transaction costs – writeoff of deferred target acquisitions costs	\$ 683,330	\$ 683,330
	Expense	Transaction costs – contingent placement fee	\$ 883,000	\$ 883,000

Assuming full conversions:

			Three months ended September 30, 2008	Year ended June 30, 2008
Note E	To adjust impact on interest income for conversion liability assuming full conversion			
	Expense	Interest income	\$ 105,000	\$ 732,000

## Notes H and I

Determination of additional shares that would have been required to be issued and the resulting pro forma common shares outstanding as of June 30, 2008 and September 30, 2008:

Reconciliation of weighted average common shares outstanding - June 30, 2008

	Without Contingent Consideration		With Contingent Consideration	
	Basic	Diluted	Basic	Diluted
Shares outstanding, June 30, 2008	9,794,400	9,794,400	9,794,400	9,794,400
Less:conversion shares as a liability	(2,413,319)	(2,413,319)	(2,413,319)	(2,413,319)
Shres assumed outstanding on maximum conversion	7,381,081	7,381,081	7,381,081	7,381,081
Conversion shares add-back assuming no conversion	2,413,319	2,413,319	2,413,319	2,413,319
Shares issued - merger consideration on closing	2,880,000	2,880,000	2,880,000	2,880,000
Fully diluted - before contingent consideration	12,674,400	12,674,400	12,674,400	12,674,400
Dilutive shares issuable based upon the application of the treasury stock method with respect to dilutive Alyst warrants outstanding		3,314,334		3,314,334
Shares issued - purchase price - contingent consideration			9,000,000	9,000,000
Assuming no conversion	12,674,400	15,988,734	21,674,400	24,988,734
Note Reference	H	H		
Less conversion shares - assuming maximum conversion	(2,413,319)	(2,413,319)	(2,413,319)	(2,413,319)
Shares outstanding assuming maximum conversion, June 30, 2008	10,261,081	13,575,415	19,261,081	22,575,415
Note Reference	I	I		

Reconciliation of weighted average common shares outstanding - September 30, 2008

	Without Contingent Consideration		With Contingent Consideration	
	Basic	Diluted	Basic	Diluted
Shares outstanding, September 30, 2008	9,794,400	9,794,400	9,794,400	9,794,400
Less:conversion shares as a liability	(2,413,319)	(2,413,319)	(2,413,319)	(2,413,319)
Shres assumed outstanding on maximum conversion	7,381,081	7,381,081	7,381,081	7,381,081
Conversion shares add-back assuming no conversion	2,413,319	2,413,319	2,413,319	2,413,319

Edgar Filing: China Networks International Holdings Ltd - Form S-4

Shares issued - merger consideration on closing	2,880,000	2,880,000	2,880,000	2,880,000
Fully diluted - before contingent consideration	12,674,400	12,674,400	12,674,400	12,674,400
Dilutive shares issuable based upon the application of the treasury stock method with respect to dilutive Alyst warrants outstanding		3,153,924		3,153,924
Shares issued - purchase price - contingent consideration			9,000,000	9,000,000
Assuming no conversion	12,674,400	15,828,324	21,674,400	24,828,324
Note Reference		H	H	
Less conversion shares - assuming maximum conversion	(2,413,319)	(2,413,319)	(2,413,319)	(2,413,319)
Shares outstanding assuming maximum conversion, September 30, 2008	10,261,081	13,415,005	19,261,081	22,415,005
Note Reference		I	I	

## COMPARATIVE PER SHARE DATA

The following table sets forth unaudited pro forma combined per share ownership information of Alyst and China Networks Media after giving effect to the merger, assuming (i) no conversions and (ii) conversion of 30% of Alyst's common shares (less one share) by Alyst stockholders. You should read this information in conjunction with the selected summary historical financial information the unaudited pro forma condensed combined financial information, and the historical financial statements of Alyst and China Networks Media and related notes that are included elsewhere in this proxy statement/prospectus. The unaudited Alyst and China Networks Media pro forma combined per share information is derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information and related notes included elsewhere in this proxy statement/prospectus.

The unaudited pro forma combined earnings per share information below do not purport to represent the earnings per share which would have occurred had the companies been combined, nor earnings per share for any future date or period. The unaudited pro forma combined book value per share information below does not purport to represent the value of Alyst and China Networks Media had the companies been combined.

	Alyst	China Networks Media	Combined Company
	(in thousands, except per share data)		
Number of ordinary shares outstanding upon consummation of the merger:			
Assuming no conversions (1)			12,674
Assuming conversion of 30% less one share (2)			10,261
Earnings (loss) per share - historical quarter ended September 30, 2008			
Basic	\$ 0.11	\$ 0.99	
Diluted	\$ 0.09	\$ 0.76	
Earnings (loss) per share - proforma quarter ended September 30, 2008			
Assuming no conversion (1)			
Basic			\$ (0.57)
Diluted			\$ (0.46)
Assuming conversion of 30% less one share (2)			
Basic			\$ (0.71)
Diluted			\$ (0.55)
Earnings (loss) per share - historical year ended June 30, 2008			
Basic	\$ 0.01	\$ (0.11)	
Diluted	\$ 0.01	\$ (0.08)	
Earnings (loss) per share - proforma year ended June 30, 2008			
Assuming no conversion (1)			
Basic			\$ (0.31)
Diluted			\$ (0.25)

Edgar Filing: China Networks International Holdings Ltd - Form S-4

Assuming conversion of 30% less one share (2)			
Basic			\$ (0.45)
Diluted			\$ (0.34)
Book value - historical September 30, 2008	\$ 45,550	\$ 30,606	
Book value - proforma September 30, 2008			
Assuming no conversion (1)			\$ 111,469
Assuming conversion of 30% less one share (2)			\$ 92,523
Book value per share - historical September 30, 2008	\$ 3.59	\$ 2.41	
Book value per share- proforma September 30, 2008			
Assuming no conversion (1)			\$ 8.79
Assuming conversion of 30% less one share (2)			\$ 9.02

- 
1. Assumes that no Alyst stockholders seek conversion of their Alyst stock into pro rata shares of the trust account.
  2. Assumes that 2,413,319 shares of Alyst common stock were converted into their pro rata share of the trust account.

## PRICE RANGE OF SECURITIES AND DIVIDENDS

## Alyst

Alyst's common stock, warrants and units are currently listed on the NYSE Alternext under the symbols AYA, AYA.WS and AYA.U, respectively. The closing price for these securities on August 15, 2008, the last trading day before announcement of the entering into of the Merger Agreement, was \$7.46, \$7.85 and \$.45, respectively. The closing price for the securities on January 22, 2009, the most recent trading day practicable before the date of this proxy statement/prospectus, was \$7.54, \$0.05 and \$7.50, respectively.

Alyst units commenced public trading on July 5, 2007, and common stock and warrants commenced separate public trading on July 16, 2007. The table below sets forth, for the calendar quarters indicated, the high and low sales prices for the securities as reported on the NYSE Alternext in U.S. dollars.

	Common Stock		Warrants		Units	
	High	Low	High	Low	High	Low
	(US\$)					
<b>2007</b>						
Second Quarter*	-	-	-	-	8.03	8.03
Third Quarter*	7.35	7.20	0.90	0.72	8.17	7.77
Fourth Quarter	7.30	7.20	0.76	0.52	8.00	7.68
<b>2008</b>						
First Quarter	7.43	7.22	0.73	0.25	7.90	7.45
Second Quarter	7.53	7.27	0.60	0.25	7.93	7.48
Third Quarter	7.70	7.30	1.07	0.29	8.80	7.57
Fourth Quarter	7.55	7.00	0.45	0.01	7.60	6.91
<b>2009</b>						
First Quarter (through January 22)	7.61	7.45	0.07	0.02	7.50	7.35

\*The stock prices from the Second Quarter of 2007 begin on the dates which Alyst's securities first commenced trading.

Holders of Alyst common stock, warrants and units should obtain current market prices for their securities. The market price of these securities could vary at any time before the Business Combination is completed.

Alyst anticipates that CN Holdings' securities will be listed on the Nasdaq Stock Market after the Business Combination under the symbols CHTV, CHTV.W and CHTV.U. There can be no assurance that a trading market will develop for these securities.

Holders of Alyst. As of January 20, 2009 there were, of record, 14 holders of common stock, 11 holders of warrants, and 1 holder of units. Alyst believes the number of beneficial holders of each of these securities is significantly greater than the number of record holders.

Dividends. Alyst has not paid any dividends on its common stock to date and does not intend to pay dividends prior to the completion of the Business Combination.

China Networks Media

China Networks Media securities are not publicly traded.

Holders. As of January 20, 2009 there were two record holders of China Networks Media's ordinary shares and 27 holders of class A preferred shares.

## Dividends

The payment of dividends by CN Holdings in the future will be contingent upon revenues and earnings, if any, capital requirements and the general financial condition subsequent to completion of the Business Combination. The payment of any dividends subsequent to that time will be within the discretion of the Board of Directors serving at that time. It is the present intention of the Board to retain all earnings, if any, for use in business operations and, accordingly, it does not anticipate declaring any dividends in the foreseeable future. Loans or credit facilities may also limit CN Holdings' ability to pay dividends.



## THE ALYST SPECIAL MEETING

Alyst is furnishing this proxy statement/prospectus to its stockholders as part of the solicitation of proxies by the Board of Directors for use at the Special Meeting in connection with the proposed Redomestication Merger of Alyst to the British Virgin Islands and the proposed Business Combination with China Networks Media. This document provides you with the information you need to know to be able to vote or instruct your vote to be cast at the Special Meeting.

**Date, Time and Place.** Alyst will hold the Special Meeting at 10:00 a.m., Eastern time, on [ ], 2009, at 340 Madison Avenue, 2nd Floor, New York, New York to vote on the proposals.

**Purpose.** At the Special Meeting, holders of Alyst common stock will be asked to approve:

- (a) The redomestication of Alyst from the State of Delaware to the British Virgin Islands by merging Alyst with and into China Networks International Holdings Ltd. (“CN Holdings”), its wholly-owned British Virgin Islands subsidiary (the “Redomestication Merger”), in conjunction with the acquisition of China Networks Media, Ltd. (“China Networks Media”), a private limited liability British Virgin Islands company, as set out in paragraph (b) below. In connection with the Redomestication Merger, Alyst will change its name to China Networks International Holdings Ltd. and adopt the Amended and Restated Memorandum and Articles of Association of CN Holdings, which will contain provisions equivalent in substance to Alyst’s amended and restated certificate of incorporation and by-laws, respectively. However, the CN Holdings Amended and Restated Memorandum and Articles of Association will provide for a perpetual existence. This proposal is called the “Redomestication Proposal” and is conditioned upon approval of the Business Combination Proposal discussed in paragraph (b) below:
- (b) The proposed merger of China Networks Merger Co., Ltd., a wholly-owned British Virgin Islands subsidiary of CN Holdings (“China Networks Merger Co.”), with and into China Networks Media, resulting in China Networks Media becoming a wholly-owned subsidiary of CN Holdings (the “Business Combination”), and the related transactions contemplated by the Agreement and Plan of Merger, dated August 13, 2008, by and among Alyst, China Networks Media, CN Holdings, China Networks Merger Co., Ltd., Mr. Li Shuangqing, Kerry Propper and MediaInv Ltd. (the “Merger Agreement”). Pursuant to the Merger Agreement, CN Holdings will pay China Networks Media’s shareholders an aggregate merger consideration of (i) 2,880,000 CN Holdings ordinary shares, (ii) an aggregate of \$17,000,000 in cash, (iii) deferred cash payments of up to \$6,000,000 and deferred share payments of up to 9,000,000 ordinary shares of CN Holdings, in each case subject to the achievement of specified financial milestones set forth in the Merger Agreement, and (iv) \$21,910,000 of proceeds from the exercise of CN Holdings warrants. This proposal is called the “Business Combination Proposal” and is conditional upon approval of the Redomestication Proposal discussed in paragraph (a) above; and
- (c) The proposed 2008 Omnibus Securities and Incentive Plan (the “Share Incentive Plan”) pursuant to which directors, officers, employees and consultants of CN Holdings or its subsidiaries may be granted options to purchase up to 2,500,000 million ordinary shares of CN Holdings. This proposal is called the “Share Incentive Plan Proposal;” and
- (d) Any adjournment or postponement of the Special Meeting for the purpose of soliciting additional proxies in the event Alyst does not receive the requisite stockholder vote for approval of the Redomestication Proposal and the Business Combination Proposal – this proposal is called the “Adjournment and Postponement Proposal.”

Pursuant to Alyst’s amended and restated certificate of incorporation and the Merger Agreement, Alyst is required to obtain stockholder approval of the Business Combination with China Networks Media. Pursuant to the Merger Agreement, the Redomestication Merger will not be consummated unless the Business Combination is also approved.

Similarly, the Business Combination will not take place if the Redomestication Merger is not approved. If China Networks Media's Board of Directors chooses to waive those conditions to the Business Combination, Alyst will still not be able to go forward with the Business Combination. Consequently, each of the Redomestication Proposal and the Business Combination Proposal must be approved for either transaction to be completed.

Alyst's Board of Directors determined that the Redomestication Merger, the Business Combination and the Share Incentive Plan are fair to and in the best interests of Alyst and its stockholders, approved and declared each of them advisable, and recommends that Alyst stockholders vote "FOR" (i) the Redomestication Merger, (ii) the Business Combination, (iii) the Share Incentive Plan and (iv) the approval of any adjournment or postponement of the Special Meeting. The Board of Directors has also determined that the fair market value of China Networks Media is at least 80% of Alyst's net assets, which is necessary to satisfy the provisions of its amended and restated certificate of incorporation enabling it to consummate the Business Combination.

The Special Meeting has been called only to consider approval of the Redomestication Merger Proposal, the Business Combination Proposal, the Share Incentive Plan Proposal and the Adjournment or Postponement Proposal of the Special Meeting. Under Delaware law and Alyst's bylaws, no other business may be transacted at the Special Meeting.

Record Date; Who is Entitled to Vote. The "record date" for the Special Meeting is [ ], 2009. Record holders of Alyst common stock at the close of business on the record date are entitled to vote or have their votes cast at the Special Meeting. On the record date, there were 9,794,400 outstanding shares of Alyst common stock, of which 8,044,400 shares were sold to the public in Alyst's IPO. Each share of common stock is entitled to one vote per proposal at the Special Meeting. Alyst's warrants do not have voting rights.

Pursuant to letter agreements with Alyst, Alyst's initial stockholders have agreed to vote all of their 1,750,000 shares, which were purchased by them prior to the IPO, in accordance with the vote of the holders of a majority of the public shares on the Business Combination Proposal in person or by proxy at the meeting. If holders of a majority of the public shares voting at the meeting vote for or against, or abstain with respect to, the Business Combination Proposal, the initial stockholders will cast the 1,750,000 shares in the same manner as such majority votes on such proposal. No initial stockholders will demand conversion of any shares owned by them. The initial stockholders intend to vote all of their shares in favor of the Redomestication Merger Proposal. The 1,750,000 shares that Alyst's initial stockholders will vote in favor of the Redomestication Merger represent 17.87% of Alyst's outstanding shares of common stock. By voting these shares for the Redomestication Merger, Alyst's initial stockholders increase the number of shares held by Alyst's public stockholders that must be voted against the Redomestication Merger Proposal to reject the proposal.

Alyst shareholders are being asked to approve actions that will be taken by CN Holdings (including the entry into of the Business Combination and related transactions) because the Amended and Restated Memorandum and Articles of Association of CN Holdings was filed with the Registrar of Corporate Affairs in the British Virgin Islands Companies Registry on [ ], 2009 to include protective provisions substantially identical to those contained in Alyst's amended and restated certificate of incorporation at the time of its IPO. As a result, immediately following the completion of the Redomestication Merger, the charter documents of CN Holdings will require that the majority of the shares issued in Alyst's IPO approve its Business Combination with China Networks Media. Since the laws of the British Virgin Islands also require the affirmative vote of a majority of the shares of China Networks Media and China Network Merger Co., the shareholders of each such corporation will be approving such actions by written consent, effective upon receipt of corresponding approval of Alyst's shareholders. Such action by written consent, together with the approval by Alyst's shareholders at the Special Meeting, will be effective under British Virgin Islands law and China Networks Media Holding's amended charter documents.

Vote Required. Approval of the Business Combination requires the affirmative vote of a majority of the votes cast at the Special Meeting. Approval of the Redomestication Merger Proposal will require the affirmative vote of a majority of the outstanding shares of Alyst's common stock, provided there is a quorum and that the Business Combination is also approved. The Adjournment and Postponement Proposal will require the affirmative vote of a majority of the shares represented in person or by proxy and entitled to vote at the meeting. If the stockholders approve the Business Combination, the Business Combination will only proceed if holders of shares purchased in Alyst's IPO, representing less than 30% of the total shares sold in the IPO, exercise their conversion rights. Alyst's Board of Directors will

abandon the Business Combination if holders of 2,413,320 (which number represents 30% of the total shares sold in Alyst's IPO) or more of the shares of common stock issued in Alyst's IPO vote against the Business Combination and exercise their right to convert their shares into a pro rata portion of the trust account. In addition, pursuant to the Merger Agreement, it is a condition to the obligation of Alyst and China Networks Media to consummate the Business Combination that the Redomestication Merger Proposal be approved by Alyst's stockholders. If the Business Combination is approved, but the Redomestication Merger is not approved, Alyst will still not be able to complete the Business Combination with China Networks Media.

Abstaining from voting or not voting on a proposal (including broker non-votes), either in person or by proxy or voting instruction, will not have an effect on the vote relating to the Business Combination, since Alyst's amended and restated certificate of incorporation provides that only votes cast at the meeting will count toward the vote on the Business Combination. An abstention will not count toward the 30% "against and converting" vote that would result in the Business Combination's abandonment, and if you abstain you will be unable to exercise any conversion rights upon approval of the Business Combination. With respect to the Redomestication Merger Proposal, an abstention or a broker non-vote will have the same effect as a vote against the proposal. If the proposal relating to the Redomestication Merger is not approved, Alyst will not be able to go forward with the Business Combination with China Networks Media.

**Broker Non-Votes.** A broker non-vote occurs when a broker submits a proxy card with respect to shares held in a fiduciary capacity (typically referred to as being held in "street name") but declines to vote on a particular matter because the broker has not received voting instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine matters, but not on non-routine matters. Routine matters include the election of directors and ratification of auditors. The matters currently planned to be considered by the stockholders are not routine matters. As a result, brokers can only vote the Alyst shares if they have instructions to do so. Broker non-votes will not be counted in determining whether the proposals to be considered at the meeting are approved.

**Voting Your Shares.** Each share of common stock that you own in your name entitles you to one vote per proposal. Your proxy card shows the number of shares you own.

There are three ways to vote your shares at the Special Meeting:

By signing and returning the enclosed proxy card. If you vote by proxy card, your "proxy," whose names are listed on the proxy card, will vote your shares as you instruct on the card. If you sign and return the proxy card, but do not give instructions on how to vote your shares, your shares will be voted as recommended by the Alyst Board "FOR" approval of each proposal.

By telephone. You can vote this way by following the telephone voting instructions included with your proxy card. If you do, you should not return the proxy card. If you vote this way, however, you will not be able to exercise conversion rights.

You can attend the Special Meeting and vote in person. We will give you a ballot when you arrive. However, if your shares are held in the name of your broker, bank or another nominee, you must get a proxy from the broker, bank or other nominee. That is the only way Alyst can be sure that the broker, bank or nominee has not already voted your shares.

**Conversion Rights.** Any holder of shares that were purchased in Alyst's IPO who votes against the Business Combination may, at the same time, demand that Alyst convert his or her shares into a pro rata portion of the funds available for conversion in the trust account. If so demanded and the Business Combination is consummated, Alyst will convert the shares.

**SIMPLY VOTING AGAINST THE BUSINESS COMBINATION (WHETHER IN PERSON, BY PROXY OR BY TELEPHONE) OR CHECKING THE "EXERCISE CONVERSION RIGHTS" BOX ON A PROXY CARD DOES NOT PERFECT YOUR CONVERSION RIGHTS – YOU MUST ALSO SEND ALYST THE WRITTEN DEMAND LETTER DESCRIBED BELOW.**



Pursuant to the arrangements established at the time of Alyst's IPO, shareholders of Alyst representing up to 2,413,319 shares of the outstanding shares issued in Alyst's IPO may exercise conversion rights in the event they vote against the Business Combination and send a written demand letter to Alyst as described in the section entitled "The Special Meeting." A stockholder who has not properly exercised conversion rights may still exercise those rights prior to the Special Meeting by submitting a later dated proxy, together with a demand that Alyst will convert these shares into a pro rata portion of funds held in the trust account plus interest, as of the record date. After the Special Meeting, an Alyst stockholder may not exercise conversion rights or correct invalidly exercised rights. You will only be entitled to receive cash for these shares if you continue to hold them through the closing of the Business Combination and then tender your stock certificate(s) to Alyst or to Alyst's duly appointed tender agent. If you exercise your conversion rights, then you will be exchanging your shares for cash and will no longer own these shares. Exercise of conversion rights will not affect any warrants held by that stockholder. Do not send your stock certificate(s) with your proxy. If the Business Combination is consummated, converting stockholders should expect to receive the conversion amount.

You will lose your conversion rights if you submit an incomplete or untimely demand for conversion. To exercise conversion rights a Alyst stockholder must:

- Vote against the Business Combination Proposal;
- Contemporaneous with that vote against the Business Combination Proposal, send a written demand to Alyst (Attn: William Weksel) at 233 E. 69th Street, #6J, New York, NY 10021, which demand must state:
  - a) The name and address of the stockholder;
  - b) That the stockholder has voted against the Business Combination;
  - c) That the stockholder demands conversion of the stockholder's shares into cash; and
  - d) The address for delivery of the check for the aggregate conversion payment to be received by the stockholder if the shares are converted for cash; and
  - e) deliver your shares to the transfer agent in the manner described below.

If the Business Combination is approved by the Alyst stockholders and is consummated, Alyst will promptly pay to any holder who properly and timely demanded conversion and who has submitted the holder's stock certificate(s) to Alyst, or to its duly appointed tender agent, the stockholder's pro rata portion of funds in the trust account. Any such payment will only be made after the holder submits his or her stock certificates to Alyst or to its duly appointed tender agent. The certificate(s) representing the shares being converted need not be submitted prior to the meeting or at the time that the converting stockholder votes against the Business Combination and submits the written demand for conversion, but only after the Business Combination has been approved. Alyst recommends sending the certificate by registered mail with proper insurance, since risk of loss will remain with the stockholder until the certificate is received by Alyst. Alyst will not charge any stockholder for costs incurred by Alyst with respect to the exercise of conversion rights, such as the costs of converting shares from street name to a physical certificates.

The closing price of Alyst's common stock on [ ], 2009 was \$[ ] and the amount of cash held in the IPO trust account on December 31, 2008 was \$63,154,286 (plus accrued interest of \$74,718). If a public stockholder would have elected to exercise conversion rights on such date, he or she would have been entitled to receive approximately \$7.86 per share.

Questions About Voting. If you have any questions about how to vote or direct a vote in respect of your Alyst common stock, you may call Michael Weksel of Alyst, at (646) 290-6104. You may also want to consult your financial and other advisors about the vote.



Revoking Your Proxy and Changing Your Vote. If you give a proxy, you may revoke it or change your voting instructions at any time before it is exercised by:

- If you sent in a proxy, by sending another proxy card with a later date;
- If you voted by telephone, by calling the same number and following the instructions;
- Notifying Alyst in writing before the Special Meeting that you have revoked your proxy; or
- Attending the Special Meeting, revoking your proxy and voting in person.

If your shares are held in “street name,” consult your broker for instructions on how to revoke your proxy or change your vote.

If you do not vote your shares of Alyst common stock in any of the ways described above, it will have the same effect as a vote against the adoption of the Business Combination Proposal and the Redomestication Proposal, but will not have the effect of a demand of conversion of your shares into a pro rata share of the trust account in which a substantial portion of the proceeds of Alyst’s IPO are held.

**Appraisal Rights.** Under Delaware corporate law, neither the Redomestication Merger of Alyst with CN Holdings nor the Business Combination results in the stockholders of Alyst having appraisal rights due to the fact that the securities of Alyst are listed on the NYSE Alternext and the securities of CN Holdings will be listed on Nasdaq.

**Solicitation Costs.** Alyst is soliciting proxies on behalf of the Alyst Board of Directors. This solicitation is being made by mail, but also may be made in person or by telephone or other electronic means. Alyst and its respective directors, officers, employees and consultants may also solicit proxies in person or by mail, telephone or other electronic means. In addition, China Networks Media stockholders, officers and directors may solicit proxies in person or by mail, telephone or other electronic means on Alyst’s behalf. These persons will not be paid for doing this.

Alyst has not hired a firm to assist in the proxy solicitation process but may do so if it deems this assistance necessary. Alyst will pay all fees and expenses related to the retention of any proxy solicitation firm.

Alyst will ask banks, brokers and other institutions, nominees and fiduciaries to forward its proxy materials to their principals and to obtain their authority to execute proxies and voting instructions. Alyst will reimburse them for their reasonable expenses.

**Stock Ownership.** Information concerning the holdings of certain Alyst stockholders is set forth above in the Summary and below under “Beneficial Ownership of Securities.”

## THE BUSINESS COMBINATION PROPOSAL

Alyst Acquisition Corp. is a Delaware corporation incorporated on August 16, 2006 in order to serve as a vehicle for the acquisition of an operating business in any industry, with a focus on the telecommunications industry, through a merger, capital stock exchange, asset acquisition or other similar business combination. On July 5, 2007, Alyst consummated its IPO of 8,044,400 of its Units, including 1,044,400 Units subject to the underwriters' over-allotment option. Each Unit consists of one share of common stock, \$.0001 par value per share, and one warrant to purchase one share of common stock at an exercise price of \$5.00 per share. The Units were sold at an offering price of \$8.00 per Unit, generating gross proceeds of \$64,355,200. Simultaneously with the consummation of the IPO, the Company consummated a private placement of 1,820,000 warrants at a price of \$1.00 per warrant, generating total proceeds of \$1,820,000. After deducting the underwriting discounts and commissions and offering expenses, an amount of \$63,154,286 was placed in an interest-bearing trust account and the remaining proceeds of approximately \$50,000, plus up to \$1,680,000 accrued interest from the trust account became available to be used to provide for business, legal, accounting, due diligence on prospective business combinations and continuing operating expenses. Alyst's management has broad discretion with respect to the specific application of the net proceeds of the private placement and the public offering, although substantially all of the net proceeds of the offerings are intended to be generally applied toward consummating a business combination. As of December 31, 2008, approximately \$63,154,286 (plus accrued interest of \$74,718) was held in the trust account.

The warrants issued in Alyst's private placement were purchased by Robert A. Schriesheim, Alyst's Non-Executive Chairman of the Board, Dr. William Weksel, Alyst's Chief Executive Officer, Robert H. Davies, Alyst's Chief Strategist, Michael E. Weksel, Alyst's Director, Chief Operating Officer, and Chief Financial Officer and Secretary, Paul Levy, one of Alyst's Former Directors, and Ira Hollenberg IRA, Silverman Realty Group, Inc. Profit Sharing Plan (LCPSP), Norbert W. Strauss, David Strauss and Jonathan Strauss, each a stockholder of Alyst. The warrants are identical to the warrants included in the Units sold in the IPO except that they are exercisable on a cashless basis if Alyst calls the warrants for redemption so long as they are held by these purchasers or their affiliates. The purchasers of the warrants issued in the private placement have agreed that the warrants issued in the private placement will not be sold or transferred by them until Alyst has completed a business combination.

### General Description of the Business Combination

The following discussion of the principal terms of the Agreement and Plan of Merger, dated August 13, 2008, by and among Alyst, China Networks Media, CN Holdings, China Networks Merger Co., Mr. Li Shuangqing, Kerry Propper and MediaInv Ltd. (the "Merger Agreement"), is subject to, and is qualified in its entirety by reference to the Merger Agreement. A copy of the Merger Agreement is attached as Annex A to this proxy statement/prospectus and is incorporated by reference into this proxy statement/prospectus.

Pursuant to the Merger Agreement, Alyst established a wholly-owned subsidiary, CN Holdings in April 17, 2008. As part of the series of transactions contemplated by the Merger Agreement, Alyst will merge with and into CN Holdings in the Redomestication Merger immediately prior to the Business Combination. CN Holdings will be the surviving entity of the Redomestication Merger, and the separate corporate existence of Alyst will cease at the effective time thereof. Immediately afterwards, CN Holdings' wholly-owned subsidiary, China Network Merger Co. will merge with and into China Networks Media, which owns 100% of Advertising Networks Ltd. ("ANT"), a Hong Kong holding company that: (1) owns 50% of each of Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd. and Kunming Taishi Information Cartoon Co., Ltd., (collectively "JV Tech Cos"), each PRC joint venture companies formed with PRC TV Stations, and (2) controls Beijing Guangwang Hetong Advertising & Media Co., Ltd. ("Hetong"), a PRC company, which in turn, owns (a) 50% of Kunming Kaishi Advertising Co. Ltd., and (b) 50% of Taiyuan Advertising Networks Advertising Co., Ltd. (collectively "JV Ad Cos") with PRC TV Stations. JV Ad Cos collects advertising revenue earned by JV Tech Cos, a joint venture holding assets of PRC TV Stations. As a result of

the Business Combination, the shareholders of China Networks Media will own approximately 23% of the outstanding shares of CN Holdings, assuming full participation in the Redomestication Merger and no conversions. The foregoing percentage does not reflect the effect that an exercise of the currently outstanding warrants would have.

If Alyst does not consummate the Business Combination with China Networks Media, it will continue to seek another target business until it is required to liquidate and dissolve pursuant to its amended and restated certificate of incorporation. Under its amended and restated certificate of incorporation as currently in effect, if Alyst does not acquire at least majority control of a target business by June 29, 2009, Alyst will dissolve and distribute to its public stockholders the amount in the trust account plus any remaining net assets. Following dissolution, Alyst would no longer exist as a corporation.

#### Background of the Business Combination

The following is a brief discussion of the background of Alyst's efforts to identify potential candidates for a business combination, the selection of China Networks Media, and the negotiation of the Merger Agreement relating to the Business Combination and related transactions.

Shortly after Alyst's IPO offering in July 2007, it actively started to seek a target business for a business combination. In the months after Alyst's IPO, Alyst's management, including Dr. William Weksel, Mr. Michael E. Weksel, and Mr. Robert H. Davies reviewed information on over 75 companies in their search for a target business. Although the focus of this effort was to find a suitable acquisition candidate that owned an operating business in the telecommunications industry, the prospective target business was not limited to any particular industry, or any particular geography. As disclosed in the prospectus for the IPO, at no time prior to the consummation of the IPO did Alyst, or any of its officers, directors, advisors, consultants or affiliates, contact, or engage in any discussions regarding a business combination with, any potential target on behalf of Alyst.

During July 2007, Alyst management developed representative criteria to be used in the screening and evaluating of target companies for Alyst to acquire. These criteria were utilized during the ensuing months by the Alyst team in the search and evaluation process. While management felt it would not necessarily have been possible to find a target that fully met all of the criteria, the team sought to identify those companies with characteristics that were in close alignment with the criteria.

The following is a summary of the criteria:

- Strong organic growth potential
- Attractive purchase price
- Growing market for targets' goods/services
- Scalable business model
- Potential for add-on acquisitions
- Strong competitive position in industry
- Experienced management team
- Diversified customer and supplier base

In the initial months after the IPO, Alyst management initiated conversations (i) directly with potential targets they believed could make attractive business combination partners, (ii) with lawyers, accountants, consultants, investment bankers and other professionals and (iii) with its own network of contacts. Alyst educated these parties on the SPAC structure and Alyst's criteria for an acquisition. Alyst also responded to inquiries from investment bankers or other

similar professionals who represented companies engaged in sale or financing processes.

On a regular basis, the Alyst board of directors was updated with respect to the status of the business combination search. These efforts through Alyst's professional network resulted in a multitude of potential targets. These opportunities were evaluated based on Alyst's stated criteria. Many did not fit Alyst's criteria, while some were eliminated for various reasons including the target being too small and the sellers' valuation expectations being too high. The screening process was repeated multiple times, and Alyst remained in continual dialogue with its sourcing network. Through these efforts, the volume of potential targets remained high.

### Negotiation with Potential Targets

As a result of its efforts, Alyst identified three companies, in addition to China Networks, which it found sufficiently attractive to engage in meaningful negotiations regarding the terms of a potential transaction. All three of these potential targets were in the telecommunications industry.

One target was a provider of multimedia content for use with cellular telephones, based in the European Union. This target developed and marketed ring tones and pictures for use with cellular telephones as well as related software, and had 2008 projected annual revenues of approximately \$50 million and earnings before interest, taxes, depreciation and amortization (“EBITDA”) of approximately \$12 million. Alyst discussed a draft term sheet for an acquisition with the owners of this target. Discussions between Alyst and this party terminated due to the inability of the parties to reach agreement on valuation.

Another target with whom Alyst had significant discussions was an independent U.S. regional provider of rural cellular telephone services. This potential target had 2008 projected revenues of approximately \$50 million and operating earnings of approximately \$12 million. Alyst terminated discussions with this target due to Alyst’s conclusion that the value of the target was not large enough to enable Alyst to successfully acquire it.

A third target with whom Alyst had significant discussions was a company that sells satellite-based telecommunications services. Alyst discussed a draft term sheet for an acquisition with the owners of this target, which was engaged in an auction process to identify a buyer. Alyst determined not to pursue this target after Alyst determined that the target was unwilling to suspend its auction process in order to negotiate exclusively with Alyst with respect to a transaction.

### History of Discussions between China Networks Media and Alyst

During February 2008, Mr. George Kaufman, a director in investment banking for Chardan Capital Markets, LLC contacted Alyst to discuss the opportunity for Alyst to acquire China Networks. On February 13, 2008, at the offices of Chardan Capital Management, Dr. Weksel, Mr. Weksel, and Mr. Davies (the “Alyst Team”) met with a representative of MediaInv Ltd., the majority shareholder of China Networks, Mr. Kerry Propper and Mr. Kaufman to discuss the business and prospects of China Networks and the potential for a business combination between China Networks and Alyst.

In the ensuing weeks, Alyst, Chardan and China Networks held numerous additional discussions regarding a potential transaction in person and by teleconference which resulted in the execution of a non-binding letter of intent on March 5, 2008 that described many economic terms and conditions of a potential business combination between the Alyst and China Networks.

On March 9, 2008, the Alyst Team traveled to Beijing, China to conduct on-site due diligence of China Networks. In Beijing, the Alyst Team met with Mr. Li Shuangqing, the Chairman and Chief Executive Officer of China Networks, the then Co-Chairman of China Networks and three other senior executives of China Networks, Mr. Zhou Chuangsheng, Ms. Guan Yong and Mr. Liu Rui, to discuss (i) the television advertising industry in the Peoples Republic of China; (ii) China Networks’ overall business model; (iii) China Networks’ target television station acquisition plan; (iv) the legal and financial structural possibilities for a potential deal; (v) China Networks proposed business and investment plans, (vi) financial forecasts for China Networks, and (vii) the business experience and background of the China Networks management team. The Alyst Team, Mr. Li and another representative of China Networks then traveled to Kunming, China. There the Alyst Team met with the top managers of the Kunming television station to discuss the business and operations of the television station and potential joint venture between the station and China Networks. On April 7, 2008, Dr. Weksel and Mr. Davies returned to China to conduct further

due diligence, including additional meetings with the management of China Networks and visits to Zhuhai, China and Taiyuan, China to conduct meetings with the top managers of the television stations in those cities to discuss the business and operations of the television stations and potential joint ventures between the stations and China Networks.

Commencing shortly thereafter, Alyst and its legal advisors commenced legal due diligence on China Networks and began discussions regarding the agreement and plan of merger and related legal documents. These discussions continued through March and April. During this time, the legal counsel for China Networks, Loeb & Loeb LLP, and the legal counsel for Alyst McDermott Will & Emery LLP, exchanged several drafts of the Merger Agreement and held several conference calls and in-person meetings to discuss and negotiate the terms of the Merger Agreement. By the last week of April, the parties were very close to agreement on the major terms of the form of merger agreement, though they still had not reached final agreement.

On March 24, 2008, Alyst held a meeting of its board of directors to discuss the status of the search for a potential business combination and to discuss the status of the proposed transaction with China Networks. After detailed discussion of China Networks and the television industry in China, the Board authorized management to continue due diligence and negotiations with China Networks, including preparing a definitive agreement relating to such transaction, and to update the Board as negotiations progressed.

On April 30, 2008, Alyst held a meeting of its board of directors that was attended by its legal counsel from McDermott, Will & Emery as well as George Kaufman of Chardan Capital, Alyst's financial adviser. At the meeting, which was attended in person or telephonically by all board members, Michael Weksel reviewed for the directors the overall strategy of China Networks in the Chinese media and advertising marketplace. A representative of SkillNet connected to the meeting telephonically and reviewed with the board the market research that SkillNet had conducted on behalf of Alyst with respect to the Chinese advertising and media marketplace and China Network's strategy. A representative of McDermott, Will & Emery LLP then discussed with the directors (i) the terms and conditions of the proposed merger agreement whereby the Company would acquire China Networks and reincorporate as a British Virgin Islands company; (ii) the fiduciary duties of directors under Delaware law in connection with their decision whether or not to approve the proposed Merger Agreement and (iii) certain tax aspects of the Merger Agreement. Michael Weksel and William Weksel described the due diligence that had been conducted regarding China Networks, including: (i) the due diligence trips conducted in China to assess the prospects of the television stations China Networks is seeking to enter into partnership with in China; (ii) the background checks that had been performed on the principals of China Networks; and (iii) the review of the "carve-out financials" of the partnerships to be formed by China Networks that had been conducted. George Kaufman of Chardan Capital then made a presentation to the Board describing the proposed merger agreement and its projected impact upon Alyst, its stockholders and its stock price.

The Alyst board of directors considered and discussed the terms of the Merger Agreement and the business, financial and legal due diligence that had been conducted with respect to China Networks, its business and finances. After concluding its deliberations, the Alyst board of directors unanimously resolved to approve the form of Merger Agreement, declare it to be advisable for Alyst to enter into the Merger Agreement and authorized Alyst's management to finalize and execute the Merger Agreement substantially in the form presented at the meeting, with such amendments as the management of Alyst deemed necessary and appropriate. Alyst's board of directors also determined that China Networks, assuming the closing of the acquisition of the TV stations, had a fair market value equal to at least 80% of Alyst's trust value.

The management of Alyst then resumed its negotiations with China Networks. The parties continued their discussions and negotiations sporadically from May 1, 2008 through June 19, 2008. On June 19, 2008, Alyst, China Networks and the other parties to the Merger Agreement entered into an escrow agreement whereby they agreed to cease negotiations and place the Merger Agreement, together with executed signature pages of each party, in an escrow arrangement with Ed Grushko, Esq. (the counsel to the investors providing the Financing discussed below) acting as the escrow agent. Pursuant to the escrow agreement, the parties agreed that Mr. Grushko would release the signature pages to the respective parties upon the consummation by China Networks of its joint ventures with Yellow River TV Station and Kunming TV Station, the owners of television stations in the PRC. The consummation of such ventures



was itself contingent upon China Networks obtaining regulatory approval for the joint ventures and the closing of bridge financing to fund its payment obligations pursuant to such joint ventures.

On August 12, 2008, China Networks informed the escrow agent that it had completed the joint ventures. On August 13, 2008 China Networks and Alyst requested the escrow agent to release the Merger Agreement from the escrow and the parties entered into the Merger Agreement.

In the months subsequent to its execution, the parties discussed entering into an amendment to the Merger Agreement to clarify the agreement of the parties that each holder of preferred stock of China Networks Media as of the closing of the Business Combination will receive a maximum of \$50,000 of the cash received by CN Holdings in connection with the exercise of CN Holdings' warrants by warrant holders, for each 17,500 preferred shares held by each holder. The parties are in the process of presenting such amendment to the investors in the bridge financing for their approval.

On January 28, 2009, the parties agreed to amend certain provisions of the Merger Agreement relating to the Deferred Cash Payments, Deferred Stock Payments and Warrant Exercise Proceeds. The amended provisions serve to (i) increase the requisite thresholds of future earnings by which the common shareholders of China Networks Media are entitled to cash payments and (ii) decrease the amount of cash payments such shareholders are entitled to upon exercise of the public and insider warrants. All other provisions of the Merger Agreement remain unchanged.

Alyst announced that it had set \_\_\_\_\_, 2009 as the record date for the Special Meeting.

#### China Networks Media Financing

Mr. Shuangqing Li determined with Mr. Kerry Propper that China Networks Media would need to raise funds to support the acquisition of certain assets by China Networks Media in advance of the business combination with Alyst. Mr. Shuangqing engaged Chardan Capital Markets as advisor on this capital raise, because of Chardan's prior successful experiences raising funds for investments in China and its understanding of the structure of special purpose vehicles. It was determined that the proceeds would be used for acquisition through contractual arrangements of the networks under consideration, for working capital for China Networks Media, as well as a loan to Alyst to pay for merger transaction costs. From March 2008 until the closing of the \$28 million bridge financing on July 21, 2008, Chardan worked closely with China Networks Media and Alyst on the financing efforts for China Networks Media.

On July 21, 2008, China Networks Media entered into a Purchase Agreement with several accredited investors (the "Purchase Agreement"), and consummated the private placement of \$28,000,000 in units (the "Financing"), each unit consisting of (i) a promissory note in the face amount of \$499,825, bearing interest at the rate of 10% per annum (the "Note"), and (ii) 17,500 detachable shares of the China Networks Media's class A preferred stock (the "CN Media Units"). As security for the repayment of the Notes, MediaInv Ltd. and Mr. Propper, China Networks Media's two shareholders, pledged and granted to the investors, on a pro rata basis, a first priority lien on 50.1% of the ordinary shares of China Networks Media owned by them. The proceeds of the sale and issuance of the CN Media Units were used in the following manner: (a) \$13.6 million was used for initial equity contributions due from ANT for the JV Tech Cos and (b) a fee of \$980,000 paid to Chardan, as a placement fee for the Financing, and (c) the remaining proceeds are being used for working capital, including payment of certain administrative, legal and accounting fees.

In connection with the Financing, pursuant to the terms of a registration rights agreement, China Networks Media has agreed to register for resale the ordinary shares into which the shares of class A preferred stock issued as part of the CN Media Units conversion, on a registration statement to be filed with the Securities and Exchange Commission no later than the date that is 30 days after the consummation of the Business Combination. Alyst has agreed to assume these registration obligations in connection with the Business Combination. The shares to be registered as part of the Business Combination will be the ordinary shares of CN Holdings that will be exchanged for the common shares of Alyst.

For its activities as placement agent in the financing, Chardan received \$980,000 in fees upon the closing of the Financing and will receive an additional \$980,000 in fees upon the earlier of the consummation of the Business Combination and July 21, 2010.

It is expected that Li Shuangqing, Kerry Propper, Michael Weksel and four other individuals who will be appointed prior to Alyst's Special Meeting, of which three may be selected by Alyst, will become members of the Board of Directors of CN Holdings upon the completion of the Redomestication Merger.

#### Introduction of the Redomestication Merger

In addition to the subjects discussed above, during the structuring of the Financing, Mr. Kerry Propper also discussed with Mr. Shuangqing the obligations of being a U.S. reporting company, including compliance with the reporting requirements of the federal securities laws, restrictions on insider trading, accounting procedures and Sarbanes-Oxley requirements, public disclosure requirements and timing, shareholder communications, website disclosure, financial public relations, and transfer agent requirements.

As substantially all of the business operations of China Networks Media will be conducted outside the United States, Alyst management decided to consider redomesticating Alyst outside the United States prior to its merger with China Networks Media. It concluded that the Redomestication Merger will permit greater flexibility and possibly improved economic results in structuring future acquisitions and creating subsidiaries in China and other countries as China Networks Media expands, recognizing that potential acquisition targets may view the status of being a shareholder in a non-U.S. corporation more favorably than being a shareholder in a U.S. corporation. This reason is significant to China Networks Media in view of its strategic plans to acquire new networks. Alyst also believes that the regulatory burden in the British Virgin Islands is significantly less onerous than in the United States, particularly with respect to companies engaged in a series of acquisitions. Further, ownership of operating businesses in the PRC through a holding company organized in the British Virgin Islands is also well-established with the PRC authorities, reducing the risk of a challenge to the ownership structure by SARFT or other PRC governmental authorities. In addition, depending on the composition of the shareholder base of CN Holdings after the Business Combination or changes in board membership or location of its principal executive offices, there is the availability of foreign private issuer status for CN Holdings with the U.S. Securities and Exchange Commission. As a foreign private issuer, the reporting requirements under the Securities Exchange Act of 1934, as amended, would be reduced, resulting in less costs associated with financial and reporting compliance. Accordingly, a decision was made to reincorporate Alyst under the laws of the British Virgin Islands.

#### Interest of Alyst's Management in the Business Combination

When you consider the recommendation of Alyst's Board of Directors that you vote in favor of the Business Combination, you should keep in mind that Alyst's officers and directors have interests in the Business Combination that are different from, or in addition to, yours. These interests include the following:

- If the Business Combination is not approved and Alyst is therefore required to liquidate, the securities owned by Alyst's officers and directors will be worthless because they will not be entitled to receive any of the assets held in the trust account. In addition, the possibility that the members of the Board of Directors will be required to perform their obligations under the indemnity agreements referred to above will be substantially increased.
- In connection with the IPO, Alyst's current officers and directors agreed to indemnify Alyst for debts and obligations to vendors that are owed money by Alyst for services rendered or products sold to Alyst, but only to the extent necessary to ensure that certain liabilities do not reduce funds in the trust account. If the Business Combination is consummated, Alyst's officers and directors will not have to perform such obligations. As of January 21, 2009, Alyst believes that the maximum amount of the indemnity obligation of Alyst's officers and directors is small or non-existent because the total amounts owed to vendors for which Alyst has not received a waiver of such Vendor's right to sue the trust account is less than the amount of funds available to Alyst outside the trust account to pay such liabilities. If the Business Combination is not consummated, Alyst anticipates the obligations would total approximately \$550,000. Alyst has sufficient funds outside of the trust account to pay these obligations. All vendors agreed to the waiver other than Alyst's legal counsel and accountants. If the Business Combination is not consummated, China Networks Media will be responsible for its own expenses incurred in connection with the Business Combination.
- Warrants to purchase Alyst common stock held by Alyst's directors and officers are potentially exercisable upon consummation of the Business Combination. Based upon the closing price of Alyst's common stock on January 22, 2009 of \$7.30, if all warrants held by Alyst's directors and officers were exercised for common stock the value of such shares of common stock would be approximately \$4,186,000.

-

All rights specified in Alyst's amended and restated certificate of incorporation relating to the right of directors and officers to be indemnified by Alyst, and of Alyst's directors and officers to be exculpated from monetary liability with respect to prior acts or omissions, will continue after the Business Combination to the extent permitted by British Virgin Islands law. If the Business Combination is not approved and Alyst liquidates, it will not be able to perform its obligations under those provisions. If the Business Combination is ultimately completed, the combined company's ability to perform such obligations will probably be substantially enhanced.

- Alyst’s financial, legal and other advisors have rendered services for which they may not be paid if the Business Combination is not approved, and certain of them may have the opportunity to provide additional services to Alyst in the future. In connection with the China Networks Media negotiations, the drafting of the Merger Agreement and this proxy statement/prospectus, Alyst’s counsel, McDermott Will & Emery LLP, has provided approximately \$[ ] of services for which it had not been paid as of January 22, 2009. In addition, [\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_] were owed a total of approximately \$\_\_\_\_\_ as of January 22, 2009, as to which waivers regarding proceeding against the trust account had been received from vendors representing approximately \$[ ] of such expenses. As any recovery of such fees and expenses by these vendors will be much more difficult in the event the Business Combination is not approved, while such recovery is not expressly contingent on the outcome of the Alyst shareholder vote, these vendors could be viewed as having an interest in the outcome of such vote.
- The following table lists the securities owned by the members of Alyst’s current management team and Board of Directors and the amount of potential gain that each of them would realize if the Business Combination is consummated, based on the market price of Alyst’s securities on [ ], 2008. If a Business Combination is not consummated, the securities held by these individuals would be valueless since they would not be entitled to participate in distributions from the trust account.

Name	Securities in which named individual has a pecuniary interest		Value of such securities as of January 22, 2009 (\$)		Aggregate Initial Purchase Price of Securities (\$)		Gain on Securities as of January 21, 2009 (\$)
	Shares	Units	Shares	Units	Shares	Units	
Dr. William Weksel	362,500(1)	0	2,733,250	0	5,178.57	0	2,728,071.43
Robert A. Schriesheim	362,500(1)	0	2,733,250	0	5,178.57	0	2,728,071.43
Robert H. Davies	362,500(1)(2)	0	2,733,250	0	5,178.57	0	2,728,071.43
Michael E. Weksel	362,500(1)(3)	0	2,733,250	0	5,178.57	0	2,728,071.43
Paul Levy	90,000(1)	0	678,600	0	1,285.71	0	677,314.29
Matthew Botwin	30,000	0	226,200	0	428.57	0	225,771.43

1. Does not include 227,500 shares of common stock issuable upon exercise of warrants held by this individual that are not currently exercisable and will not become exercisable within 60 days.
2. Includes 10,000 shares of common stock held by the 2006 Robert H. Davies Delaware Trust f/b/o Alexander B. Davies, a trust established for the benefit of Mr. Davies’ son.
3. Includes 12,500 shares of common stock held by the Carina Heart Weksel Irrevocable Trust, a trust established for the benefit of Mr. Weksel’s daughter.

Alyst’s Reasons for the Business Combination and Recommendation of the Alyst Board

Alyst’s Board of Directors concluded that the Merger Agreement with China Networks Media is in the best interests of Alyst’s stockholders.

Alyst's Board of Directors considered a wide variety of factors in connection with its evaluation of the merger. Many of those factors, such as the international experience and operational expertise of China Networks Media's management were not quantifiable. Those that could be quantified, such as the value of the company if certain projections of net income levels and earnings multiples were achieved based on assumed price/earnings ratios, were quantified, and some of the factors considered, such as historical growth rates, were inherently quantitative in nature. Alyst's Board of Directors did not consider it useful to assign relative weights to each of the specific factors it considered in reaching its decision. Alyst's Board of Directors focused instead on evaluating the relative collective weight of the several positive factors and the few negative factors in making its decision, in light of the fact that the pricing of the transaction would provide value to Alyst's stockholders in excess of the conversion value of their stock.

Among the factors that the Alyst Board of Directors considered in connection with its evaluation of the Business Combination were: (i) the onsite due diligence visits to be conducted by officers and directors of Alyst; (ii) the conclusions of the analyses made by Skillnet with regards to the business concept, business case, market potential, product and services, technology and technical assets, competitive situation, marketing and sales strategy and organization; (iii) the analyses and discussion with its legal and financial advisers regarding the structure of a foreign investment in a PRC advertising company; (iv) the qualitative analysis of China Networks Media's management personnel and executive leadership; (v) the quantitative analysis of China Networks Media's revenue and projections; and (vi) a qualitative comparison of the proposed China Networks Media acquisition to the criteria previously established by the Alyst Board of Directors.

Among the factors that the advantages and disadvantages the Alyst Board of Directors considered in connection with its evaluation of the Business Combination are those described below.

#### Potential Advantages of the Business Combination with China Networks Media

A business combination with Alyst would strategically position China Networks Media in the rapidly growing Chinese advertising market.

Ranking fifth in size in the world in 2007, China's total advertising spending was approximately 3.25% of total worldwide spending, which was over \$15 billion. Among the top ten countries, China is expected to experience a compounded annual growth rate of 17.33% from 2007 to 2010, which is nearly 4% higher than the next fastest growing advertising market. China's television advertising industry has been growing rapidly in recent years, and in 2008, comprised 39.6% of the total advertising market in the PRC, representing approximately \$7.5 billion in 2008, according to industry reports. The Alyst Board of Directors believes that China Networks Media position in this growing marketplace makes it an attractive acquisition partner.

#### Fragmented industry poised for consolidation

The Chinese television industry is highly fragmented with no dominant provider of advertising services in the market. The fragmented nature of the TV industry in China creates significant demand for the expansion of the scale and scope of the joint-venture relationships China Networks Media intends to build with TV stations across the country. Industry conditions fit well with China Networks Media's expansion strategy and create the opportunity for the significant future growth that the Alyst Board of Directors found highly attractive.

#### Experienced management

Another criteria that was important to Alyst's Board of Directors in identifying an acquisition target was that the company have a seasoned management team with specialized knowledge of the markets within which it operates and the ability to lead a company in a rapidly changing environment. Alyst's Board of Directors concluded that China Networks Media's management has demonstrated that ability, addressing critical issues such as business strategy, competitive differentiation, business development, public market experience, operational experience and speed to market. The success and experience of China Networks Media's Chief Executive Officer, Mr. Li Shuangqing, in the field of media and communications, was also judged to be a significant factor supporting the company's future expansion and success.

#### Limited and constrained competition

The competitive situation that China Networks Media operates in is favorable. There are few short term or mid-term competitive threats. SARFT as the governing body favors traditional media such as broadcast television and protects it



from new media distribution such as IPTV and direct-to-the-home satellite distribution. In addition, the capital cost to build a duplicate, competitive network is a barrier to entry limiting direct competition in the markets that China Networks Media chooses to serve.

China Networks Media's ability to execute its business plan, even with the risk that a significant number of Alyst's public stockholders would vote against the Business Combination and exercise their conversion rights

The Alyst Board concluded that, based on its review of China Networks Media's business plan and project financial performance, the business plan could be successfully executed even if significant numbers of Alyst stockholders determine to convert their stock into cash. This aspect of China Networks Media significantly mitigates the execution risk of the proposed transaction and was an attractive feature of the deal from the perspective of the Alyst Board of Directors.

If projected performance is achieved, the Business Combination is expected to create significant value for Alyst shareholders.

Based upon the projected financial performance of China Networks Media and the consideration being paid by Alyst in the Business Combination, a substantial amount of which is contingent upon successful post-closing financial performance, the Alyst Board of Directors concluded that the Business Combination could create substantial value for the Alyst stockholders in excess of the conversion value of the shares.

#### Potential Disadvantages of the Business Combination with China Networks Media

The Alyst Board of Directors evaluated potential disadvantages of a business combination with China Networks Media. They were not able to identify any factors associated specifically with China Networks Media or its industry that outweighed the advantages of a business combination. Potential disadvantages of acquiring China Networks Media considered by the Alyst Board of Directors are listed below:

##### Legal and regulatory regime in which China Networks Media will operate

Over the past several years, the Chinese government has pursued economic reform policies, including the encouragement of private economic activities and decentralization of economic regulation. Changes in policies by the Chinese government that result in a change of laws, regulations, their interpretation, or the imposition of high levels of taxation, restrictions on currency conversion or imports and sources of supply could materially and adversely affect China Networks Media's business and operating results. In addition, the advertising industry in particular could become subject to more stringent regulation both in its activities and the ability of private enterprises to acquire assets from state-owned television stations.

##### Dependence of strategy upon partners not controlled by China Networks Media

The success of China Networks Media's strategy of expanding in various locations in China depends upon the cooperation of various joint venture parties not under the control of China Networks Media. The Alyst Board of Directors considered the risks involved in securing and maintaining the cooperation of these parties to be a potential disadvantage of the business combination.

##### Potential difficulty in extracting profits from China

Renminbi, or RMB, is not presently a freely convertible currency, and the restrictions on currency exchanges may limit China Networks Media's ability to use revenues generated in RMB or to make dividends or other payments in U.S. dollars to its investors. For example, SAFE recently issued a new regulation under which RMB converted from the registered capital must only be utilized in accordance with the purposes approved by the relevant government authority (including the local SAFE). While in the short to intermediate term it is not expected that China Networks Media would desire to extract cash from its operations outside of China, the Alyst Board of Directors nevertheless viewed the potential long-term difficulties to be a potential disadvantage of the business combination.

The Board of Directors concluded that, after the transaction is complete, the consolidated strength of the merger of Alyst and China Networks Media overcomes the negative factors that the Board of Directors had identified in its analysis.

##### Satisfaction of the 80% Test

It is a requirement that any business acquired by Alyst have a fair market value equal to at least 80% of Alyst's net assets at the time of acquisition, which assets shall include the amount in the trust account. Based on standards generally accepted by the financial community, including the financial analysis of China Networks Media which was generally used to approve the Business Combination, Alyst's Board of Directors determined that 80% test requirement was met and exceeded.

The Alyst Board of Directors believes, because of the financial skills and background of several of its members, it was qualified to perform the valuation analysis described above and to conclude that the acquisition of China Networks Media met this requirement.

#### Transaction Costs

Alyst anticipates that it will incur total transaction costs of approximately \$[ ] million. Such costs do not include transaction costs of approximately \$[ ] million anticipated to be incurred by China Networks Media. Approximately \$[ ] of the \$[ ] in non-contingent anticipated costs has been incurred and recorded as of [ ], 2008. The \$[ ] primarily relates to the accountants and valuation consultants' fees, road show expenses, printer fees and other miscellaneous expenses.

Alyst's cash outside the trust and accrued expenses as of [ ], 2008 was approximately \$[ ] and \$[ ], respectively. Through [ ], 2009, approximately \$[ ] of transaction costs had been paid in cash. Alyst expects to incur the remaining anticipated non-contingent transaction costs of approximately \$[ ] before the Business Combination is approved in [ ] 2008. Additionally, recurring monthly operating expenses of approximately \$[ ] per month will continue to accrue in following the Business Combination.

Alyst anticipates that the costs to consummate the Redomestication Merger and the Business Combination will exceed its available cash outside of the trust account (excluding borrowings) by approximately \$[ ]. Alyst has not sought and does not anticipate seeking any fee deferrals. Alyst expects these costs would ultimately be borne by CN Holdings after the Business Combination and disbursed from the funds held in the trust if the proposed China Networks Media Business Combination is completed. If the Business Combination is not completed, the non-contingent excess costs of approximately \$[ ] would be subject to the potential indemnification obligations of Alyst's officers and directors to the trust account related to expenses incurred for vendors or service providers. Alyst's officers and directors anticipate performing their obligations to the trust account regarding expenses incurred for vendors or service providers in the event the Business Combination is not consummated. Alyst's officers and directors are all accredited investors and as such, Alyst believes that they have the financial ability to meet such obligations but has not done an independent investigation to confirm such belief. If these obligations are not performed or are inadequate, it is possible that vendors and/or service providers could seek to recover these expenses from the trust account, which could ultimately deplete the trust account and reduce a stockholder's current pro rata portion of the trust account upon liquidation.

#### Potential Dilution of Share Ownership Post-Redomestication Merger and Post-Business Combination

The following table sets forth the number of shares and percentage ownership of CN Holdings after the Business Combination by each of (i) Alyst's initial stockholders, (ii) Alyst's former public stockholders, (iii) the former shareholders to China Networks Media and (iv) the officers and directors of CN Holdings.

	No Conversion		Maximum Conversion	
	# of shares	Percentage of ownership	# of shares	Percentage of ownership
Alyst initial stockholders	1,750,000	13.8%	1,750,000	17.1 %
Alyst former public stockholders	8,044,400	63.5%	5,631,081	54.9%
Former shareholders of China Networks Media	2,880,000	22.7%	2,880,000	28.1%
Officers and Directors of CN Holdings (1)	2,045,000	16.1%	2,045,000	19.9%
<b>Total ownership</b>	<b>12,674,400</b>		<b>10,261,081</b>	

(1) Includes 1,570,000 shares of Alyst officers and directors, included in Alyst initial stock holders above, and 475,000 ordinary shares of China Networks Media owned by Kerry Propper immediately prior to the merger, included in Former shareholders of China Networks Media above.

This table does not include the effect of shares that may be issuable for contingent merger consideration nor the effect of the exercise of outstanding warrants or options.

### Conclusion of Alyst's Board of Directors

After careful consideration of all relevant factors, Alyst's Board of Directors determined that the Business Combination Proposal is in the best interests of Alyst and its stockholders. The Board of Directors has approved and declared the Business Combination Proposal advisable and recommends that you vote or give instructions to vote "FOR" the Business Combination Proposal.

The foregoing discussion of the information and factors considered by the Alyst Board is not meant to be exhaustive, but includes the material information and factors considered by the Board.

### Terms of the Merger Agreement

The discussion in this proxy statement/prospectus of the Business Combination and the principal terms of the Merger Agreement catalogued below are qualified in their entirety by reference to the copy which is attached as Annex A and incorporated herein by reference. The following description summarizes the material provisions of the Merger Agreement, which agreement we urge you to read carefully because it is the principal legal document that governs the Business Combination. For this discussion, we refer to the Merger Agreement simply as the "Agreement," unless the context otherwise requires.

The representations and warranties described below and included in the Agreement were made by Alyst, China Networks Media, Li Shuangqing, Kerry Propper, MediaInv Ltd, China Networks Holdings and China Networks Merger Co., to each other as of specific dates. The assertions embodied in these representations and warranties may be subject to important qualifications and limitations agreed to by Alyst, China Networks Media Li Shuangqing, Kerry Propper, MediaInv Ltd, China Networks Holdings and China Networks Merger Co. in connection with negotiating its terms. The representations and warranties may also be subject to a contractual standard of materiality that may be different from what may be viewed as material to stockholders, or may have been used for the purpose of allocating risk among the contracting parties, rather than establishing matters as facts. The Agreement is described in this proxy statement/prospectus and included as Annex A only to provide you with information regarding its terms and conditions at the time it was entered into by the parties. Accordingly, you should read the representations and warranties in the Agreement not in isolation but rather in conjunction with the other information contained in this document and in the other publicly available information regarding Alyst and China Networks Media.

### General

Alyst intends to change its domicile from the State of Delaware to the British Virgin Islands by means of a merger with and into its wholly-owned subsidiary, CN Holdings, and as a result, change its name to China Networks International Holdings Ltd. The acquisition by Alyst of China Networks Media will be effected through a business combination in the form of a merger of China Network Merger Co. (the "China Networks Merger"), a wholly-owned subsidiary of CN Holdings, with and into China Networks Media. China Networks Media will be the surviving corporation in the Business Combination and will become a wholly-owned subsidiary of CN Holdings.

### Basic Deal Terms

The Redomestication Merger will result in all of Alyst's issued and outstanding shares of common stock immediately prior to the Redomestication Merger converting into ordinary shares of CN Holdings, and all units, warrants and other rights to purchase Alyst's common stock immediately prior to the Redomestication Merger being exchanged for substantially equivalent securities of CN Holdings at the rate set forth in the Merger Agreement. CN Holdings has applied to have its shares listed on Nasdaq upon consummation of the merger. Alyst will cease to exist and CN Holdings will be the surviving corporation, and in connection therewith, will assume all the property, rights,

privileges, agreements, powers and franchises, debts, liabilities, duties and obligations of Alyst, which includes the assumption by CN Holdings of any and all agreements, covenants, duties and obligations of Alyst set forth in the Agreement. Alyst's amended and restated certificate of incorporation and by-laws in effect immediately prior to the Redomestication Merger shall cease and the Amended and Restated Memorandum and Articles of Association of CN Holdings will be the organizational documents of CN Holdings as the surviving corporation.

The Business Combination will be effected immediately after the Redomestication Merger. Each ordinary share of China Networks Media issued and outstanding prior to the Business Combination will be converted automatically into one ordinary share of CN Holdings, and each class A preferred share of China Networks Media outstanding immediately prior to the Business Combination will convert into one share of CN Holdings. In connection with the Business Combination, China Networks Media will assume all the property, rights, privileges, agreements, powers, franchises, debts, liabilities and duties of China Networks Media. China Networks Media's Amended and Restated Memorandum and Articles of Association will remain as the organizational documents after the Business Combination.

Upon the consummation of the Redomestication Merger and the Business Combination, CN Holdings will own 100% of the issued and outstanding ordinary shares of China Networks Media. As of the closing, the shares of CN Holdings will be owned 77% by the previous stockholders of Alyst, 15% by the previous holders of ordinary shares of China Networks Media and 8% by the previous holders of class A preferred shares of China Networks Media.

#### Shares Subject to Appraisal Rights

Under the Delaware General Corporation Law, appraisal rights are not available to Alyst's stockholders in connection with the Redomestication Merger or the Business Combination.

Shareholders of China Networks Media's ordinary shares and class A preferred shares who vote against the Business Combination and who have properly exercised and perfected their appraisal rights, and not subsequently withdrawn or lost or waived their rights to demand payment with respect to their ordinary shares or class A preferred shares of China Networks Media, in accordance with BVI law, shall not have their shares converted into a right to receive shares of CN Holdings and shall be entitled only to such rights as are granted by BVI law. Each shareholder who becomes entitled to payment for such shares pursuant to BVI law shall receive payment therefore from CN Holdings in accordance with the BVI law, provided, however, that (i) if any shareholder who asserts appraisal rights in connection with the Business Combination has failed to establish his entitlement to such rights as provided under BVI law, or (ii) if any such shareholder has effectively withdrawn his demand for payment for such shares or waived or lost his right to payment for his shares under the appraisal rights process under BVI law the shares of China Networks Media held by such shareholder shall be treated as if they had been converted, as of the effective date of the Business Combination, into a right to receive shares of CN Holdings. China Networks Media shall give CN Holdings prompt notice of any demands for payment received by the China Networks Media from a shareholder asserting appraisal rights, and CN Holdings shall have the right to participate in all negotiations and proceedings with respect to such demands. China Networks Media shall not, except with the prior written consent of CN Holdings, make any payment with respect to, or settlement or offer to settle, any such demands.

#### Representations and Warranties

China Networks Media makes customary representations and warranties about itself, ANT, its wholly-owned Hong Kong subsidiary, and Hetong, a PRC company that is the 50% owner of JV Ad Cos. The representations and warranties relate to, among other things, organization standing and power, subsidiaries corporate and contractual formalities observed in connection with the Merger Agreement, capitalization; consents, approvals and authority in connection with the transactions contemplated by the Merger Agreement, absence of changes and undisclosed liabilities, restrictions on business activities, governmental authorizations, financial statements, pending and potential legal proceedings, title to property, intellectual property, governmental inquiries, compliance with laws, compliance with taxes, employee benefits, interested party transactions, insurance coverage, material contractual arrangements, compliance with laws, foreign corrupt practices and money laundering.





Alyst makes customary representations and warranties relating to, among other things, its organization standing and power, capitalization, corporate and contractual formalities observed in connection with the Merger Agreement, financial statements, filings with the SEC, compliance with the Sarbanes-Oxley Act of 2002, pending and potential legal proceedings, employee benefit plans, labor matters interested party transactions, insurance coverage, transactions with affiliates, compliance with laws, consents, approvals and authority in connection with the transactions contemplated by the Merger Agreement, no conflicts, absence of certain changes and undisclosed liabilities, restrictions on business activities, no interest in properties, listing on the NYSE Alternext and funds held in the trust account.

#### Conduct of Business Pending Closing

Alyst agrees, and China Networks Media agrees on behalf of itself and its subsidiaries, to carry on their respective businesses in the ordinary course consistent with past practice and to pay all debts and taxes when due, to use reasonable best efforts to preserve their business organization, keep services available and preserve relationships with customers, suppliers, distributors, licensors, licensees and others having business dealings with them, and keep goodwill and their ongoing businesses unimpaired.

Both Alyst and China Networks Media agree not to, without the prior written consent of the other, amend their respective organizational documents, declare or pay dividends or alter their capital structure, including by splitting, combining, reclassifying, issuing, or repurchasing its stock, enter into material contracts, issue shares or securities convertible into shares, transfer or license intellectual property other than the license of non-exclusive rights to intellectual property in the ordinary course of business consistent with past practice, sell, lease, license or otherwise dispose of or encumber properties or assets, incur any indebtedness in excess of \$100,000, pay or discharge any claims, liabilities or obligations in excess of \$100,000, make any capital expenditures, additions or improvements except in the ordinary course of business in excess of \$100,000, make any acquisitions, other than future acquisitions by China Networks Media of television advertising assets upon prior consultation with Alyst, make or change any election with respect to taxes and make any change to financial accounting policies and procedures.

#### Covenants

Alyst agreed to file this proxy statement/prospectus with the SEC as soon as reasonably practicable after receipt of all financial and other information required to be included herein, for the purpose of soliciting proxies from Alyst's stockholders to vote at the Special Meeting and, as soon as practicable after completing the SEC review process of this proxy statement/prospectus, to distribute the same to all of Alyst's stockholders and call the Special Meeting in accordance with Delaware law. Alyst has also agreed to negotiate and finalize the terms of the employment contracts with Li Shuangqing. China Networks Media agreed to use reasonable best efforts to obtain the vote or consent of its shareholders to effect the Business Combination.

The Merger Agreement provides that Alyst will, within 30 days after the closing of the Business Combination, file a registration statement relating to the resale of the shares of Alyst's common stock acquired by the stockholders of China Networks Media, and that Alyst will use its commercially reasonable best efforts to have the registration statement declared effective by the SEC within 120 days after the closing of the Business Combination.

#### Additional Agreements

China Networks Media agrees not to make any claims against the trust account for any reason whatsoever or any claim against Alyst. Alyst and China Networks Media both agree to provide reasonable access to "due diligence" information and promptly apply or otherwise seek to obtain all consents and approvals required to be obtained for the consummation of the Redomestication Merger and the Business Combination. Neither of Alyst nor China Networks

Media are required to divest any of their respective businesses, product lines or assets, or to take or agree to take any other action that could be expected to result in a material adverse effect on the business after the Redomestication Merger and Business Combination.

Alyst and China Networks Media both agree not to, directly or indirectly, solicit, encourage or enter into any negotiation or arrangement with any party that could reasonably be expected to lead to a proposal or offer for a stock purchase, asset acquisition, merger, consolidation or other business combination involving Alyst or China Networks Media, or any proposal to acquire in any manner a direct or indirect substantial equity interest in, or all or any substantial part of the assets of Alyst and China Networks Media.

Alyst and China Networks Media both agree to take all reasonable actions to complete the Redomestication Merger and Business Combination promptly, and cooperate with the other to obtain any necessary, consents, approvals and authorizations, registrations, declarations or perform any filings with any governmental entity or any other person in connection with the transactions contemplated by the Merger Agreement.

#### Closing Conditions

China Networks Media and Alyst's obligations to complete the Redomestication Merger and the Business Combination are subject to the satisfaction or waiver of the following conditions. Neither China Networks Media nor Alyst will waive any material closing condition.

- (a) Alyst's stockholders' approval of the Redomestication Merger and the Business Combination, with public stockholders of less than 30% of the shares of common stock issued in Alyst's IPO, which is equivalent to 2,413,319 shares of common stock, electing to have their common stock converted for cash in the trust account;
- (b) approval of the Merger Agreement and the Business Combination by the affirmative vote of a majority of the votes of the shares entitled to vote, held by the shareholders of the ordinary shares of China Networks Media, voting together with the shareholders of class A preferred stock of China Networks Media, voting on an as-converted basis;
- (c) the material accuracy of Alyst and China Networks Media's respective representations and warranties and the material performance of Alyst and China Networks Media's respective obligations under the Merger Agreement;
- (d) delivery of various documents in connection with the consummation of the Redomestication Merger and the Business Combination, including an executed employment agreement of Li Shuangqing, a lock-up Agreement executed by Alyst, a registration rights agreement and certificates and other agreements necessary to effect the Redomestication Merger and Business Combination;
- (e) the absence of legal requirements or orders limiting or restricting the conduct or operation of business, and the absence of pending or threatened legal action or proceedings involving any challenge to, or seeking damages or other relief in connection with, any of the transactions contemplated by the Merger Agreement, or that may have the effect of preventing, delaying, making illegal or otherwise interfering with the transactions contemplated by the Merger Agreement;
- (f) no material adverse effect shall have occurred or any change that has a material adverse effect;
- (g) all parties have timely obtained all approvals, waivers and consents from any governmental authority, including under BVI and PRC laws, that are necessary to consummate the transactions contemplated by the Merger Agreement;
- (h) Alyst's common stock will be quoted on the NYSE Alternext and there will be no action or proceeding pending or threatened against Alyst, which would prohibit or termination the quotation of its common stock;
- (i) Alyst shall be in compliance with all of Alyst's reporting requirements under the Securities Exchange Act of 1934, as amended, and have timely filed all reports under the Exchange Act for the twelve months prior; and
- (j) Alyst's aggregate deferred business and operating expenses should not exceed \$1,000,000, exclusive of legal fees, unless Alyst has prior approval from China Networks Media.



#### Survival of Representations and Warranties; Indemnification

The representations, warranties, covenants and obligations set forth in the Merger Agreement shall survive the closing of the Business Combination and expire on the first anniversary thereof.

MediaInv Ltd. and Kerry Propper, the principal shareholders of China Networks Media, have agreed to provide a limited indemnification to Alyst after the consummation of the Business Combination, from and against any liabilities, loss, claims, damages, fines, penalties, expenses or diminution of value, including taxes arising, directly or indirectly, from or in connection with any breach of any representation or warranty by China Networks Media in the Merger Agreement, any breach by the principal shareholder or China Networks Media of any covenants or obligations in the Merger Agreement, or the operation of the business of China Networks Media and its subsidiaries prior to the closing. Alyst will not be entitled to indemnification by Mr. Propper or MediaInv Ltd., unless and until the aggregate amount of damages to Alyst exceeds \$500,000, at which time Alyst shall be entitled to indemnification for the total amount of such damages which shall be recovered solely by the return of no more than 250,000 shares of CN Holdings that Mr. Propper and MediaInv Ltd. will receive in exchange for their shares of China Networks Media in the Business Combination.

After the Redomestication Merger, CN Holdings will assume, among other things, all of Alyst's duties and obligations, which shall include Alyst's obligation to fulfill and honor all obligations of China Networks Media, pursuant to the indemnification provisions of its organizational documents in effect on the date of the Merger Agreement, after the Business Combination. In the event that any person to be indemnified is or becomes involved in any capacity in any action, proceeding or investigation in connection with any matter relating to the Merger Agreement or the transactions contemplated by the Merger Agreement, CN Holdings shall pay as incurred such indemnified person's reasonable legal and other expenses (including the cost of any investigation and preparation) incurred in connection therewith to the fullest extent permitted by the BVI law. To the extent there is a claim, action, suit, proceeding or investigation against an indemnified party that arises out of or pertains to any action or omission in his or her capacity as a director, officer, employee, fiduciary or agent of China Networks Media occurring prior to the Business Combination, or arises out of or pertains to the transactions contemplated by the Merger Agreement, the indemnification obligations of CN Holdings shall survive for a period of five years after the Business Combination.

#### Termination

The Merger Agreement may be terminated at any time prior to the consummation of the Redomestication Merger, whether before or after approval of the proposals being presented to Alyst's stockholders by:

- mutual consent of China Networks Media and Alyst;
- either China Networks Media or Alyst, if the Merger Agreement and the approval of the Redomestication Merger and Business Combination are not approved, or holders of more than 30% of Alyst's common stock issued in the IPO exercise their right to convert their common stock for cash from the trust account;
- either China Networks Media or Alyst, if without fault of the terminating party, the closing of the Business Combination does not occur on or before June 29, 2009;
- Alyst, if China Networks Media breaches any of its representations, warranties or obligations and such breach is not cured within 10 business days of receipt by China Networks Media of written notice of such breach;
  - by China Networks Media, if Alyst breaches any of its representations, warranties or obligations and such breach is not cured within 10 business days of receipt by Alyst of written notice of such breach; or

- either China Networks Media or Alyst, if any permanent injunction or other order of a court prevents the consummation of the Redomestication Merger or the Business Combination, or the failure to obtain the required vote of Alyst's stockholders at the Special Meeting.

#### Effect of Termination

In the event of proper termination by either China Networks Media or Alyst, the Merger Agreement will become void and have no effect, without any liability or obligation on the part of China Networks Media or Alyst, except in connection with the provisions in the Merger Agreement regarding confidentiality obligations and expense and termination fees, and in the event that such termination results from the breach by a party of any of its representations, warranties or covenants in the Merger Agreement.

Whether or not the transactions contemplated by the Merger Agreement are consummated, all costs and expenses incurred in connection with the Merger Agreement shall be borne by the party incurring such expense. However, if China Networks Media or Alyst terminates the Agreement due to a breach by the other of its representations, warranties or obligations, such breaching party shall promptly reimburse the non-breaching party for all out-of-pocket costs and expenses incurred in connection with the Merger Agreement and the transactions contemplated thereby.

#### Amendment, Extension and Waiver

The parties may amend the Merger Agreement, provided that any amendment that is made after approval of the Merger Agreement shall not alter or change the amount or kind of consideration received on conversion of Alyst's common stock or China Networks Media's shares, alter or change any term of the organizational documents of CN Holdings, or alter or change any terms and conditions of the Merger Agreement if such alteration or change would materially adversely affect the China Networks Media shareholders.

At any time prior to the consummation of the Redomestication Merger, either Alyst or China Networks Media may, to the extent allowed by applicable law, extend the time for the performance of the obligations under the Merger Agreement, waive any inaccuracies in representations and warranties made to the other party and waive compliance with any of the agreements or conditions for the benefit of the other party. Any such extension or waiver must be in writing signed by both parties.

#### Regulatory and Other Approvals

Except for approvals required by Delaware and BVI corporate law and compliance with applicable securities laws and rules and regulations of the U.S. Securities and Exchange Commission, there are no federal, state or foreign regulatory requirements which remain to be complied with or other material approvals to obtain or filings to make in order to consummate the Business Combination or the Redomestication Merger.

#### Governing Law

The Agreement is governed by the laws of the State of Delaware.

#### Anticipated Accounting Treatment

The Business Combination will be accounted for under the purchase method of accounting as a forward acquisition in accordance with U.S. GAAP as stipulated in SFAS No. 141R "Business Combinations." The assets and liabilities of China Networks Media will be stated at fair value. China Networks Media's assets, liabilities and results of operations will be consolidated with the assets, liabilities and results of operations of Alyst after consummation of the merger. The pre-merger Alyst shareholders will have a controlling voting interest in CN Holdings and will have equal representation in the senior management CN Holdings. Further, Alyst will effect this merger through the distribution of cash and equity securities and the incurrence of contingent liabilities. With respect to the Business Combination and the Redomestication Merger, China Networks Media will have (i) the ability, upon consummation of the merger,



to initially appoint a majority of the post-merger board of directors of CN Holdings under the Merger Agreement, and (ii) the benefit of voting agreements that the current holders of approximately 15% of Alyst's shares of common stock (which were not acquired in the IPO) have agreed to vote in favor of the merger. These rights, however, are not long term arrangements and therefore effective control by China Networks Media is not assured.

## Regulatory Matters

The Business Combination is not subject to the Hart-Scott-Rodino Act or any federal or state regulatory requirement or approval, except for filings necessary to effectuate related transactions with the state of Delaware.

## MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

### General

The following is a summary of the material U.S. federal income tax consequences of the Redomestication Merger to Alyst and the holders of Alyst's common stock and warrants (which we refer to collectively as our "securities"), of the Business Combination to CN Holdings, and of the ownership of ordinary shares and warrants in CN Holdings following the Redomestication Merger and Business Combination. Because the components of a unit (i.e., the common stock or ordinary shares and warrants) are separable at the option of the holder, the holder of a unit should be treated, for U.S. federal income tax purposes (although there is no authority directly on point in the contest of the matters considered herein), as the owner of the underlying common stock, or ordinary shares, and warrants constituting the unit. Therefore, the discussion below of the U.S. federal income tax considerations for holders of common stock, or ordinary shares, and warrants should also apply to the holder of a unit. The discussion below of the U.S. federal income tax consequences to "U.S. Holders" will apply to a beneficial owner of our securities that is for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity treated as a corporation) that is created or organized (or treated as created or organized) in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust, or (ii) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a beneficial owner of our securities is not described as a U.S. Holder and is not an entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes, such owner will be considered a "Non-U.S. Holder." The U.S. federal income tax consequences applicable to Non-U.S. Holders of owning common stock and warrants in CN Holdings are described below under the heading "– Tax Consequences to Non-U.S. Holders of Ordinary Shares and Warrants of CN Holdings."

This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), its legislative history, Treasury regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These authorities are subject to change or differing interpretations, possibly on a retroactive basis.

This discussion does not address all aspects of U.S. federal income taxation that may be relevant to CN Holdings, Alyst or any particular holder of our securities or of common stock and warrants of CN Holdings based on such holder's individual circumstances. In particular, this discussion considers only holders that own and hold our securities, and will acquire the ordinary shares and warrants of CN Holdings as a result of owning our securities and own and hold such ordinary shares and warrants as capital assets within the meaning of Code Section 1221. In addition, this discussion does not address the potential application of the alternative minimum tax or the U.S. federal income tax

consequences to holders that are subject to special rules, including:

- financial institutions or “financial services entities”;
- broker-dealers;
- taxpayers who have elected mark-to-market accounting;
- tax-exempt entities;

- governments or agencies or instrumentalities thereof;
  - insurance companies;
  - regulated investment companies;
  - real estate investment trusts;
- certain expatriates or former long-term residents of the United States;
- persons that actually or constructively own 10% or more of our voting shares;
- persons that hold our common stock or warrants as part of a straddle, constructive sale, hedging, conversion or other integrated transaction; or
  - persons whose functional currency is not the U.S. dollar.

This discussion does not address any aspect of U.S. federal non-income tax laws, such as gift or estate tax laws, or state, local or non-U.S. tax laws. Additionally, the discussion does not consider the tax treatment of partnerships or other pass-through entities or persons who hold our common stock and warrants, or will hold the ordinary shares and warrants of CN Holdings, through such entities. If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our securities (or the ordinary shares and warrants of CN Holdings), the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership.

Alyst has not sought, and will not seek, a ruling from the Internal Revenue Service (“IRS”) as to any U.S. federal income tax consequence described herein. The IRS may disagree with the discussion herein, and its determination may be upheld by a court.

BECAUSE OF THE COMPLEXITY OF THE TAX LAWS AND BECAUSE THE TAX CONSEQUENCES TO ALYST, CN HOLDINGS OR ANY PARTICULAR HOLDER OF OUR SECURITIES OR OF THE ORDINARY SHARES OR WARRANTS OF CN HOLDINGS FOLLOWING THE REDOMESTICATION MERGER AND BUSINESS COMBINATION MAY BE AFFECTED BY MATTERS NOT DISCUSSED HEREIN, EACH HOLDER OF OUR SECURITIES IS URGED TO CONSULT WITH ITS TAX ADVISOR WITH RESPECT TO THE SPECIFIC TAX CONSEQUENCES OF THE REDOMESTICATION MERGER AND THE BUSINESS COMBINATION, AND THE OWNERSHIP AND DISPOSITION OF OUR SECURITIES AND OF THE ORDINARY SHARES AND WARRANTS OF CN HOLDINGS, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND NON-U.S. TAX LAWS, AS WELL AS U.S. FEDERAL TAX LAWS.

#### U.S. Federal Income Tax Consequences of the Redomestication Merger

The Redomestication Merger should qualify as a reorganization for U.S. federal income tax purposes under Code Section 368(a). However, due to the absence of guidance directly on point on how the provisions of Code Section 368(a) apply in the case of a merger of a corporation (such as Alyst) with no active business and only investment-type assets, this result is not free from doubt. The remainder of the discussion assumes that the Redomestication Merger qualifies as a reorganization under Code Section 368(a).

#### Tax Consequences to U.S. Holders of Alyst Common Stock and Warrants

If the Redomestication Merger qualifies as a reorganization under Code Section 368(a), a U.S. Holder of our securities should not recognize gain or loss upon the exchange of our securities solely for equivalent ordinary shares and warrants of CN Holdings pursuant to the Redomestication Merger. A U.S. Holder's aggregate tax basis in the ordinary shares and warrants of CN Holdings received in connection with the Redomestication Merger also should be the same as the aggregate tax basis of our securities surrendered in the transaction (except to the extent of any tax basis allocated to a fractional share for which a cash payment is received in connection with the transaction). In addition, the holding period of the ordinary shares and warrants in CN Holdings received in the Redomestication Merger should include the holding period of the securities of Alyst surrendered in the Redomestication Merger. A shareholder of Alyst who converts its shares of common stock for cash (or receives cash in lieu of a fractional share of our common stock pursuant to the Redomestication Merger) should recognize gain or loss in an amount equal to the difference between the amount of cash received for such shares (or fractional share) and its adjusted tax basis in such shares (or fractional share).

## Tax Consequences to Alyst and CN Holdings

Code Section 7874(b) (“Section 7874(b)”) generally provides that a corporation organized outside the United States which acquires, directly or indirectly, pursuant to a plan or series of related transactions, substantially all of the assets of a corporation organized in the United States will be treated as a domestic corporation for U.S. federal income tax purposes if shareholders of the acquired corporation, by reason of owning shares of the acquired corporation, own at least 80% of either the voting power or the value of the stock of the acquiring corporation after the acquisition. If Section 7874(b) were to apply to the Redomestication Merger, then CN Holdings, as the surviving entity, would be subject to U.S. federal income tax on its worldwide taxable income following the Redomestication Merger and Business Combination as if it were a domestic (U.S.) corporation; in such case Alyst should not recognize gain (or loss) as a result of the Redomestication Merger.

After the completion of the Business Combination, which will occur immediately after and as part of the same plan as the Redomestication Merger, it is expected that the former shareholders of Alyst will own, by reason of their ownership of Alyst shares, less than 80% of the shares of CN Holdings. Accordingly, it is not expected that Section 7874(b) will apply to treat CN Holdings as a domestic corporation for U.S. federal income tax purposes. However, due to the absence of complete guidance on how the rules of Section 7874(b) will apply to the transactions contemplated by the Redomestication Merger and the Business Combination, this result is not free from doubt. If, for example, the Redomestication Merger were ultimately determined for purposes of Section 7874(b) as occurring prior to, and separate from, the Business Combination, the stock ownership threshold for applicability of Section 7874(b) generally would be satisfied (and CN Holdings would be treated as a domestic corporation for U.S. federal income tax purposes) because the shareholders of Alyst, by reason of owning shares of Alyst, would own all of the shares of CN Holdings immediately after the Redomestication Merger. Although the temporary regulations promulgated under Code Section 7874 support the view that the Redomestication Merger and the Business Combination should be viewed together for purposes of determining whether Section 7874(b) is applicable, because of the absence of guidance under Section 7874(b) directly on point, this result is not certain. The balance of the discussion set forth in this summary entitled “Material United States Federal Income Tax Considerations,” assumes that CN Holdings will be treated as a foreign corporation for U.S. federal income tax purposes.

Even if Section 7874(b) does not apply to a transaction, Code Section 7874(a) (“Section 7874(a)”) generally provides that where a corporation organized outside the United States acquires, directly or indirectly, pursuant to a plan or series of related transactions substantially all of the assets of a corporation organized in the United States, the acquired corporation will be subject to U.S. federal income tax on its “inversion gain” (which cannot be reduced by, for example, net operating losses otherwise available to the acquired corporation) if the shareholders of the acquired corporation, by reason of owning shares of the acquired corporation, own at least 60% (but less than 80%) of either the voting power or the value of the stock of the acquiring corporation after the acquisition. For this purpose, inversion gain includes any gain recognized under Code Section 367 by reason of the transfer of the properties of the acquired corporation to the acquiring corporation pursuant to the transaction.

Under Section 367 of the Code, Alyst should recognize gain (but not loss) realized with respect to any of its assets as a result of the Redomestication Merger in an amount equal to the excess, if any, of the fair market value of each such asset over such asset’s adjusted tax basis at the effective time of the Redomestication Merger. In addition, since after the completion of the Redomestication Merger and Business Combination it is expected that the former shareholders of Alyst will own, by reason of their ownership of Alyst shares, more than 60% of the shares of CN Holdings, under Section 7874(a), such gain, in the aggregate, will be subject to U.S. federal income tax without regard to any net operating losses that may otherwise be available to Alyst.

## U.S. Federal Income Tax Consequences of the Business Combination to CN Holdings

CN Holdings should not recognize any gain or loss for U.S. federal income tax purposes as a result of the Business Combination.

## U.S. Federal Income Tax Consequences to U.S. Holders of Ordinary Shares and Warrants of CN Holdings

### Taxation of Distributions Paid on Ordinary Shares

Subject to the passive foreign investment company (“PFIC”) rules discussed below, a U.S. Holder will be required to include in gross income as ordinary income the amount of any dividend paid on the ordinary shares of CN Holdings. A distribution on such ordinary shares will be treated as a dividend for U.S. federal income tax purposes to the extent the distribution is paid out of current or accumulated earnings and profits of CN Holdings (as determined for U.S. federal income tax purposes). Such dividend will not be eligible for the dividends-received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations. Distributions in excess of such earnings and profits will be applied against and reduce the U.S. Holder’s basis in its ordinary shares in CN Holdings and, to the extent in excess of such basis, will be treated as gain from the sale or exchange of such ordinary shares.

With respect to non-corporate U.S. Holders for taxable years beginning before January 1, 2011, dividends may be taxed at the lower applicable long-term capital gains rate (see “– Taxation on the Disposition of Ordinary Shares and Warrants” below) provided that (1) the ordinary shares of CN Holdings are readily tradable on an established securities market in the United States, (2) CN Holdings is not a PFIC, as discussed below, for either the taxable year in which the dividend was paid or the preceding taxable year, and (3) certain holding period requirements are met. It is not entirely clear, however, whether a U.S. Holder’s holding period for its shares in CN Holdings would be suspended for purposes of clause (3) above for the period that such holder had a right to have its common stock in Alyst converted by Alyst. Under published IRS authority, ordinary shares are considered for purposes of clause (1) above to be readily tradable on an established securities market in the United States only if they are listed on certain exchanges, which presently include Nasdaq (the only exchange on which the ordinary shares of CN Holdings are currently anticipated to be listed and traded). Accordingly, it is possible that dividends paid on the ordinary shares of CN Holdings may qualify for the lower rate. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for any dividends paid with respect to the shares of CN Holdings.

If PRC taxes apply to dividends paid to a U.S. Holder by CN Holdings, such taxes may be treated as foreign taxes eligible for credit against such holder’s U.S. federal income tax liability (subject to certain limitations). U.S. Holders should consult their own tax advisors regarding the creditability of any such PRC taxes. U.S. Holders should also consult their own tax advisors regarding their eligibility for the benefits of the income tax treaty between the United States and the PRC.

### Taxation on the Disposition of Ordinary Shares and Warrants

Upon a sale or other taxable disposition of the ordinary shares or warrants in CN Holdings, and subject to the PFIC rules discussed below, a U.S. Holder should recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. Holder’s adjusted tax basis in the ordinary shares or warrants. See “– Exercise or Lapse of a Warrant” below for a discussion regarding a U.S. Holder’s basis in the ordinary shares acquired pursuant to the exercise of a warrant.

Capital gains recognized by U.S. Holders generally are subject to U.S. federal income tax at the same rate as ordinary income, except that long-term capital gains recognized by non-corporate U.S. Holders are generally subject to U.S. federal income tax at a maximum rate of 15% for taxable years beginning before January 1, 2011 (and 20% thereafter). Capital gain or loss will constitute long-term capital gain or loss if the U.S. Holder’s holding period for the ordinary shares or warrants exceeds one year. The deductibility of capital losses is subject to various limitations.



If PRC taxes apply to any gain from the disposition by a U.S. Holder of the ordinary shares or warrants in CN Holdings, such taxes may be treated as foreign taxes eligible for credit against such holder's U.S. federal income tax liability (subject to certain limitations). U.S. Holders should consult their own tax advisors regarding the creditability of any such PRC taxes. U.S. Holders should also consult their own tax advisors regarding their eligibility for the benefits of the income tax treaty between the United States and the PRC.

#### Exercise or Lapse of a Warrant

Subject to the discussion of the PFIC rules below, a U.S. Holder should not recognize gain or loss upon the exercise for cash of a warrant to acquire ordinary shares in CN Holdings. Ordinary shares acquired pursuant to the exercise for cash of a warrant generally will have a tax basis equal to the U.S. Holder's tax basis in the warrant, increased by the amount paid to exercise the warrant. The holding period of such ordinary shares generally would begin on the day after the date of exercise of the warrant. If the terms of a warrant provide for any adjustment to the number of ordinary shares for which the warrant may be exercised or to the exercise price of the warrants, such adjustment may, under certain circumstances, result in constructive distributions that could be taxable to the U.S. Holder of the warrants. Conversely, the absence of an appropriate adjustment similarly may result in a constructive distribution that could be taxable to the U.S. Holders of the ordinary shares in CN Holdings. See “– Taxation of Distributions Paid on Common Stock,” above. If a warrant is allowed to lapse unexercised, a U.S. Holder should recognize a capital loss equal to such holder's tax basis in the warrant.

### Passive Foreign Investment Company Rules

A foreign corporation will be a passive foreign investment company, or PFIC, if at least 75% of its gross income in a taxable year, including its pro rata share of the gross income of any company in which it is considered to own at least 25% of the shares by value, is passive income. Alternatively, a foreign corporation will be a PFIC if at least 50% of its assets in a taxable year, ordinarily determined based on fair market value and averaged quarterly over the year, including its pro rata share of the assets of any company in which it is considered to own at least 25% of the shares by value, are held for the production of, or produce, passive income. Passive income generally includes dividends, interest, rents, royalties, and gains from the disposition of passive assets.

Based on the expected composition of the assets and income of CN Holdings and its subsidiaries after the Redomestication Merger and the Business Combination, Alyst's valuation of the business of CN Holdings and its subsidiaries, and the anticipated cash deployments at the time of and shortly after these transactions, it is not anticipated that CN Holdings will be treated as a PFIC following the Redomestication Merger and the Business Combination; however, there can be no assurance of this. Moreover, the actual PFIC status of CN Holdings for any taxable year will not be determinable until after the end of its taxable year, and accordingly there can be no assurance with respect to the status of CN Holdings as a PFIC for the current taxable year or any future taxable year.

If CN Holdings were a PFIC for any taxable year during which a U.S. Holder held its ordinary shares or warrants, and the U.S. Holder did not make either a timely qualified electing fund ("QEF") election for the first taxable year of its holding period for the ordinary shares or a mark-to-market election, as described below, such holder will be subject to special rules with respect to:

- any gain recognized by the U.S. Holder on the sale or other disposition of its ordinary shares or warrants; and
- any excess distribution made to the U.S. Holder (generally, any distributions to such U.S. Holder during a taxable year that are greater than 125% of the average annual distributions received by such U.S. Holder in respect of the ordinary shares of CN Holdings during the three preceding taxable years or, if shorter, such U.S. Holder's holding period for the ordinary shares).

Under these rules,

- the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the ordinary shares or warrants;
- the amount allocated to the taxable year in which the U.S. Holder recognized the gain or excess distribution will be taxed as ordinary income;
- the amount allocated to each prior year, with certain exceptions, will be taxed at the highest tax rate in effect for that year and applicable to the U.S. Holder; and
- the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year.

In addition, if CN Holdings were a PFIC, a U.S. Holder who acquires its ordinary shares or warrants from a deceased U.S. Holder who dies before January 1, 2010 generally will be denied the step-up of U.S. federal income tax basis in such shares or warrants to their fair market value at the date of the deceased holder's death. Instead, such U.S. Holder would have a tax basis in such shares or warrants equal to the deceased holder's tax basis, if lower.

In general, a U.S. Holder may avoid the PFIC tax consequences described above in respect to its ordinary shares in CN Holdings by making a timely QEF election to include in income its pro rata share of CN Holdings' net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed. A U.S. Holder may make a separate election to defer the payment of taxes on undistributed income inclusions under the QEF rules, but if deferred, any such taxes will be subject to an interest charge.

A U.S. Holder may not make a QEF election with respect to its warrants. As a result, if a U.S. Holder sells or otherwise disposes of a warrant to purchase ordinary shares of CN Holdings (other than upon exercise of a warrant), any gain recognized generally will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above, if CN Holdings were a PFIC at any time during the period the U.S. Holder held the warrants. If a U.S. Holder that exercises such warrants properly makes a QEF election with respect to the newly acquired ordinary shares in CN Holdings (or has previously made a QEF election with respect to its ordinary shares in CN Holdings), the QEF election will apply to the newly acquired ordinary shares, but the adverse tax consequences relating to PFIC shares will continue to apply with respect to such ordinary shares (which generally will be deemed to have a holding period for the purposes of the PFIC rules that includes the period the U.S. Holder held the warrants), unless the U.S. Holder makes a purging election. The purging election creates a deemed sale of such shares at their fair market value. The gain recognized by the purging election will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above. As a result of the purging election, the U.S. Holder will have a new basis and holding period in the ordinary shares acquired upon the exercise of the warrants for purposes of the PFIC rules.

The QEF election is made on a shareholder-by-shareholder basis and, once made, can be revoked only with the consent of the IRS. A U.S. Holder generally makes a QEF election by attaching a completed IRS Form 8621 (Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), including the information provided in a PFIC annual information statement, to a timely filed U.S. federal income tax return for the tax year to which the election relates. Retroactive QEF elections generally may be made only by filing a protective statement with such return and if certain other conditions are met or with the consent of the IRS.

In order to comply with the requirements of a QEF election, a U.S. Holder must receive certain information from CN Holdings. Upon request from a U.S. Holder, CN Holdings will endeavor to provide to the U.S. Holder, no later than 90 days after the request, such information as the IRS may require, including a PFIC annual information statement, in order to enable the U.S. Holder to make and maintain a QEF election. However, there is no assurance that CN Holdings will have timely knowledge of its status as a PFIC in the future or of the required information to be provided.

If a U.S. Holder has elected the application of the QEF rules to its ordinary shares in CN Holdings, and the special tax and interest charge rules do not apply to such stock (because of a timely QEF election for the first tax year of the U.S. Holder's holding period for such shares or a purge of the PFIC taint pursuant to a purging election), any gain recognized on the appreciation of such shares should be taxable as capital gain and no interest charge will be imposed. As discussed above, U.S. Holders of a QEF are currently taxed on their pro rata shares of the QEF's earnings and profits, whether or not distributed. In such case, a subsequent distribution of such earnings and profits that were previously included in income should not be taxable as a dividend. The tax basis of a U.S. Holder's shares in a QEF will be increased by amounts that are included in income, and decreased by amounts distributed but not taxed as dividends, under the above rules. Similar basis adjustments apply to property if by reason of holding such property the U.S. Holder is treated under the applicable attribution rules as owning shares in a QEF.

Although a determination as to CN Holdings' PFIC status will be made annually, an initial determination that it is a PFIC will generally apply for subsequent years to a U.S. Holder who held ordinary shares or warrants of CN Holdings while it was a PFIC, whether or not it met the test for PFIC status in those years. A U.S. Holder who makes the QEF election discussed above for the first tax year in which the U.S. Holder holds (or is deemed to hold) ordinary shares in CN Holdings and for which it is determined to be a PFIC, however, will not be subject to the PFIC tax and interest charge rules (or the denial of basis step-up at death) discussed above in respect to such shares. In addition, such U.S. Holder will not be subject to the QEF inclusion regime with respect to such shares for the tax years in which CN Holdings is not a PFIC. On the other hand, if the QEF election is not effective for each of the tax years in which CN Holdings is a PFIC and the U.S. Holder holds (or is deemed to hold) ordinary shares in CN Holdings, the PFIC rules

discussed above will continue to apply to such shares unless the holder makes a purging election and pays the tax and interest charge with respect to the gain inherent in such shares attributable to the pre-QEF election period.

Alternatively, if a U.S. Holder owns ordinary shares in a PFIC that is treated as marketable stock, the U.S. Holder may make a mark-to-market election. If the U.S. Holder makes a valid mark-to-market election for the first tax year in which the U.S. Holder holds (or is deemed to hold) ordinary shares in CN Holdings and for which it is determined to be a PFIC, such holder generally will not be subject to the PFIC rules described above in respect to its ordinary shares. Instead, in general, the U.S. Holder will include as ordinary income each year the excess, if any, of the fair market value of its ordinary shares at the end of its taxable year over the adjusted basis in its ordinary shares. The U.S. Holder also will be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of its ordinary shares over the fair market value of its ordinary shares at the end of its taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). The U.S. Holder's basis in its ordinary shares will be adjusted to reflect any such income or loss amounts, and any further gain recognized on a sale or other taxable disposition of the ordinary shares will be treated as ordinary income. Currently, a mark-to-market election may not be made with respect to warrants.

The mark-to-market election is available only for stock that is regularly traded on a national securities exchange that is registered with the Securities and Exchange Commission (including Nasdaq), or on a foreign exchange or market that the IRS determines has rules sufficient to ensure that the market price represents a legitimate and sound fair market value. Since it is expected that the ordinary shares of CN Holdings will be quoted and traded on Nasdaq, it is possible, if certain other conditions are met, that such shares may qualify as marketable stock for purposes of the election. U.S. Holders should consult their own tax advisors regarding the availability and tax consequences of a mark-to-market election in respect to the ordinary shares of CN Holdings under their particular circumstances.

If CN Holdings is a PFIC and, at any time, has a non-U.S. subsidiary that is classified as a PFIC, U.S. Holders generally would be deemed to own a portion of the shares of such lower-tier PFIC, and generally could incur liability for the deferred tax and interest charge described above if CN Holdings receives a distribution from or disposes of all or part of its interest in, the lower-tier PFIC. Upon request, CN Holdings will endeavor to cause any lower-tier PFIC to provide to a U.S. Holder no later than 90 days after the request the information that may be required to make or maintain a QEF election with respect to the lower-tier PFIC. U.S. Holders are urged to consult their own tax advisors regarding the tax issues raised by lower-tier PFICs.

If a U.S. Holder owns (or is deemed to own) shares during any year in a PFIC, such holder may have to file an IRS Form 8621 (whether or not a QEF or mark-to-market election is made).

The rules dealing with PFICs and with the QEF and mark-to-market elections are very complex and are affected by various factors in addition to those described above. Accordingly, U.S. Holders of ordinary shares and warrants in CN Holdings should consult their own tax advisors concerning the application of the PFIC rules to such ordinary shares and warrants under their particular circumstances.

#### U.S. Federal Income Tax Considerations for Non-U.S. Holders of Ordinary Shares and Warrants of CN Holdings

As noted above (see the discussion under the heading "Material United States Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Redomestication Merger — Tax Consequences to Alyst and CN Holdings"), for the purpose of this summary it has been assumed that CN Holdings will be treated as a foreign corporation for U.S. federal income tax purposes.

Based on such assumption, dividends paid to a Non-U.S. Holder in respect to its ordinary shares in CN Holdings generally will not be subject to U.S. federal income tax, unless the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base that such holder maintains in the United States).

In addition, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain attributable to a sale or other disposition of ordinary shares or warrants in CN Holdings unless such gain is effectively connected with its conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base that such holder maintains in the United States) or the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of sale or other disposition and certain other conditions are met (in which case, such gain from United States sources generally is subject to tax at a 30% rate or a lower applicable tax treaty rate).

Dividends and gains that are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed base in the United States) generally will be subject to tax in the same manner as for a U.S. Holder and, in the case of a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes, may also be subject to an additional branch profits tax at a 30% rate or a lower applicable tax treaty rate.

### Backup Withholding and Information Reporting

In general, information reporting for U.S. federal income tax purposes will apply to distributions made on the ordinary shares of CN Holdings within the United States to a non-corporate U.S. Holder and to the proceeds from sales and other dispositions of ordinary shares or warrants of CN Holdings by a non-corporate U.S. Holder paid to or through a U.S. office of a broker. Payments made (and sales and other dispositions effected at an office) outside the United States will be subject to information reporting in limited circumstances.

In addition, backup withholding of U.S. federal income tax, currently at a rate of 28%, generally will apply to dividends paid on the ordinary shares of CN Holdings to a non-corporate U.S. Holder and the proceeds from sales and other dispositions of shares or warrants of CN Holdings by a non-corporate U.S. Holder, in each case who:

- fails to provide an accurate taxpayer identification number;
- is notified by the IRS that backup withholding is required; or
- in certain circumstances, fails to comply with applicable certification requirements.

A Non-U.S. Holder generally may eliminate the requirement for information reporting and backup withholding by providing certification of its foreign status, under penalties of perjury, on a duly executed applicable IRS Form W-8 or by otherwise establishing an exemption.

Backup withholding is not an additional tax. Rather, the amount of any backup withholding will be allowed as a credit against a U.S. Holder's or a Non-U.S. Holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that certain required information is timely furnished to the IRS.



## THE REDOMESTICATION MERGER PROPOSAL

### General

Alyst is redomesticating to the British Virgin Islands, or BVI, and in that process changing its name and corporate documents and reconstituting its board of directors. Redomestication to the BVI is an obligation under the Merger Agreement and is a condition to consummation of the Business Combination.

As substantially all of the business operations of China Networks Media will be conducted outside the United States, Alyst management decided to consider redomestication in connection with a merger with China Networks Media. Alyst management concluded that the Redomestication Merger will permit greater flexibility and possibly improved economics in structuring acquisitions as China Networks Media expands, as potential target acquisitions would view the status of being a shareholder in a publicly-traded BVI corporation more favorably than being a shareholder in a U.S. corporation, which is significant to China Networks Media in view of its strategic plans to acquire new networks. Alyst also believes that the regulatory burden in the British Virgin Islands is less onerous than in the United States, particularly with respect to companies engaged in on-going acquisitions. Further, ownership of operating businesses in the PRC through a holding company organized in the British Virgin Islands is also well-established with the PRC authorities, reducing the risk of a challenge to the ownership structure by SARFT or other PRC governmental authorities. In addition, depending on the composition of the shareholder base of CN Holdings after the Business Combination or changes in board membership or location of its principal executive offices, there is the availability of foreign private issuer status for CN Holdings with the U.S. Securities and Exchange Commission, which would reduce the reporting requirements under the Securities Exchange Act of 1934, as amended, resulting in less costs associated with financial and reporting compliance.

As a result of the Redomestication Merger, Alyst's corporate name will be that of the surviving company, "China Networks International Holdings Ltd." As all legal rights, benefits, duties and obligations enjoyed, owned or owed by Alyst will, by means of the merger statutes in effect in Delaware and the British Virgin Islands, be enjoyed, owned or owed, as the case may be, by CN Holdings following the Redomestication Merger, except to the extent such rights, duties or obligations will be governed by the law of the British Virgin Islands as opposed to Delaware, depending upon the issue under consideration. As a result, all of the restrictions applicable to Alyst's initial securityholders (including the holding of their securities pursuant to escrow arrangements) will continue to apply until the consummation of the Business Combination, which will take place immediately following the consummation of the Redomestication Merger, and certain of which will continue to apply following such consummation. Similarly, all agreements to which Alyst is currently a party, including the warrants originally issued by Alyst, will be assumed by CN Holdings.

The full text of the Merger Agreement, Amendment No. 1 to the Merger Agreement and forms of Amended and Restated Memorandum and Articles of Association of China Networks International Holdings Ltd. are attached to this proxy statement/prospectus as Annexes A, B, C and D, respectively. The discussion of these documents and the comparison of rights set forth below are qualified in their entirety by reference to those annexes.

### Adoption of the Redomestication Merger

Alyst's Board of Directors has unanimously approved the Redomestication Merger and recommends that Alyst's stockholders approve it.

The affirmative vote of holders of a majority of Alyst's outstanding shares is required for approval of the Redomestication Merger. Abstentions and broker non-votes will have the effect of a vote against the proposal.

The Redomestication Merger will not be consummated if the Merger Agreement and the Business Combination are not approved. The Business Combination will not be consummated if the Redomestication Merger Proposal is not approved. As all of Alyst's public stockholders are voting upon the Redomestication Merger in connection with their vote upon the Business Combination, and such transactions are cross-conditioned, Alyst believes that the consummation of the Redomestication Merger immediately prior to the Business Combination is not violative of its amended and restated certificate of incorporation.

Alyst's Board of Directors unanimously recommends a vote "FOR" the approval of the Redomestication Merger.

#### Redomestication Merger

Redomestication will be achieved by the merger of Alyst, a Delaware corporation, with and into its wholly-owned subsidiary, CN Holdings, a BVI company. CN Holdings will be the surviving entity in the Redomestication Merger. The Amended and Restated Memorandum and the Amended and Restated Articles of Association, the equivalent of an amended and restated certificate of incorporation and by-laws of a U.S. company, of the surviving company will be those of CN Holdings, prepared in compliance with BVI law. The effectiveness of the Redomestication Merger is conditioned upon the filing by both Alyst and CN Holdings of a certificate of merger with the State of Delaware and the filing and approval by the Registrar of Corporate Affairs in the BVI of the articles and a plan of merger. Upon the filing and approval of these documents, Alyst will cease its corporate existence in the State of Delaware, and its business will be continued by CN Holdings pursuant to BVI law.

At the time of the Redomestication Merger, one new share of CN Holdings will be issued for each outstanding Alyst share, one new warrant of CN Holdings will be issued for each Alyst warrant and one new unit of CN Holdings will be issued for each Alyst unit held by our stockholders on the effective date of the Redomestication Merger. Alyst securities no longer will be eligible to trade on the NYSE Alternext. We expect that CN Holdings securities will be eligible to trade on Nasdaq beginning on or about the effective date of the Redomestication Merger under new CUSIPs numbers and trading symbols.

Your percentage ownership of Alyst/CN Holdings will not be affected by the Redomestication Merger. As part of the Business Combination, however, a substantial number of additional CN Holdings shares will be issued as consideration for China Networks Media. As part of the Redomestication Merger, CN Holdings will assume Alyst's outstanding warrants on their current terms, and will otherwise assume all outstanding obligations of Alyst and succeed to those benefits enjoyed by Alyst. The business of Alyst, upon the Redomestication Merger and completion of the Business Combination, will become that of China Networks Media.

It will not be necessary to replace current Alyst stock certificates after the Redomestication Merger. **DO NOT DESTROY YOUR CURRENT STOCK CERTIFICATES IN THE ALYST NAME.** Issued and outstanding Alyst stock certificates will represent rights in CN Holdings. Stockholders may, if they like, submit their stock certificates to our transfer agent, Continental Stock Transfer and Trust Company, 17 Battery Place, New York, New York 10004 (212-509-4000), for new share certificates, subject to normal requirements as to proper endorsement, signature guarantee, if required, and payment of applicable taxes.

If you have lost your certificate, you can contact our transfer agent to have a new certificate issued. You may be requested to post a bond or other security to reimburse us for any damages or costs if the lost certificate is later delivered for sale or transfer.

#### Appraisal Rights

Alyst stockholders do not have appraisal rights in connection with the Redomestication Merger or the Business Combination. Holders of options or warrants to purchase Alyst common stock also do not have appraisal rights.

## Differences of Stockholder Rights

Upon the completion of the Redomestication Merger, the Amended and Restated Memorandum and Articles of Association of CN Holdings will become the governing documents of the surviving corporation. The Amended and Restated Memorandum and Articles of Association of CN Holdings will be amended prior to the Special Meeting to include protective provisions substantially identical to those contained in Alyst's amended and restated certificate of incorporation at the time of its IPO, including the formation of a staggered board of directors with three classes, each with a term of three years. Upon the effectiveness of such amendment, there will not be any material differences between the provisions of Alyst's amended and restated certificate of incorporation and CN Holdings' Amended and Restated Memorandum and Articles of Association. Although the corporate statutes of Delaware and the British Virgin Islands are similar, certain differences exist. A comparison of the material provisions of Alyst's and CN Holdings' governing documents, as well as a comparison of the material provisions of the Delaware and BVI corporate statutes, and all material differences, if any in Alyst management's judgment, are summarized below. Stockholders should refer to the annexes of the forms of Amended and Restated Memorandum and Articles of Association, the Delaware General Corporation Law and the corporate law of the British Virgin Islands, including the Act, to understand how these laws apply to Alyst and CN Holdings and may affect you. Under BVI law, holders of a company's stock or shares are referred to as shareholders, as opposed to stockholders.

Provision	Alyst	CN Holdings
Authorized Capital/Shares	31,000,000 shares, of which 30,000,000 are shares of common stock, \$.0001 par value per share, and 1,000,000 are shares, of preferred stock, par value \$.0001 per share	75,000,000 shares, of which 74,000,000 are ordinary shares, with \$.0001 par value per share, and 1,000,000 are preferred shares of \$.0001 par value per share
Par Value	Stated in U.S. dollars	Same as Alyst
	Changes in capital generally require stockholder approval	Changes in number of shares company may issue may, subject to the constitutional documents, be made by resolution of shareholders or directors
Preferred Shares	Directors may fix the designations, powers, preferences, rights, qualifications, limitations and restrictions by resolution	Same as Alyst, but preferred shares must be authorized in the Amended and Restated Memorandum and Articles of Association and the rights attaching to such shares set out in the Memorandum of Association
Registered Shares	Shares of capital stock of Alyst to be registered shares	Same as Alyst
Purpose of Corporation	To engage in any lawful act not prohibited by law	To carry on or undertake any business activity irrespective of corporate benefit and not prohibited by law

Amended and Restated Certificate of Incorporation/Amended and Restated Memorandum and Articles of Association

Requires stockholder vote and, except in limited circumstances, by the board of directors

Requires vote of the shareholders or, as permitted by the Act and the Amended and Restated Memorandum of Association, by resolution of the board of directors only where such amendment is required to provide for the rights conferred by preferred shares on their holders pursuant to the Amended and Restated Memorandum and Articles of Association

Registered Office

c/o National Corporate Research, Ltd.  
615 DuPont Highway  
Dover, Delaware 19901

Maples Corporate Service (BVI) Limited of Kingston Chambers, P.O. Box 173, Road Town, Tortola, British Virgin Islands

Edgar Filing: China Networks International Holdings Ltd - Form S-4

Provision	Alyst	CN Holdings
Transfer Agent	Continental Stock Transfer & Trust Company	Same as Alyst
Voting Rights	<p>Common stock: one share, one vote on all matters before the holders of the common stock</p> <p>Other classes of equity may have voting rights as assigned to them by the board of directors or as approved by stockholders</p> <p>Directors elected by plurality, all other matters either by majority of issued and outstanding or majority of those present and entitled to vote as specified by law</p>	<p>Ordinary shares: one share, one vote on all matters before the holders of the ordinary shares</p> <p>Directors elected by plurality as provided in Amended and Restated Memorandum and Articles of Association; all other matters by a majority of those shares present and entitled to vote</p>
Redemption of Equity	<p>Shares may be repurchased or otherwise acquired, provided the capital of the company will not be impaired by the Redomestication Merger and the Business Combination</p> <p>Company may hold or sell treasury shares</p>	<p>Shares may be repurchased or otherwise acquired, provided the company will remain solvent after the Redomestication Merger and the Business Combination</p> <p>Same as Alyst</p>
Stockholder consent	Permitted as required for a vote at a meeting	Same as Alyst
Notice Requirements for Stockholder Nominations and Other Proposals	<p>In general, to bring a matter before an annual meeting or to nominate a candidate for director, a stockholder must give notice of the proposed matter or nomination not less than 60 days and not more than 90 days prior to public disclosure of the date of annual meeting</p> <p>In the event that less than 70 days notice or prior public disclosure of the date of the meeting is given or made to stockholder, to be timely, the notice must be received by the company no later than the close of</p>	The Amended and Restated Memorandum and Articles of Association do not contain an express right for shareholders to bring a matter before an annual meeting or nominate a director candidate

business on the 10th day following the day on which such notice of the date of the meeting was mailed or public disclosure was made, whichever first occurs

Meetings of Stockholders – Presence

In person or by proxy or other appropriate electronic means

In person or by proxy or by telephone or other electronic means and all shareholders can hear one another

Meeting of Stockholder – Notice

Not less than 10 days or more than 60 days

Not less than seven days; no maximum limit

Provision	Alyst	CN Holdings
Meeting of Stockholders – Call of Meeting	Regular and annual meetings shall be called by the directors. Special meetings may be called only by majority of board of directors, chief executive officer or by a majority of the issued and outstanding capital stock entitled to vote	Meetings may be called by the directors or by shareholders holding 30% of the outstanding votes. The articles require an annual meeting of the members for the election of directors to be called by the directors  Meetings on short notice may be called upon waiver or presence of all the members holding shares entitled to vote or 90% of the total number of shares entitled to vote agree to short notice
Meeting of Stockholders – Place	Within or without Delaware	Within or outside the BVI as the directors consider necessary or desirable
Meeting of Stockholders – Quorum	Majority of the capital stock issued and outstanding and entitled to vote at meeting. Meeting may be adjourned for up to 30 days without additional notice to stockholders.	Not less than 50% of the votes of the shares entitled to vote. Adjournment to the next business day at the same time and the same place if quorum is not present.
Meeting of Stockholders – Record Date	As fixed by the directors, no more than 60 days and no less than 10 days before the meeting. If not fixed, the day before notice of meeting is given	As fixed by the directors, may be the date on which notice of the meeting is given to the shareholders or such later date as specified in the notice, being a date not earlier than the date of the notice.
Directors – Election	By the stockholders as entitled by their terms, including the holders of common stock	By the shareholders, including the holders of ordinary shares, or by the directors who have the power to appoint additional directors in the interim period between annual or special meetings of members called for the election of directors and/or the removal of one or more directors and the filling of any vacancy in that connection.
Directors – Term	Staggered board of three classes; for terms of three years	Same as Alyst
Directors – Removal	By the stockholders for cause	



By resolution of shareholders, passed by a majority vote or by resolution of directors passed by majority vote, in either case with or without cause.

Directors – Vacancy

May be filled by majority of remaining directors (unless they are the result of the action of stockholders) and newly created vacancies may be filled by majority of remaining directors

Same as Alyst

Provision	Alyst	CN Holdings
Directors – Number	Unless established by the amended and restated certificate of incorporation, as determined by board of directors, but not less than one	There is no minimum or maximum number of directors
Directors – Quorum and Vote Requirements	A majority of the entire board. The affirmative vote of a majority of directors present at a meeting at which there is a quorum constitutes action by the board of directors	Not less than one-third of the total number of directors (with a minimum of 2) present in person or by alternate, except if there is only one director, then a quorum will be one director, and a sole director passes resolution by written consent. A resolution is passed at a meeting by the affirmative vote of a majority of the directors or consented to in writing by all directors
Directors – Managing Director	Not applicable	Not applicable
Directors – Powers	All powers to govern the corporation not reserved to the stockholders	Same as Alyst
Directors – Committees	Directors may establish one or more committees with the authority that the board determines	Directors may establish one or more committees with the authority that the board determines, subject to certain restrictions under the Act
Directors – Consent Action	Directors may take action by written consent of all directors, in addition to action by meeting	Same as Alyst
Director – Alternates	Not permitted	Directors may, by written instrument, appoint an alternate who need not be a director, who may attend meetings in the absence of the director and vote in the place of the directors
Directors – Appoint Officers	Directors appoint the officers of the corporation, subject to the by-laws, with such powers as they determine	Same as Alyst, subject to the Amended and Restated Memorandum and Articles of Association and certain restrictions under the Act
Director – Limitation of Liability	Directors liability is limited, except for (i) breach of loyalty, (ii) act not in	Duty to act honestly and in good faith with a view to the best interests

good faith or which involves international misconduct or a knowing violation of law, (iii) willful violation of law in respect of payment of dividend or converting shares, or (iv) actions in which director receives improper benefit

of the company and exercise care, diligence and skill that a reasonable director would exercise in the same circumstances, taking the factual circumstances into account. No provisions in the memorandum, articles or agreement may relieve a director from the duty to act in accordance with the memorandum or articles or from personal liability arising from the management of the business or affairs of the company. Further, a director who vacates office remains liable in respect of acts or omissions that occurred while he was a director.

Provision	Alyst	CN Holdings
Director – Indemnification Insurance	Company may purchase insurance in relation to any person who is or was a director or officer of the company	Same as Alyst
Amendments to Organizational Documents	Amendments must be approved by the board of directors and by a majority of the outstanding stock entitled to vote on the amendment, and if applicable, by a majority of the outstanding stock of each class or series entitled to vote on the amendment as a class or series. By-laws may be amended by the stockholders entitled to vote at any meeting or, if so provided by the amended and restated certificate of incorporation, by the board of directors	Amendments to the Amended and Restated Memorandum and Articles of Association, with certain restrictions, may be made by resolution of the shareholders or by the resolution of the board of directors only where such amendment is required to provide for the rights conferred by preferred shares on their shareholders pursuant to the Amended and Restated Memorandum of Association
Sale of Assets	The sale of all or substantially all the assets of the company requires stockholder approval	The sale of more than 50% of the assets of the company requires shareholder approval, other than in the regular course of business
Dissenters' Rights	Provision is made under Delaware corporate law to dissent and obtain fair value of shares in connection with certain corporate actions that require stockholder approval or consent	Provision is made under the Act to dissent and obtain fair value of shares in connection with certain corporate actions that require shareholder approval or consent

#### Indemnification of Officers and Directors

As indicated in the comparison of charter provisions, a director of a company formed under the laws of the British Virgin Islands is obligated to act honestly and in good faith and exercise the care, diligence and skill that a reasonable director would exercise in the same circumstances, taking into account the factual circumstances. The Amended and Restated Memorandum and Articles of Association of CN Holdings do not relieve directors from personal liability arising from the management of the business of the company. Notwithstanding the foregoing, Section 132 of the Act provides that CN Holdings may indemnify directors against all expenses, including legal fees and judgments, fines and settlements, in respect of actions related to their employment. There are no agreements that relieve directors from personal liability. There are no provisions under the Act or the Amended and Restated Memorandum and Articles of Association of CN Holdings which provide for the indemnification of any persons other than directors. CN Holdings is permitted and intends to obtain director and officer insurance.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, CN Holdings and Alyst have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against

public policy, as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable.

## Defenses Against Hostile Takeovers

While the following discussion summarizes the reasons for, and the operation and effects of, the principal provisions of CN Holdings' Amended and Restated Memorandum and Articles of Association that management has identified as potentially having an anti-takeover effect, it is not intended to be a complete description of all potential anti-takeover effects, and it is qualified in its entirety by reference to the full texts of CN Holdings' Amended and Restated Memorandum and Articles of Association.

In general, the anti-takeover provisions of CN Holdings' Amended and Restated Memorandum and Articles of Association are designed to minimize susceptibility to sudden acquisitions of control that have not been negotiated with and approved by CN Holdings' board of directors. As a result, these provisions may tend to make it more difficult to remove the incumbent members of the board of directors. The provisions would not prohibit an acquisition of control of CN Holdings or a tender offer for all of CN Holdings' shares. The provisions are designed to discourage any tender offer or other attempt to gain control of CN Holdings in a transaction that is not approved by the board of directors, by making it more difficult for a person or group to obtain control of CN Holdings in a short time and then impose its will on the remaining shareholders. However, to the extent these provisions successfully discourage the acquisition of control of CN Holdings or tender offers for all or part of CN Holdings' shares without approval of the board of directors, they may have the effect of preventing an acquisition or tender offer which might be viewed by shareholders to be in their best interests.

Tender offers or other non-open market acquisitions of shares will generally be made at prices above the prevailing market price of CN Holdings' shares. In addition, acquisitions of shares by persons attempting to acquire control through market purchases may cause the market price of the shares to reach levels that are higher than would otherwise be the case. Anti-takeover provisions may discourage such purchases, particularly those of less than all of CN Holdings' shares, and may thereby deprive shareholders of an opportunity to sell their shares at a temporarily higher price. These provisions may therefore decrease the likelihood that a tender offer will be made, and, if made, will be successful. As a result, the provisions may adversely affect those shareholders who would desire to participate in a tender offer. These provisions may also serve to insulate incumbent management from change and to discourage not only sudden or hostile takeover attempts, but also any attempts to acquire control that are not approved by the board of directors, whether or not shareholders deem such transactions to be in their best interest.

**Shareholder Meetings.** BVI law provides that shareholder meetings shall be convened by the board of directors upon the written request of shareholders holding more than 30% of the votes of the outstanding voting shares of the company. CN Holdings' Amended and Restated Articles of Association provide that annual shareholder meetings for the election of directors may be called by the directors or by shareholders holding more than 30% of the votes of the outstanding voting shares of the company.

**Number of Directors and Filling Vacancies on the Board of Directors.** BVI law requires that the board of directors of a company consist of one or more members and that the number of directors shall be fixed by the company's Articles of Association. CN Holdings' Amended and Restated Articles of Association provide for no maximum number of directors, subject to any subsequent amendment to change the number of directors. The power to determine the number of directors is vested in the board of directors and the shareholders. The power to fill vacancies, whether occurring by reason of an increase in the number of directors or by resignation, is vested in the board of directors in the interim period between annual or special meetings of members called for the election of directors and/or the removal of one or more directors and the filling of any vacancy in that connection. Directors may be removed by the members for cause or without cause on a vote of a majority of the shareholders passed at a meeting called for the purpose of removing the director or by written resolution or with cause by a resolution of directors passed at a meeting or by written resolution.

Election of Directors. Under BVI law, there is no cumulative voting by shareholders for the election of the directors. The absence of cumulative voting rights effectively means that the holders of a majority of the shares voted at a shareholders meeting may, if they so choose, elect all directors of CN Holdings, thus precluding a small group of shareholders from controlling the election of one or more representatives to the board of directors.

Advance Notice Requirements for Nomination of Directors and Presentation of New Business at Meetings of Stockholders; Action by Written Consent. The CN Holdings Amended and Restated Articles of Association will provide for advance notice requirements for shareholder proposals and nominations for director. Generally, to be timely, notice must be delivered to the secretary of CN Holdings at its principal executive offices not fewer than 30 days nor more than 60 days prior to the first anniversary date of the annual meeting for the preceding year. Special meetings may be called by CN Holdings' board of directors or by shareholders comprising 50% of the combined voting power of the holders of the then outstanding shares entitled to vote. These provisions make it more procedurally difficult for a shareholder to place a proposal or nomination on the meeting agenda or to take action without a meeting, and therefore may reduce the likelihood that a shareholder will seek to take independent action to replace directors or seek a shareholder vote with respect to other matters that are not supported by management.

#### Rights of Minority Shareholders

Under the law of the British Virgin Islands, there is statutory protection of minority shareholders under the Act. The principal protection under the Act is that shareholders may bring an action to enforce the memorandum and articles of association of the company. The Act sets forth the procedure to bring such an action. Shareholders are entitled to have the affairs of the company conducted in accordance with the general law and the company's memorandum and articles of association. The company is obliged to hold an annual general meeting under its memorandum and articles of association and provide for the election of directors. Companies may appoint an independent auditor and shareholders may receive the audited financial statements of the company, but are not entitled to do so under the Act.

The Act has introduced a series of remedies available to members. Where a company incorporated under the new legislation conducts some activity which breaches the Act or the company's memorandum and articles of association, the court can issue a restraining or compliance order. Members can now also bring derivative, personal and representative actions under certain circumstances. The traditional English basis for members' remedies have also been incorporated into the Act – where a member of a company considers that the affairs of the company have been, are being or are likely to be conducted in a manner likely to be oppressive, unfairly discriminating or unfairly prejudicial to him, he may now apply to the court for an order on such conduct.

Any member of a company may apply to court for the appointment of a liquidator for the company and the court may appoint a liquidator for the company if it is of the opinion that it is just and equitable to do so.

The Act provides that any member of a company is entitled to payment of the fair value of his shares upon dissenting from any of the following: (a) a merger; (b) a consolidation; (c) any sale, transfer, lease, exchange or other disposition of more than 50% in value of the assets or business of the company if not made in the usual or regular course of the business carried on by the company but not including (i) a disposition pursuant to an order of the court having jurisdiction in the matter, (ii) a disposition for money on terms requiring all or substantially all net proceeds to be distributed to the members in accordance with their respective interest within one year after the date of disposition, or (iii) a transfer pursuant to the power of the directors to transfer assets for the protection thereof; (d) a redemption of 10%, or fewer of the issued shares of the company required by the holders of 90%, or more of the shares of the company pursuant to the terms of the Act; and (e) an arrangement, if permitted by the court.

Generally any other claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the British Virgin Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

There are common law rights for the protection of shareholders that may be invoked, largely dependent on English common law, since the common law of the British Virgin Islands for BVI business corporations is limited. Under the general rule pursuant to English company law, known as the rule in *Foss v. Harbottle*, a court will generally refuse to



interfere with the management of a company at the insistence of a minority of its shareholders who express dissatisfaction with the conduct of the company's affairs by the majority or the board of directors. However, every shareholder is entitled to have the affairs of the company conducted properly according to law and the constituent documents of the corporation. As such, if those who control the company have persistently disregarded the requirements of company law or the provisions of the company's memorandum and articles of association, then the courts may grant relief. Generally, the areas in which the courts will intervene are the following: (i) an act complained of which is outside the scope of the authorized business or is illegal or not capable of ratification by the majority, (ii) acts that constitute fraud on the minority where the wrongdoers control the company, (iii) acts that infringe on the rights of the shareholders, such as the right to vote, and (iv) where the company has not complied with provisions requiring approval of a special or extraordinary majority of shareholders.

Under the law of Delaware, the rights of minority shareholders are similar to that which will be applicable to the shareholders of CN Holdings. The principal difference, as discussed elsewhere, will be the methodology and the forum for bringing such an action. It is also generally the case that the Delaware courts can exercise a wide latitude in interpretation and wide discretion in fashioning remedies in a particular case. Under English precepts of the law of minority shareholders, there is generally a more restricted approach to the enforcement of the rights through the interpretation of the law and the memorandum and articles of association.

#### Transfer of CN Holdings Securities Upon Death of Holder

Because CN Holdings is a BVI company, the transfer of the securities of CN Holdings, including the ordinary shares and warrants, for estate administration purposes will be governed by BVI law. This may require that the estate of a decedent security holder of CN Holdings seek to obtain a grant of probate or letters of administration from a BVI court in order to transfer the shares upon the shareholder's death. CN Holdings has attempted to modify this requirement by inserting in its Articles of Association a provision that permits the board of directors to decide whether or not to permit decedent transfers based on estate documentation from non-BVI jurisdictions, more in accordance with U.S. practice, without any action having to be taken in the British Virgin Islands. The board of directors intends to follow this procedure. There is no assurance that this will result in an enforceable transfer. The board of directors will be fully indemnified for its actions in this regard pursuant to the Articles of Association.

Conclusion of Alyst's Board of Directors. After careful consideration of all relevant factors, Alyst's Board of Directors determined that the Redomestication Merger Proposal is in the best interests of Alyst and its stockholders. The Board of Directors has approved and declared the Redomestication Merger Proposal advisable and recommends that you vote or give instructions to vote "FOR" the Redomestication Merger Proposal.

#### Status as a Foreign Private Issues

Upon consummation of the Redomestication Merger, CN Holdings may be a foreign private issuer within the meaning of the rules promulgated under the Securities Exchange Act of 1934, depending upon the composition of its shareholder base, location of assets and certain other factors. As such, it would be exempt from certain provisions applicable to the U.S.-incorporated public companies including:

- The rules requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K;
- The sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations with respect to a security registered under such Act;
- Provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and
- The sections of the Securities Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any "short swing" trading transactions (i.e., a purchase and sale, or a sale and purchase, of the issuer's equity securities within less than six months).

Therefore, CN Holdings' stockholders may not be afforded the same protections or information generally available to investors holding shares in public companies organized in the United States.

## THE SHARE INCENTIVE PLAN PROPOSAL

On \_\_\_\_\_, 2009, Alyst's board of directors approved and adopted, subject to stockholder approval, China Networks International Holdings Ltd. 2008 Omnibus Securities and Incentive Plan (the "Share Incentive Plan"), which is substantially in the form attached as Annex G and is made a part hereof.

Up to 2,500,000 ordinary shares of CN holdings have been reserved for awards under the Share Incentive Plan to directors, officers, employees and consultants of CN Holdings or its affiliates.

A summary of the principal features of the Share Incentive Plan is provided below, but is qualified in its entirety by reference to the full text of the Share Incentive Plan, a form of which is attached to this proxy statement/prospectus as Annex G.

### Awards

The Share Incentive Plan provides for the grant of distribution equivalent rights, incentive share options, non-qualified share options, performance share awards, performance unit awards, restricted share awards, share appreciation rights, tandem share appreciation rights and unrestricted share awards for an aggregate of not more than 2,500,000 shares of CN Holdings' ordinary shares, to directors, officers, employees and consultants of CN Holdings or its affiliates. If any award expires, is cancelled, or terminates unexercised or is forfeited, the number of shares subject thereto, if any, is again available for grant under the Share Incentive Plan. The number of ordinary shares with respect to which share options or share appreciation rights may be granted to an employee under the Share Incentive Plan in any calendar year cannot exceed [     ].

Assuming the Redomestication Merger and Business Combination is completed, there would be approximately [     ] employees, directors and consultants who would be eligible to receive awards under the Share Incentive Plan. New officers, directors, employees and consultants of CN Holdings or its affiliates would be eligible to participate in the Share Incentive Plan as well.

CN Holdings does not currently have any outstanding options or any intention, agreement or obligation to issue any options outside the Share Incentive Plan.

### Administration of the Share Incentive Plan

The Share Incentive Plan will be administered by CN Holdings' compensation committee (the "Committee"). Among other things, the Committee has complete discretion, subject to the express limits of the Share Incentive Plan, to determine the employees, directors and consultants to be granted awards, the types of awards to be granted, the number of CN Holdings ordinary shares to be subject to each award, if any, the exercise price under each option, the base price of each share appreciation right, the term of each award, the vesting schedule and/or performance goals for each award that utilizes such a schedule or provides for performance goals, whether to accelerate vesting, the value of the ordinary shares, and any required withholdings. Either CN Holdings' Board of Directors or the Committee may amend, modify or terminate any outstanding award, provided that the participant's consent to such action is required if the action would materially and adversely affect the participant. The Committee is also authorized to construe the award agreements and may prescribe rules relating to the operation of the Share Incentive Plan.

### Share Options

The Share Incentive Plan provides for the grant of share options, which may be either "incentive share options" (ISOs), which are intended to meet the requirements for special U.S. federal income tax treatment under the Code, or

“nonqualified share options” (NQSOs). Options may be granted on such terms and conditions as the Committee may determine; provided, however, that the per share exercise price under an option may not be less than the fair market value of an underlying CN Holding ordinary share on the date of grant, and the term of an ISO may not exceed ten years (110% of such value and five years in the case of an ISO granted to an employee who owns (or is deemed to own) more than 10% of the total combined voting power of all classes of capital Share of CN Holdings or a parent or subsidiary of CN Holdings). ISOs may only be granted to employees. In addition, the aggregate fair market value of the ordinary shares underlying one or more ISOs (determined at the time of grant) which are exercisable for the first time by any one employee during any calendar year may not exceed \$100,000.

#### Restricted Shares

A restricted share award under the Share Incentive Plan is a grant or sale of CN Holdings ordinary shares to the participant, subject to such transfer, forfeiture and/or other restrictions specified by the Committee in the award. Dividends, if any, declared by CN Holdings will be paid on the shares, even during the period of restriction.

#### Unrestricted Share Awards

An unrestricted share award under the Share Incentive Plan is a grant or sale of CN Holdings ordinary shares to the participant that is not subject to transfer, forfeiture or other restrictions, in consideration for past services rendered thereby to CN Holdings or an affiliate or for other valid consideration.

#### Performance Unit Awards

Performance unit awards under the Share Incentive Plan entitle the participant to receive a specified payment in cash upon the attainment of specified individual or company performance goals.

#### Performance Share Awards

Performance share awards under the Share Incentive Plan entitle the participant to receive a specified number of CN Holdings ordinary shares upon the attainment of specified individual or company performance goals.

#### Distribution Equivalent Right Awards

A distribution equivalent right award under the Share Incentive Plan entitles the participant to receive bookkeeping credits, cash payments and/or CN Holdings ordinary share distributions equal in amount to the distributions that would have been made to the participant had the participant held a specified number of CN Holdings ordinary shares during the period the participant held the distribution equivalent right. A distribution equivalent right may be awarded under the Share Incentive Plan as a component of another award, where, if so awarded, such distribution equivalent right will expire, terminate or be forfeited by the participant under the same conditions as under such other award.

#### Share Appreciation Rights (SARs)

The award of an SAR under the Share Incentive Plan entitles the participant, upon exercise, to receive an amount in cash, CN Holdings ordinary shares or a combination thereof, equal to the increase in the fair market value of the underlying CN Holdings ordinary shares between the date of grant and the date of exercise. SARs may be granted in tandem with, or independently of, options granted under the Share Incentive Plan. An SAR granted in tandem with an option under the Share Incentive Plan is granted at the same time as the related option and is exercisable only at such times, and to the extent, that the related option is exercisable and expires upon termination or exercise of the related option. In addition, the related option may be exercised only when the value of the CN Holdings ordinary shares subject to the option exceeds the exercise price under the option. An SAR that is not granted in tandem with an option is exercisable at such times as the Committee may specify.

#### Additional Terms

The Share Incentive Plan prohibits the issuance of an award with terms and conditions that would cause the award to be considered nonqualified deferred compensation under Section 409A of the Internal Revenue Code. Except as provided in the Share Incentive Plan, awards granted under the Share Incentive Plan are not transferable and may be exercised only by the participant or by the participant's guardian or legal representative. Each award agreement will

specify, among other things, the effect on an award of the disability, death, retirement, authorized leave of absence or other termination of employment of the participant. CN Holdings may require a participant to pay CN Holdings the amount of any required withholding in connection with the grant, vesting, exercise or disposition of an award. A participant is not considered a shareholder with respect to the CN Holdings ordinary shares underlying an award until the shares are issued to the participant.

## Amendments

CN Holdings' Board of Directors (the "Board") may at any time terminate the Share Incentive Plan with respect to any awards that have not theretofore been granted, provided that no such termination may be effected if it would materially and adversely affect the rights of a participant with respect to any award theretofore granted without the participant's consent. The Board may at any time amend or alter the Share Incentive Plan, provided that no change in any award theretofore granted may be made which would materially and adversely impair the rights of a participant with respect to such award without that participant's consent.

## Certain U.S. Federal Income Tax Consequences of the Share Incentive Plan

The following is a general summary of certain U.S. federal income tax consequences under current tax law to individual participants in the Share Incentive Plan who are individual citizens or residents of the United States of ISOs, NQSOs, restricted share awards, unrestricted share awards, performance unit awards, performance share awards, distribution equivalent rights awards and SARs granted pursuant to the Share Incentive Plan. It does not purport to cover all of the special rules that may apply, including special rules relating to deferred compensation, golden parachutes, participants subject to Section 16(b) of the Exchange Act and the exercise of an option with previously-acquired shares. In addition, this summary does not address the state, local or foreign income or other tax consequences inherent in the acquisition, ownership, vesting, exercise, termination or disposition of an award under the Share Incentive Plan or CN Holdings ordinary shares issued pursuant thereto.

A participant generally does not recognize taxable income upon the grant of a NQSO or an ISO. Upon the exercise of a NQSO, the participant generally recognizes ordinary income in an amount equal to the excess, if any, of the fair market value of the shares acquired on the date of exercise over the exercise price paid therefor. If the participant later sells shares acquired pursuant to the exercise of an NQSO, the participant generally recognizes a long-term or a short-term capital gain or loss, depending on the period for which the shares were held. A long-term capital gain is generally subject to more favorable tax treatment than ordinary income or a short-term capital gain. The deductibility of capital losses is subject to certain limitations.

Upon the exercise of an ISO, the participant generally does not recognize taxable income. If the participant disposes of the shares acquired pursuant to the exercise of an ISO more than two years after the date of grant and more than one year after the transfer of the shares to the participant, the participant generally recognizes a long-term capital gain or loss. However, if the participant disposes of such shares prior to the end of the required holding period, all or a portion of the gain is treated as ordinary income to the participant.

In addition to the tax consequences described above, a participant may be subject to the alternative minimum tax, which is payable to the extent it exceeds the participant's regular tax. For this purpose, upon the exercise of an ISO, the excess of the fair market value of the shares over the exercise price thereunder is a preference item for purposes of the alternative minimum tax. In addition, the participant's basis in such shares is increased by such excess for purposes of computing the gain or loss on the disposition of the shares for alternative minimum tax purposes. If a participant is required to pay alternative minimum tax, the amount of such tax which is attributable to deferral preferences (including any ISO adjustment) generally may be allowed as a credit against the participant's regular tax liability (and, in certain cases, may be refunded to the participant) in subsequent years. To the extent the credit is not used, it is carried forward.

A participant who receives an unrestricted share award recognizes ordinary compensation income upon receipt of the award equal to the excess, if any, of the fair market value of the shares received over the amount paid by the participant for the shares, if any.





A participant who receives a restricted share award that is subject to a substantial risk of forfeiture and certain transfer restrictions generally recognizes ordinary compensation income at the time the restriction lapses in an amount equal to the excess, if any, of the fair market value of the shares at such time over the amount paid by the participant for the shares, if any. Alternatively, the participant may elect to be taxed upon receipt of the restricted shares based on the value of the shares at the time of grant. Dividends received with respect to restricted shares are generally treated as compensation, unless the participant elects to be taxed on the receipt (rather than the vesting) of the restricted shares.

A participant generally does not recognize income upon the grant of an SAR and has ordinary compensation income upon exercise of the SAR equal to the increase in the value of the underlying shares.

A participant generally does not recognize income upon the awarding of a performance unit award, a performance share award or a distribution equivalent right award until payments are received. At such time, the participant recognizes ordinary compensation income equal to the amount of any cash payments and/or the fair market value of any CN Holdings ordinary shares so received.

Conclusion of Alyst's Board of Directors. After careful consideration of all relevant factors, Alyst's Board of Directors has determined unanimously that the proposal to adopt the Share Incentive Plan is in the best interests of Alyst and its stockholders. Alyst's Board of Directors has unanimously approved and declared advisable the proposal and recommends that you vote or give instructions to vote "FOR" the proposal.

PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING  
FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES

This proposal allows Alyst's Board of Directors to submit a proposal to adjourn or postpone the Special Meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the proposed merger.

If this proposal is not approved by Alyst's stockholders, its Board of Directors may not be able to adjourn or postpone the Special Meeting to a later date in the event there are not sufficient votes at the time of the Special Meeting to approve the proposed merger.

Conclusion of Alyst's Board of Directors. After careful consideration of all relevant factors, Alyst's Board of Directors determined that the Adjournment and Postponement Proposal of the Special Meeting for the purpose of soliciting additional proxies is in the best interests of Alyst and its stockholders. The Board of Directors has approved and declared the Adjournment and Postponement proposal advisable and recommends that you vote "FOR" the proposal.

## INFORMATION ABOUT CHINA NETWORKS MEDIA

## Overview

China Networks Media is a provider of broadcast television advertising services in the People's Republic of China ("PRC"), operating joint-venture partnerships with PRC state-owned television broadcasters ("PRC TV Stations") in regional areas of the country. It manages these regional businesses through a series of joint ventures and contractual arrangements to sell broadcast television advertising time slots and so-called "soft" advertising opportunities to local advertisers directly and through advertising agencies and brokers. It also assists PRC TV Stations in selling advertising time slots and "soft" advertising opportunities to national advertisers, specifically by offering multi-region campaigns to maximize value and cut costs these national advertisers would otherwise face when dealing with individual stations on a station-by-station basis. China Networks Media also provides advisory services to the PRC TV Stations to help optimize the impact that their program scheduling and content has on their key advertising demographics. China Networks Media believes that it is one of the leading companies building a network of regional television advertising operations in the PRC.

On a pro forma basis, giving effect to the joint venture acquisition of the advertising operations of the PRC TV stations in Kunming and Taiyuan as if they had occurred on January 1, 2007, China Networks Media had combined audited carve-out revenue for the year ending 2007 of approximately \$20 million, with net income of approximately \$6.2 million. As a combined entity, China Networks Media's two-year compound annual growth rate was 15% for 2006 and 2007.

China Networks Media's strategy is to replicate this operating partnership model and seek other such JV partnership opportunities in other regions in the PRC and then introduce operating efficiencies and increase service offerings across its network of Local JV Cos. These efficiencies are expected to include reducing the costs associated with advertising delivery and designing more effective incentive structures to drive sales. In addition, China Networks Media is considering establishing strategic relationships with advertising agencies with an objective of exploiting unsold advertising inventory.

## The PRC Television Advertising Industry

According to publicly-available information, China's total advertising spend in 2007 of approximately \$15 billion represented 3.25% of total worldwide spend, ranking fifth overall in total spend. Industry experts project that China will experience a compound annual growth rate ("CAGR") of 17.33% from 2007 to 2010, which is nearly 4% higher than the next fastest growing advertising market among the ten largest markets, which is Brazil, and nearly triple the worldwide average of 5.97%.

China's Advertising Spend by Category (\$ million)

	2005	2006	2007	2008E	2009E	2010E
Advertising Spending: (\$ million)						
TV	4,670	5,311	6,187	7,826	8,452	9,128
Newspapers & Magazines	3,693	4,426	5,152	6,094	6,385	7,343
Radio	511	752	876	1,074	1,181	1,287
Outdoor	1,655	1,890	2,202	2,678	3,348	3,850
Internet	535	927	1,606	2,618	3,553	4,598
Cinema	20	22	26	29	32	37

Edgar Filing: China Networks International Holdings Ltd - Form S-4

Total	11,084	13,327	16,049	20,319	22,951	26,243
-------	--------	--------	--------	--------	--------	--------

Source: Advertising Expenditure Forecasts (2008.06), ZenithOptimedia

In the television advertising sector, China has not demonstrated the same weaknesses currently affecting the United States and Western Europe, namely the trends towards personal video recorders and other time-shifting devices, migration of viewers from premium mass-audience channels to cheaper specialist channels and competition from the internet. As a result, China's television advertising industry has grown rapidly in recent years and now comprises 39.6% of the total advertising market, representing approximately \$7.5 billion in 2008, according to industry reports. China's television advertising market has developed significantly over the last decade, and is expected to continue to grow in the coming years. By 2010, China's television advertising spending is projected to reach US\$9.1 billion according to industry reports, implying a CAGR of 13.8% from 2007 to 2010. This compares favorably to growth of 8.2% in Hong Kong, 4.9% in Korea, and 1.5% in the United States.

China Networks Media expects to benefit from the following trends underlying the PRC TV advertising industry:

- According to the PRC National Statistics Bureau, household consumption grew by a 5-year CAGR of 10.2%, reaching RMB 8.0 trillion in 2006. This underlying dramatic expansion in consumption is expected to continue to drive growth in the advertising industry.
- Notwithstanding this rapid recent growth, advertising spending per capita and spending as percentage of gross domestic product in China are still much lower than other countries, representing significant opportunity for further growth.

#### PRC Operating Structure

In order to comply with current PRC laws limiting foreign ownership in the television advertising industry, China Networks Media's operations are conducted through direct ownership of ANT and contractual arrangements with its trustee company, Hetong and Hetong's affiliated wholly foreign-owned enterprise ("WFOE"). China Networks Media does not have an equity interest in Hetong, but instead enjoys the economic benefits derived from Hetong through a series of contractual arrangements. Hetong is owned 100% by two PRC nationals (Trustees, Li Shuangqing and Guan Yong). Through these contractual arrangements, ANT controls Hetong, which in turn owns 50% of a joint venture advertising companies ("JV Ad Cos") established with PRC TV Stations. The television advertising revenue earned by the JV Ad Cos is paid, however, to an equity joint venture in which ANT has a direct 50% interest (a "JV Tech Co"), which owns the assets transferred from PRC TV Stations.

ANT established a JV Tech Co under the name of Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd. ("Taiyuan JV"), with China Yellow River TV Station in Shanxi Province in June 2008; and ANT established a JV Tech Co under the name Kunming Taishi Information Cartoon Co., Ltd. ("Kunming JV") with Kunming TV Station in Yunnan Province in July 2008.

In August 2008, Hetong (the trustee company) established two JV Ad Cos with Kunming TV Station and China Yellow River TV Station, under the respective name of Kunming Kaishi Advertising Co., Ltd. ("Kunming Ad Co.") and Taiyuan Guangwang Hetong Advertising Co., Ltd. ("Taiyuan Ad Co."). In each locale, these companies form a group comprising of one JV Tech Co and one JV Ad Co (collectively referred to as the "Local JV Cos").

The JV Tech Cos bear 100% of the costs of selling the advertising time-slots, and are entitled to 100% of the revenues earned by the JV Ad Cos associated from such sales.

#### Competitive Strengths

- Advantageous joint-venture relationship structure

The long-term nature of the exclusive joint-venture contracts (typically 20-30 years) that China Networks Media has established with the PRC TV Stations is unique in the market and compares favorably with other operating structures in that it aligns the incentives of the joint-venture partners around ensuring that a sustainable business is created that generates significant advertising revenue. This revenue is expected to be maximized through, on China Networks Media's part, the efficient management of the operation of the advertising sales force, and on the part of the PRC TV Stations, the continued delivery of a high-quality schedule of programming that is attractive to audiences.

- Network business model

China Networks Media's business model is also distinctive and robust as there are significant benefits that accrue from the collaborative association of multiple regional TV stations operations – essentially, the beneficial network effects of operating a number of TV advertising businesses. These benefits include factors such as ability to share certain costs, most importantly increased effectiveness in selling to national advertisers, and also across the many businesses a certain portfolio effect is created that insulates the overall business from volatility in any one market/subsidiary operation. These network effects are expected to increase as the number of partnerships that CN is able to enter into expands.

- China Networks Media's opportunity to grow and scale the business and embark on more partnerships

China Networks Media has a strong opportunity to grow its network by investing in further partnerships in additional territories, and in addition, has a rich set of growth options including expanding the relationships with its partner stations to include provision of additional services. The highly fragmented nature of the TV industry in China creates significant demand for the expansion of the scale and scope of the joint-venture relationships China Networks Media can build with TV stations across the country.

- Seasoned Management

China Networks Media has attracted a highly-experienced team with solid experience and proven track record in the TV and advertising industry in China and internationally, as well as established relationships with national and local governments, led by the CEO and Co-Chairman, Li Shuangqing, who has specific experience of establishing and building a network of advertising sales agencies handling the business of multiple regional television stations across China. This directly relevant experience is matched among the key senior managers – Zhou Chuansheng (VP Sales and Marketing), Guan Yong (VP Business Development) and Liu Rui (Head of Media Planning) – who not only have significant industry experience individually, but also have considerable experience working together as a team over many years with Mr. Li.

#### Strategies for Future Growth

- Improve core business profitability in the Local JV Cos

In order to maximize advertising sales and the effectiveness of its operations, China Networks Media is in the process of implementing new incentive structures, bringing in new talent and senior managers, and significantly enhancing the skill base of the sales force in Kunming and Taiyuan through training and development programs. In addition, China Networks Media is exploring ways of reducing the costs of advertising delivery – including by utilizing new storage/transmission technologies and exploiting economies of scale China Networks Media enjoys to keep net margins in the range of 68-70% – as well as leveraging its network to offer advantageous pricing for advertising customers.

- Expanded offering across the network of partner stations

Through its consulting work for PRC TV Stations, China Networks Media goes beyond the typical means of serving advertisers and seeks to improve the quality of the programming offering and of the advertiser's on-air promotion strategy, including by utilizing research aimed at better understanding the demographics of the audience. This may also include coordinating the acquisition of quality programming across the PRC TV Stations in its network and advising on the exploitation and promotion of successful programming produced by the local TV stations into the national TV market, and across other media platforms. By offering a higher level of value-added services to local

advertisers, including media planning and creative services, China Networks Media expects to increase the volume and level of local advertiser spending and may work with PRC TV Stations to develop new offerings, such as Home Shopping, on their existing channels.



- Expand the network to include more TV station partners

China Networks Media is actively continuing to seek new opportunities to form partnerships with additional PRC TV Stations in other regions across China using the template operating and regulatory structure established with Kunming and Taiyuan. It is also considering establishing relationships with advertising agencies to exploit unsold ad inventory.

#### Television Advertising Products and Services

The China television industry has grown rapidly in recent years. The total number of available television channels increased considerably to 2,983 in 2006 from 932 in 1995, and volume of television programming increased to 2,618,034 hours in 2006 from 383,513 hours in 1995.

These channels historically operated on a four-level system established by the PRC government in 1983: central (two stations), provincial (77 stations), city (264 stations) and county (1,935 stations). As a result of the promulgation of Document No. 82 in 1999, the last category of stations – which were effectively only re-broadcasting programs from the other three levels of stations as they had no means of producing their own programming – was merged with the other three levels of stations in their regions, resulting in the current three-level system, which closely mirrors the structure of the PRC government. In 2001, the three-level system was expanded to include cable television operators and the stations also began to acquire satellite TV operations, beginning with Shenzhen City TV in 2004.

The three current levels are as follows:

- Central Level (2) – The central level has two channels, CCTV and CETV, which broadcast 16 channels nationally.
- Province Level (76) – The province level has 27 province stations with satellite channels that can be rebroadcast in other regions. The province level also includes 45 education TV stations and the 4 major municipalities – Beijing, Shanghai, Tianjin and Chongqing – that have satellite channels.
- City Level (264) – At the city level, most of the channels are broadcast only in the city areas. However, some, such as Shenzhen and Harbin, provide a broader provincial footprint and/or have satellite channels.

China Networks Media's focus is, in general, on partnering with city TV stations. These PRC TV stations then agree to, effectively, have China Networks Media run the advertising operations formerly managed directly by the PRC TV Stations. By operating the JV Tech Cos on behalf of the PRC TV Stations, China Networks Media believes that it brings its experience in commercial best-practices to bear and provides centralized coordination and sales force services for reaching national advertisers to local advertising markets. Through its demographic reach and network of affiliations, China Networks Media is able to maximize the value of the advertising time-slots on the stations it serves and offers a compelling value proposition to PRC TV Stations, which are in themselves profitable and thriving businesses.

#### Kunming

##### Kunming City

Kunming is a prefecture-level city and the capital of Yunnan province, located in southwestern China. It is the political, economic, communications and cultural center of Yunnan. In 2007, the gross domestic product, or GDP, of Kunming was 139.4 billion yuan and the GDP per capita was 22,580 yuan. As of December 31, 2007, the population was 6.2 million, with urban residents constituting 59.1% of the population.



## Kunming TV Station

The Kunming Television Station was originally established in March 1985 and, in July 2001, merged with the Kunming Cable Television station to form the new Kunming Television Station. Kunming TV has six television channels covering five districts, eight counties and one city, in Kunming, with a combined population of approximately 6.2 million. Kunming TV's six channels are comprised of: General Channel, Living Channel, Entertainment Channel, Economic Channel, Movies Channel and News Channel, collectively offering more than 130 hours per day of programming including drama, documentary, news and entertainment of which Kunming TV produces 7 programming hours per day in-house. The General Channel and the Movies Channel are broadcast through terrestrial and cable dual launches, while the other four channels are broadcast through cable transmission. The Kunming TV Station has comparatively higher audience ratings and markets shares in the Kunming city area. Kunming TV's General Channel was ranked third and its Movies Channel was ranked fourth in audience ratings in the Kunming city area in 2006. Collectively, Kunming TV's channels generated advertising sales revenues of approximately \$15.3 million in 2007 and net income of approximately \$10 million. Kunming TV sells advertising on all six of Kunming TV's channels.

### Top 10 TV Channels by Average Ratings in Kunming (2006)

Ranking	Channel	Rating (%)	Share (%)
1	CCTV General Channel	2.2	14.9
2	Yunnan TV City Channel(TV2)	1.8	12.2
3	Kunming TV General Channel	1.5	9.8
4	Kunming TV Movies Channel	0.8	5.6
5	CCTV-6	0.8	5.1
6	Yunnan TV Movies Channel(TV5)	0.8	5.0
7	CCTV-5	0.6	4.1
8	CCTV-3	0.6	4.0
9	CCTV-8	0.6	4.0
10	Yunnan TV Satellite Channel(TV1)	0.4	2.8

Data Source CSM Media Research 2006

## General Channel

The General Channel offers many regional current affairs programming, such as local community news and discussion on hot topics, which attracts a large audience. It also offers three prime-time drama series, which attract a large audience. China Networks Media believes that more than 80% of the viewers who watch the General Channel are between 15-54 years old, with male viewers accounting for 54% of the viewers. China Networks Media also believes that the percentage of the public officers who view the channel constitute 24.4% of the viewers. The cadre, management level personnel, personnel at private enterprises, public officers, students and retirees constitute a majority of the channel's viewers. China Networks Media believes that viewers with incomes of more than RMB 600 account for 65% of the viewers and viewers with incomes between RMB 2,001 and RMB 2,300 account for viewership as high as 63.9%.

## Living Channel

The Living Channel, with its focus on, among other things, fashion, lifestyle, traveling and cooking, targets an audience mainly comprised of young viewers who enjoy the new and modern lifestyle. The Living Channel has the largest number of young viewers between 18 to 35 years old in the Kunming area.

Entertainment Channel

The Entertainment Channel broadcasts distinctive TV dramas, which appeals to a wide audience. It broadcasts 13 classic drama series daily, which many married women who stay at home enjoy.

Economic Channel

The Economic Channel broadcasts a combination of discovery and science programs, money management programs, and movies and drama series during the day, which appeals to a wide audience. In addition, this channel has created a home shopping forum.

### Movies Channel

The Movies Channel has ranked at the top, as compared to other Kunming channels in the Kunming area for many years. This channel is known for its self-produced local dialect drama series. “My Theater” program which has one of the top ratings continuously for many years in the Kunming area. In addition, “Dawn Theater”, “Action Theater”, “Your Family My Family”, “My Theater”, “Overseas Theater” and other programs appeal to all levels of family members.

### News Channel

The News Channel offers news program in which the news programs are linked together as series. Program contents are supplementary and compatible with each other in order to attract its audience to continuously watch the news programs, and to reduce the possibility of its viewers changing channels. Such arrangements have provided effective advertisement delivery among programs. China Networks Media believes that the viewers who watch the News Channel are primarily comprised of males, between 15-54 years old.

In 2007, the percentages of revenue from advertising agency and direct client were as follows:

Channel	Source	Percentage (%) of revenue
General Channel	Advertising Agency	94.32%
	Direct Client	5.68%
Living Channel	Advertising Agency	86.59%
	Direct Client	13.41%
Entertainment Channel	Advertising Agency	98.86%
	Direct Client	1.14%
Economic Channel	Advertising Agency	26.06%
	Direct Client	73.94%
Movies Channel	Advertising Agency	90.04%
	Direct Client	9.96%
News Channel	Advertising Agency	61.30%
	Direct Client	38.70%

The table below describes the broadcast characteristics of the six Kunming TV channels:

Channel	Broadcasting time of program (Daily)	Broadcasting time of advertisement (Daily)
General Channel	21 hrs 2 minutes	5 hrs 43 minutes
Living Channel	19 hrs 59 minutes	4 hrs 50 minutes
Entertainment Channel	19 hrs 58 minutes	3 hrs 12 minutes
Economic Channel	19 hrs 20 minutes	3 hrs 19 minutes
Movies Channel	24 hrs	4 hrs 44 minutes
News Channel	22 hrs 31 minutes	3 hrs 45 minutes

### Yellow River

### Taiyuan City

Taiyuan is a prefecture-level city and the capital of Shanxi province, China. In 2007, the GDP in Taiyuan was 125.5 billion yuan, and the GDP per capita was 36,377 yuan. As of December 31, 2007, the population was 3.45 million,

with urban residents constituting 82% of the population.

## China Yellow River TV Station

China Yellow River TV Station was established and officially approved by the State Council Information Office and the Ministry of the Radio, Film and TV in 1991. Yellow River TV Station is a professional radio and television broadcast organization which is run by the Radio and Television Bureau of Shanxi Province. Its operation principle is to disseminate Chinese culture, introduce China to the world and facilitate China's understanding of the world. It has one TV Channel and one radio channel: Minsheng TV Channel and Art and Entertainment Radio Station. Minsheng TV Channel reaches a population of approximately 30 million across Shanxi province, and its sister radio stations, Art and Entertainment Radio, reaches an approximately 20 million people. The Minsheng TV Channel is a general entertainment television channel offering a wide range of content. The channel broadcasts programs 20 hours per day, of which it produces 2.5 hours per day in-house. It is the only provincial terrestrial TV station, two-ways cable channel covering the ground. Its programs cover the entire Shanxi province and neighboring area, including Inner Mongolia, Shanxi, Henan and parts of Hebei, with more than 30 million potential viewers. Collectively, the Yellow River television and radio stations generated advertising sales revenues of \$5.3 million in 2007 and net income of \$3.3 million, of which approximately 20% of its revenues were generated from its radio channel. Yellow River TV Station sells advertising on the Minsheng TV and Art and Entertainment Radio Station.

## Minsheng TV Channel

With the channel's desire to focus on current events and politics, its program ratings have increased, and it has increased social influence and public credibility. This channel has won the highest audience rating in ground-level television, the largest number of award-winning programs, the highest-level awards, and has become the best income-generating economic channel in Shanxi province.

## Art and Entertainment Radio Station

The Arts and Entertainment Radio Station was established in April 1995. It is a general entertainment radio station offering a wide range of programs, including news, music and comedy, and is the only professional arts FM stereo radio in Shanxi province. It draws strength from different areas, imports a number of outstanding programs from radio stations abroad, and creates programming that combine local characteristics with international trends. It keeps the highest listening rate and daily reach rate in Shanxi province. In 2005, it became the first broadcast medium to achieve a simultaneous live broadcast online across the province.

In 2007, the percentage of revenue from advertising agencies and direct clients were as follows:

Channel	Source	Percentage (%) of revenue
Minsheng TV Channel	Advertising Agency	58.38%
	Direct Client	41.62%
Arts and Entertainment Radio Station	Advertising Agency	27.66%
	Direct Client	72.34%

The broadcast characteristics of the Yellow River TV Channel and FM Station are as follows:

Channel	Broadcasting time of program (daily)	Broadcasting time of advertising (daily)
Minsheng TV Channel	20 hours 10 minutes	4 hours 13 minutes
Arts and Entertainment Radio	24 hours	3 hours 50 minutes

## Media Sales

China Networks Media provides media sales services to its clients by providing them with on-air advertising opportunities that may take the form of direct advertising time slots (i.e., “commercials”) or “soft” advertising opportunities, such as in-program product placement and program sponsorship rights. Through its JV Tech Cos, China Networks Media provides its services to “national advertisers,” which China Networks Media considers to be those advertisers who seek advertising opportunities across multiple geographies in China, and to “local advertisers,” which China Networks Media considers to be advertisers who seek advertising coverage in one limited geographic area. China Networks Media’s services its national advertisers through its National Client Service Center, which it maintains in its principal office in Beijing.



A typical campaign for a national advertiser begins with a meeting between China Networks Media's national sales personnel and the potential advertiser or its agency to learn more about the potential client's business and its advertising goals. China Networks Media then proposes a media plan that includes our recommendations for specific television channels and time slots on which to place advertisements, and typically also include proposals for utilization of soft advertising opportunities.

China Networks Media's national advertisers or their agencies purchase advertising time slots or "soft" advertising opportunities directly from the Local JV Cos. Once the client approves the advertising plan or "soft" advertising concept, China Networks Media's National Client Service Center team negotiates the contract for the ad to appear on the particular national channel. Typically, China Networks Media's National Client Service Center then enters into a "back-to-back contract" with the Local JV Cos team selling local advertising space and retains a commission for its services. The National Client Service Center team will coordinate with the Local JV Cos' local operations teams to ensure that handling, review, approval and broadcast of the relevant advertising complies with the contract, as well as help the client prepare and collect the relevant legal documents, business licenses and trademark certificates that PRC TV Stations require to run an advertisement. China Networks Media then follows up the national broadcast with an individualized report to the client analyzing and evaluating the effectiveness of the advertisement. Sales to local advertisers are handled in a similar fashion, although the local team typically does not liaise with the National Client Service Center team and the National Client Service Center team would not generate a report analyzing the local advertisement's effectiveness in the local market.

#### Competitors and Threats of Substitution

The television advertising industry in China is intensely competitive and highly fragmented. China Networks Media finds that to successfully compete with other industry participants it relies heavily on its management and advertising sales teams to maintain an inventory of advertising time slots available for purchase, sustain competitive prices, uphold its strategic relationships with television networks and maintain its reputation within the industry. It faces significant competition in selling advertising space to advertisers and their advertising agencies, both on the national and local levels. Its primary competitors are other media sales companies that have dedicated relationships to particular television stations and/or companies that broker timeslots from those stations. At the national level these include such companies such as SinoMedia Holding Limited, China Mass Media International Advertising Corporation, Qin Jia Yuan Media Services Company Limited and Cosmedia Group Holdings Limited. Major local competitors are other local TV stations, such as Yunnan TV station and Taiyuan TV station. Local level competitors compete with China Networks Media for advertising sales revenue based on the desirability of time slots it offers, the television network coverage PRC TV Stations provide, the quality of services it provides its clients, and its prices. Additionally, television as an advertising medium competes with other forms of advertising media, such as radio, newspapers, magazines, the Internet, indoor or outdoor flat panel displays, billboards and public transport advertising, for overall advertising spending. As providers of broadcast television advertising, it necessarily competes with providers of advertising over such other media for advertising revenue.

To the extent that existing local advertising sales competitors try to expand their relationships with local broadcast television providers, they also pose a threat to China Networks Media's ability to create new joint venture relationships with additional local broadcast television stations. China Networks Media also faces competition from new entrants in the television advertising sector, including the wholly-owned foreign advertising companies that have been allowed to operate in China since December 2005. These foreign entities expose China Networks Media to increased competition from international advertising media companies that may have greater financial resources or more advantageous professional connections than it does.

#### PRC Corporate Structure

China Networks Media conducts substantially all of its business in the PRC through ANT, its wholly-owned subsidiary in Hong Kong, and Beijing Guangwang Hetong Advertising & Media Co., Ltd. (“Hetong”), a PRC company and a domestic variable interest entity, or (VIE). Hetong is controlled by ANT through contractual arrangements.

In order to comply with the PRC's regulations on private investment in the television advertising industry, China Networks Media operates its business in two joint ventures with two separate local state-owned PRC TV Stations. China Networks Media's operations are conducted through direct ownership of ANT and contractual arrangements through ANT with Hetong. China Networks Media does not have an equity interest in Hetong, but instead enjoys the economic benefits derived from Hetong through a series of contractual arrangements.

ANT and the PRC TV Stations each own 50% of the JV Tech Cos, the PRC joint ventures which hold the television assets transferred from PRC TV Stations. Hetong owns 50% of Kunming Ad Co. and 50% of Taiyuan Ad Co., established with the PRC TV Stations. The JV Tech Cos collect the television advertising revenue earned by the JV Ad Cos, using assets transferred from the PRC TV Stations, which own the remaining 50% of the JV Tech Cos.

#### Corporate Structure for China Networks Media

China Networks Media does not directly or indirectly have an equity interest in Hetong, but ANT, our wholly owned subsidiary, has entered into a series of contractual arrangements with Hetong and its shareholders. As a result of the following contractual arrangements, China Networks Media controls and is considered the primary beneficiary of Hetong and, accordingly, it consolidates Hetong's results of operations in its financial statements. These arrangements include the following:

- The shareholders of Hetong have jointly granted ANT an exclusive and irrevocable option to purchase all or part of their equity interests in Hetong at any time; this option may only be terminated by mutual consent or at the direction of ANT;
- Without ANT's consent, the shareholders of Hetong may not (i) transfer or pledge their equity interests in Hetong, (ii) receive any dividends, loan interest or other benefits from Hetong, or (iii) make any material adjustment or change to Hetong's business or operations;
- The shareholders of Hetong agreed to (i) accept the policies and guidelines furnished by ANT with respect to the hiring and dismissal of employees, or the operational management and financial system of Hetong, and (ii) appoint the candidates recommended by ANT as directors of Hetong;
- Each shareholder of Hetong has appointed ANT's designee as their attorneys-in-fact to exercise all its voting rights as shareholders of Hetong. This power of attorney is effective until 2037; and
- Each shareholder of Hetong has pledged all of its respective equity interests in Hetong to Guangwang Tonghe Technology Consulting (Beijing) Co. Ltd. ("WFOE"), a wholly-owned subsidiary of ANT in the PRC to secure the payment obligations of Hetong under certain contractual arrangements between Hetong and WFOE. This pledge is effective until the later of the (i) date on which the last surviving of the Exclusive Service Agreements, the Loan Agreement and the Equity Option Agreement terminates and (ii) date on which all outstanding Secured Obligations are paid in full or otherwise satisfied.

In addition, Hetong, the JV Tech Cos and PRC TV Stations have entered into the following contractual arrangements that provide Hetong with the ability to control and consolidate the results of operations of the JV Ad Cos. As a result of these agreements, China Networks Media controls and consolidates the JV Tech Cos and JV Ad Cos in its financial statements.

**Asset Transfer Agreement.** Pursuant to the Asset Transfer Agreement between the JV Tech Cos and the PRC TV Stations, the PRC TV Stations agree to transfer to the JV Tech Cos the assets of the PRC TV Stations in two installments which have been appraised and the JV Tech Cos are obligated to pay the full consideration to PRC TV Stations in two installments. The assets relate to the advertising business operated by the PRC TV Stations, including, but not limited to, tangible and intangible assets. Until the assets are delivered to the JV Tech Cos, PRC TV Stations should be responsible for the custody and maintenance thereof. Following delivery of the assets, the PRC TV Stations will be entitled to continue using the assets for the purpose of the advertising business for no consideration other than liability for loss or damage. Furthermore, upon the expiration of two years from the date of establishment of the JV Tech Cos, the PRC TV Stations will continuously transfer assets to the JV Tech Cos and the JV Tech Cos shall continuously purchase such assets, provided that such purchased assets are necessary for the operational activities of the JV Tech Cos and that such purchases comply with the Asset Transfer Agreement concluded separately between the parties.

Kunming TV Station and Kunming JV entered into such Asset Transfer Agreement on August 11, 2008, under which Kunming TV Station will transfer its assets to Kunming JV, valued at RMB150 million and Kunming JV will pay the same to Kunming TV Station. China Yellow River TV Station and Shanxi Yellow River and Advertising Networks

Cartoon Technology Co., Ltd. (“Taiyuan JV”) entered into such Asset Transfer Agreement on July 17, 2008, under which China Yellow River TV Station will transfer its assets, valued at RMB45 million, to Taiyuan JV, and the same consideration should be paid by Taiyuan JV accordingly. All governmental, statutory and other approvals required for the transfer of the assets had been obtained as of the date of the first transfer in August 2008. No further approvals are required for the remaining transfers.

**Exclusive Cooperation Agreement.** Pursuant to the Exclusive Cooperation Agreement between the JV Tech Cos and the PRC TV Stations, the PRC TV Stations exclusively and irrevocably grant to the JV Tech Cos the right to carry out advertising operations on its channels, and to provide to the JV Tech Cos all necessary and relevant support, as well as most-favored terms for the conduct of the advertising business. The PRC TV Stations shall share their resources with the JV Tech Cos, including, but not limited to, all client’s information, such as databases. Under the terms of this agreement, the PRC TV Stations will not engage any other party in any similar cooperation. As such, the JV Tech Cos has the exclusive right to carry out advertising business on PRC TV Stations’ channels.

Kunming JV and Kunming TV Station entered into the Exclusive Cooperation Agreement on August 6, 2008, while Taiyuan JV and China Yellow River TV Station entered into an Exclusive Cooperation Agreement on July 17, 2008.

**Exclusive Services Agreement.** Pursuant to the Exclusive Services Agreement between the JV Tech Cos and the JV Ad Co, the JV Ad Co engages the JV Tech Cos to be its sole and exclusive provider of services relating to technical support for the production of advertising and the advertising consulting. At the same time, the JV Tech Cos engages the JV Ad Co to be its sole and exclusive advertising agent and grants to the JV Ad Co agency rights for all advertising under the exclusive right to carry out advertising operations, granted by the corresponding PRC TV Stations to the JV Tech Cos in accordance with the Exclusive Cooperation Agreement. Under the terms of this agreement, the JV Ad Co will pay the service fee to the JV Tech Cos as accrued, in accordance with the JV Tech Cos' regular invoices. As such, all of the JV Ad Co's pre-tax income (less the relevant business tax) generated during the term of this agreement and relating to the marketing of advertising and other operations will be transferred to the JV Tech Cos as the service fee. Kunming JV and Kunming Ad Co. entered into an Exclusive Services Agreement on August 6, 2008, while Taiyuan Advertising Networks Advertising Co., Ltd ("Taiyuan Ad Co.") and Taiyuan JV entered into an Exclusive Services Agreement on July 17, 2008.

#### Transition Arrangements

Following the execution of the foregoing agreement, China Networks Media has been engaged in the process of determining which of the employees of the PRC TV Stations must be employed by the JV Tech Cos, which are to be hired by the relevant JV Ad Co and those who will remain as employees of the relevant PRC TV Station. In addition, China Networks Media has been deploying extensive integration management software system which allows management and investors to access and analyze the Company's operation, financial, sales, marketing and personnel data. It also has been conducting personnel integration analyses and formalizing its policies with respect to customer relations, pricing, incentivizing management and sales personnel and government relations. China Networks Media has also begun the process of transitioning the accounts receivable and establishing registered and working capital at the JV Tech Cos and JV Ad Cos to enable it to fully commence operations as joint ventures. The Company has been in the process of re-executing contracts with their clients who had signed contracts with the PRC TV Stations. In order to best understand local markets, China Networks Media's management has been conducting extensive market research and analysis.

#### Facilities

China Networks Media maintains executive offices at Suite 801, Tower C, Central International Trade Center, 6A Jianguomenwai Avenue, Chaoyang District, Beijing, China. The base rental cost for this space is approximately \$10,542 per month. China Networks Media considers its current office space with 400 square meters should adequate for current operations.

China Networks Media's Kunming JV is located at No. 198, Danxia Road, Kunming city, Yunan province. Yellow River JV is located at No. 318, Yingze Street, Taiyuan city, Shanxi Province.

#### Employees

As of December 31, 2008, China Networks Media had a total of 112 employees in the following entities: Beijing headquarters (10), Kunming JV and Kunming Ad Co. (72), and Yellow River JV and Taiyuan Ad Co. (30). China Networks Media offers employees competitive compensation packages and various training programs, which are intended to attract and retain qualified personnel. As required by PRC regulations, China Networks Media participates in various employee benefit plans that are organized by municipal and provincial governments, including housing, pension, medical and unemployment benefit plans. China Networks Media is required under PRC law to

make contributions to the employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of employees, up to a maximum amount specified by the local government from time to time. Members of the retirement plan are entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. China Networks Media typically enters into a standard employment agreement and a confidentiality agreement with its employees and it believes its relationship with its employees is good. China Networks Media's employees are not represented by any collective bargaining agreements or labor unions.

## Governmental Regulation

China's advertising industry is highly regulated by numerous PRC regulatory authorities. Under the direct legal authority of the State Council, the State Administration for Industry and Commerce (SAIC) is the primary regulator of advertising industry in the PRC, and maintains a qualification system by issuing business licenses with a business scope that covers advertising to qualified entities through its local bureaus. A number of industry-specific authorities work with the SAIC and/or under the SAIC's regulatory framework to issue rules and policies relating to advertising. For example, the State Administration of Radio, Film and Television ("SARFT") is involved in regulating TV advertising.

## Regulatory Framework

In late 1987, the State Council issued the Regulations for the Administration of Advertising (Advertising Regulations, promulgated on October 26, 1987 by the State Council and effective as of December 1, 1987), which were supplemented several months later by Detailed Implementing Rules for the Regulations for the Administration of Advertising (Implementing Rules, promulgated on January 9, 1988 by the SAIC and revised on December 3, 1998, December 1, 2000, and November 30, 2004).

The Advertising Regulations and Implementing Rules established the SAIC as the governmental authority chiefly responsible for overseeing the advertising industry, and initiated a system of licensing and censorship requirements for advertising content. This legislation covers advertisements in print media, television and radio broadcasts, and films, on public posters and billboards, in vehicles, in printed materials sent through the mail, in exhibitions and product displays, and in "any other media, as well as the use of other forms to publish, broadcast, install, or post advertisements." The Advertising Regulations and Implementing Rules also specify penalties for legal violations.

It was not until 1994 that the National People's Congress promulgated the Advertising Law of the People's Republic of China (Advertising Law, promulgated on October 27, 1994 by the National People's Congress as Decree No. 34 and effective as of February 1, 1995). Although as a national law it takes precedence over the Advertising Regulations, the Advertising Law adopts the requirements, definitions, and penalties set forth in those regulations and the Implementing Rules. The Advertising Law thus contains the terms and definitions subsequently used throughout the existing PRC regulatory structure for advertising. In addition, the Advertising Law requires advertisers, publishers and advertising agencies to publicize their fee standards and fee collection methods. Advertising agencies are also required to issue special invoices provided by the state tax authorities when receiving payment for services rendered. Only those companies licensed to undertake advertising agency and publishing activities can obtain such invoices, which are necessary for accounting and tax purposes. Further, the Advertising Law outlines the basic requirements for advertising content published in the PRC, namely, that it must be truthful, lawful and not misleading to consumers.

## Requirements for Establishing Foreign-invested Advertising Enterprises

The Rules for the Administration of Foreign-Invested Advertising Enterprises (promulgated on March 2, 2004 by the SAIC and the Ministry of Commerce) detail the application and approval procedures, and qualification requirements for advertising joint ventures and wholly-foreign owned enterprises in the PRC.

The requirements for establishing Sino-foreign advertising joint ventures include a two years or more operating history in the advertising business for each of the joint venture parties, together with records evidencing the parties' achievements in the advertising business.





To establish a wholly foreign-owned advertising company, the foreign investor must be engaged in advertising as its primary form of business, and must have been established and operating for at least three years. Given that certain foreign investors are unable to meet the two or three years qualification requirement, the adoption of the trustee structure (as described below) is still the preferred mode of entry in this industry.

Given that China Networks Media and ANT are unable to meet the two or three years qualification requirement, it currently relies on the trustee structure with these affiliated PRC companies to establish domestic advertising companies that operate our advertising business in China.

Once ANT or any other subsidiary of China Networks Media meets the aforementioned statutory requirements on foreign direct investment within the advertising industry in the PRC, China Networks Media may, depending on the circumstances and legal requirements in effect at such time, unwind the trustee structure and adopt the form of either a wholly foreign-owned advertising company or a Sino-foreign advertising joint venture.

#### Regulation on Broadcasting Radio and TV Advertisements

SARFT and its local branches at the county level or above are responsible for the regulation and screening of programs for radio and TV broadcasting. This includes restrictions on the content and airtime of the broadcast of TV commercials. On September 15, 2003, SARFT promulgated the Provisional Measures on Administration of Broadcasting Radio and Television Advertisements, which provides detailed requirements for the broadcast of radio and TV advertisements, including the following:

- Radio and TV advertisements shall be clearly differentiated from other TV programs and should not be broadcasted in the form of news report. Current events and political news programs shall not carry the names of any enterprises or products. Advertisements with addresses, telephone numbers or contact information shall not be broadcasted during special reports on individuals or enterprises.
- Radio stations and TV stations shall examine the content of the advertisements and the qualifications of the enterprises involved and shall only broadcast the advertisements that have been so examined.
- Radio and TV advertisements on each channel must not exceed 20% of the total of each channel's daily program time and must not exceed 15% of each channel's program time per hour (i.e. nine minutes per hour) between 11:00 a.m. - 1:00 p.m. for radio programs and between 7:00 p.m. - 9:00 p.m. for TV programs.
- Advertisements shall not be broadcasted in a way that would affect completion of the programs. Except for the period between 7:00 p.m. - 9:00 p.m., advertisements can only be broadcasted once and for a maximum period of 2.5 minutes during the airing of any movie or TV drama.
  - The broadcast of advertisements related to tobacco are prohibited by radio stations and TV stations. Advertisements relating to alcohol are strictly controlled in accordance with relevant PRC laws, rules and regulations. The number of alcohol advertisements cannot exceed 12 segments for each TV channel per day or exceed two segments between 7:00 p.m. - 9:00 p.m.

CHINA NETWORKS MEDIA LIMITED'S MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

China Networks Media, Ltd. (formerly known as China Networks Limited) was first incorporated in the Cayman Islands and registered with the Cayman Islands Registrar of Companies on March 30, 2007. China Networks Media, Ltd. ("China Networks Media") was continued into the British Virgin Islands as a BVI Business Company under the "BVI Business Companies Act" on June 2, 2008 in anticipation of a business combination with a U.S. reporting company.

China Networks Media is a development stage enterprise. At September 30, 2008, China Networks Media had not yet commenced any operations nor generated revenue. Activity through September 30, 2008 relates to China Networks Media's formation, private placement offering, establishment of joint ventures and contractual relationships in the People's Republic of China (the "PRC"), and potential business combination with Alyst Acquisition Corp. as described below. China Networks Media has selected December 31 as its fiscal year end. China Networks Media's business plan is dependent upon financing and the proposed business combination with Alyst Acquisition Corp. as described below.

On August 13, 2008, China Networks Media, Alyst and certain other persons, executed the Merger Agreement providing for, among other things, the Redomestication Merger and the Business Combination. China Networks Media will be the surviving corporation in the Business Combination and will become a wholly-owned subsidiary of CN Holdings.

The Business Combination will be accomplished by the merger of CN Holdings' wholly-owned subsidiary, China Networks Merger Co., with and into China Networks Media, resulting in China Networks Media becoming a wholly-owned subsidiary of CN Holdings. Pursuant to the Merger Agreement, (i) each ordinary share of China Networks Media will be converted automatically into (A) a number of ordinary shares of CN Holdings determined as follows: (x) 1,900,000 divided by (y) the total number of ordinary shares of China Networks Media issued and outstanding immediately prior to the Business Combination, plus (B) the right to receive a cash amount determined as follows: (x) U.S. \$10,000,000 divided by (y) the total number of ordinary shares of China Networks Media issued and outstanding immediately prior to the Business Combination, plus (C) the additional common share consideration as set forth in the merger agreement, and (ii) each preferred share of China Networks Media will be converted automatically into (A) a number of ordinary shares of CN Holdings determined as follows: (x) 980,000 divided by (y) the total number of preferred shares of China Networks Media issued and outstanding immediately prior to the Business Combination, plus (B) the right to receive \$7.143 per share in cash, plus (C) the Additional Preferred Share Consideration, as defined in the Merger Agreement.

On July 21, 2008, China Networks Media entered into a purchase agreement with several accredited investors (the "Purchase Agreement"). Pursuant to the Purchase Agreement, it consummated a private placement of 56 units, each unit consisting of (i) a promissory note in the face amount of \$499,825, bearing interest at the rate of 10% per annum (the "Note"), and (ii) 17,500 detachable shares of the China Networks Media's class A preferred stock (collectively, the Notes and the class A preferred stock are referred to as the "Units"). As security for the repayment of the Notes, China Networks Media's two shareholders, MediaInv Ltd. and Kerry Propper, collectively pledged and granted to the investors, on a pro rata basis, a first priority lien on 50.1% of the ordinary shares of China Networks Media owned by them. The proceeds of the sale and issuance of the Units were used in the following manner: (a) \$13.6 million was used for initial equity contributions due from Advertising Networks Ltd. ("ANT"), a Hong Kong wholly-owned subsidiary of China Networks Media, for investment in joint ventures established with PRC TV Stations, and (b) a fee of \$980,000 was paid to Chardan, as a placement fee for the financing, and (c) the remaining proceeds are being used for working capital, including payment of certain administrative, legal and accounting fees.



In connection with the transaction and pursuant to the terms of a registration rights agreement (the “Registration Rights Agreement”), China Networks Media has agreed, and Alyst has agreed to assume the obligation, to register for resale the ordinary shares underlying the shares of class A preferred stock issued as part of the Units. China Networks Media has agreed to file with the Securities and Exchange Commission a registration statement with respect to the resale of the shares no later than the date that is 30 days after the consummation of the business combination between China Networks Media and Alyst. Such obligation will be assumed by CN Holdings.

#### Joint Ventures between Advertising Networks Ltd. (“ANT”) and the PRC TV Stations

In 2008, China Networks Media established certain equity joint ventures with the state owned PRC TV Stations. ANT established the equity joint venture, Taiyuan JV, with China Yellow River TV Station in Shanxi Province in June 2008; and established an equity joint venture, Kunming JV, with Kunming TV Station in Yunnan Province in July 2008 (Taiyuan JV and Kunming JV are collectively referred to as the “JV Tech Cos”, and China Yellow River TV Station and Kunming TV Station are collectively referred to as the “PRC TV Stations”). ANT holds 50% equity interest in the Kunming JV and Taiyuan JV, respectively, and Kunming TV Station and China Yellow River TV Station own the remaining 50% of the respective JV Tech Cos. Under the terms of the Kunming JV agreement, Kunming TV Station will contribute certain assets with a fair value of RMB150 million (approximately \$21,900,000) and ANT will contribute an equal amount in cash. Kunming TV Station and ANT have contributed 100% and 50%, respectively, of their obligations under this agreement at September 30, 2008. Under the terms of the Taiyuan JV agreement, China Yellow River TV Station will contribute certain assets with a fair value of RMB45 million (approximately \$6,600,000) and ANT will contribute an equal amount in cash. China Yellow River TV Station and ANT have contributed 100% and 40%, respectively, of their obligations under this agreement at September 30, 2008.

In August 2008, Beijing Guangwang Hetong Advertising & Media Co., Ltd. (“Hetong”), the trustee company, established two domestic advertising companies with Kunming TV Station and China Yellow River TV Station, under the respective name of Kunming Kaishi Advertising Co., Ltd. (“Kunming Ad Co.”) and Taiyuan Guangwang Hetong Advertising Co., Ltd. (“Taiyuan Ad Co.”) (Kunming Ad Co. and Taiyuan Ad Co. are collectively referred to as the “JV Ad Cos”). Hetong is 100% owned by two PRC nationals, who are the trustees.

In order to comply with current PRC laws limiting foreign ownership in the television advertising industry, China Networks Media’s operations are conducted through direct ownership of ANT and through contractual arrangements with Hetong. China Networks Media does not have an equity interest in Hetong, but instead derives indirect economic benefits from Hetong through a series of contractual arrangements. Through these arrangements, ANT controls Hetong, which in turn owns 50% of Kunming Ad Cos, and 50% of Taiyuan Ad Co. established with PRC TV Stations. The JV Tech Cos collect the television advertising revenue earned by the JV Ad Cos pursuant to the Exclusive Services Agreement described below, using assets transferred from PRC TV Stations to the JV Tech Cos pursuant to the Asset Transfer Agreement described below.

China Networks Media's accounts include the accounts of its joint-ventures with the PRC TV Stations, the JV Tech Cos, as a result of China Networks Media’s effective control of these entities. As a result of several contractual arrangements with Hetong and its shareholders, China Networks Media controls and is considered the primary beneficiary of Hetong, and, accordingly, consolidates the accounts of Hetong in its financial statements. Hetong is a variable interest entity (“VIE”) as defined by Financial Accounting Standards Board Interpretation No. 46(R): Consolidation of Variable Interest Entities, an interpretation of ARB 51 (“FIN 46R”).

**Asset Transfer Agreement.** Pursuant to the Asset Transfer Agreement entered into between each of the JV Tech Cos and the corresponding PRC TV Stations, respectively, the PRC TV Stations must transfer to the relevant JV Tech Cos the assets of the PRC TV Stations in two installments which have been appraised and the JV Tech Cos are obligated to pay the full consideration to PRC TV Stations in two installments accordingly. The assets relate to the advertising

business operated by the PRC TV Stations, including, but not limited to, tangible and intangible assets. Until the assets are delivered to the JV Tech Cos, PRC TV Stations are responsible for their custody and maintenance. Following delivery of the assets, the PRC TV Stations will be entitled to continue using the assets for the purpose of the advertising business for no consideration other than liability for loss or damage.

Kunming TV Station and Kunming JV entered into an Asset Transfer Agreement on August 11, 2008, under which Kunming TV Station will transfer certain of its assets to Kunming JV, valued at RMB150 million, and Kunming JV will pay the same to Kunming TV Station. China Yellow River TV Station and Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd. (“Taiyuan JV”) also entered into such Asset Transfer Agreement on July 17, 2008, under which China Yellow River TV Station will transfer certain of its assets, valued at RMB45 million, to Taiyuan JV, and the same consideration will be paid by Taiyuan JV. All governmental, statutory and other approvals required for the transfer of these assets were obtained as of the date of the first transfer in August 2008. At September 30, 2008, Taiyuan JV paid China Yellow River TV Station RMB18 million (approximately \$2,600,000) for certain assets under the Asset Transfer Agreement. No assets were purchased under the Asset Transfer Agreement as of September 30, 2008.

**Exclusive Cooperation Agreement.** Pursuant to the Exclusive Cooperation Agreement between the JV Tech Cos and the PRC TV Stations, the PRC TV Stations have exclusively and irrevocably granted to the JV Tech Cos the right to carry out advertising operations on its channels, and to provide to the JV Tech Cos all necessary and relevant support, as well as most-favored terms for the conduct of the advertising business. The JV Tech Cos share their resources with the PRC TV Stations, including, but not limited to, all client information (e.g. databases). Under the terms of this agreement, the PRC TV Stations will not engage any other party in any similar agreements. As such, the JV Tech Cos have the exclusive right to carry out advertising business on PRC TV Stations’ channels.

Kunming JV and Kunming TV Station entered into such Exclusive Cooperation Agreement on August 6, 2008, while Taiyuan JV and China Yellow River TV Station entered into such Exclusive Cooperation agreement on July 17, 2008.

**Exclusive Services Agreement.** Pursuant to the Exclusive Services Agreement between the JV Tech Cos and the JV Ad Cos, the JV Tech Cos will be the sole and exclusive provider of services to JV Ad Cos relating to technical support for the production of advertising and advertising consulting. In addition, the JV Ad Cos will be the sole and exclusive advertising agent to the JV Tech Cos and the JV tech Cos will grant to the Ad Co. agency rights for all advertising under the exclusive right to carry out advertising operations. Under the terms of the Exclusive Services Agreement, the Ad Co. will pay the service fee to the JV Tech Cos as accrued, in accordance with the JV Tech Cos’ regular invoices. As such, all of the Ad Co.’s pre-tax revenue (less the relevant business tax) generated during the term of this agreement and relating to the marketing of advertising and other operations will be transferred to the JV Tech Cos as the service fee and the JV Tech Cos’ foreign shareholder will be entitled to transfer 50% of the profit to an offshore holding company under this contractual arrangement.

Kunming JV and Kunming Ad Co. entered into an Exclusive Services Agreement on August 6, 2008, while Taiyuan Advertising Networks Advertising Co., Ltd (“Taiyuan Ad Co.”) and Taiyuan JV entered into an Exclusive Services Agreement on July 17, 2008.

## China Networks Media revenue sources and costs and expenses

### Revenues

Upon commencement of the JV Tech Cos’ operations, China Networks Media will earn substantially all of their revenues from advertising service income.

- Sale of advertising time-slots. Through the JV Tech Cos, China Networks Media will derive a substantial majority of its revenue from selling advertising time slots to advertising agencies and advertisers. Advertising agencies account for more than 60% of total customers, and such percentage is expected to increase gradually in the future. Advertising customers typically pay a deposit before the relevant advertisements are broadcast, and the

balance is paid monthly or immediately after broadcast. Certain key customers with good track records of payment are allowed to make payments two months after broadcast. Revenues are recognized when advertisements are actually broadcast.



- Sale of program-related advertising services. A small portion of revenues are generated from advertising opportunities relating to programs produced by the PRC TV Stations themselves. These include, without limitation, program sponsorship 'sting' slots, in-program product placements and other 'soft' advertising opportunities, as well as revenue from value-added services, such as short message service, messages relating to program content. These represented approximately 2.9 %, 6.9%, 6.3%, and 6.2%, of our total revenues for the years ended 2005, 2006, 2007 and for the nine months ended September 30, 2008, respectively.

The tables below sets forth the breakdown of revenue sources for the periods indicated based on the Kunming Television Station – Advertising Center and the Yellow River Television Station – Advertising Center combined historical carve-out financial information:

	Year Ended December 31,					
	2005		2006		2007	
	Amount	% of	Amount	% of	Amount	% of
	(\$)	Total	(\$)	Total	(\$)	Total
		Revenues		Revenues		Revenues
<b>Revenues:</b>						
advertising time-slots	15,081,218	97.1%	15,214,422	93.1%	19,372,649	93.7%
program-related advertising services	447,239	2.9%	1,136,216	6.9%	1,311,406	6.3%
Total revenues	15,528,457	100.0%	16,350,638	100.0%	20,684,055	100.0%
Less: business tax	1,122,206	7.2%	1,199,132	7.3%	1,696,906	8.2%
Total net revenues	14,406,251	92.8%	15,151,506	92.7%	18,987,149	91.8%

	Nine Months Ended September 30,			
	2007	% of Total Revenues	2008	% of Total Revenues
	Amount (\$)		Amount (\$)	
<b>Revenues:</b>				
advertising time-slots	14,348,817	93.7%	13,124,600	93.8%
program-related advertising services	969,208	6.3%	870,227	6.2%
Total revenues	15,318,025	100.0%	13,994,827	100.0%
Less: sales tax	1,255,188	8.2%	1,129,634	8.1%
Total net revenues	14,062,837	91.8%	12,865,193	91.9%

## Operating Costs and Expenses

The following table sets forth operating costs and expenses for the periods indicated, both in absolute amounts and as percentages of net revenues:

	2005		Year Ended December 31, 2006		2007		Nine Months Ended Sep 2007		An
	Amount (\$)	% of Net Revenues	Amount (\$)	% of Net Revenues	Amount (\$)	% of Net Revenues	Amount (\$)	% of Net Revenues	
Cost of revenues	1,925,034	17.3%	3,757,422	24.8%	4,844,541	25.5%	3,653,174	26.0%	4,5
Sales and marketing expenses	153,944	1.1%	228,589	1.5%	318,928	1.7%	254,655	1.8%	4
General and administrative expenses	1,222,355	8.5%	1,378,675	9.1%	1,394,003	7.3%	973,353	6.9%	1,3
Total operating costs and expenses	3,301,333	22.9%	5,364,686	35.4%	6,557,472	34.5%	4,881,182	34.7%	6,3

Cost of Revenues. Cost of Revenues is primarily comprised of purchased TV program costs, rental fees for equipment used in generating advertising revenue and commissions paid to advertising agents. Cost of purchasing programs is expected to increase over time as China Networks Media plans to coordinate with the PRC TV Stations to acquire a greater number of high quality programs to increase audience rate and advertisers demand.

**Selling Expenses.** Selling and marketing expenses have not been significant to the operations of the PRC TV Stations because they previously functioned as a public utility in the PRC, which had not been a priority for them. It anticipates that under its management, these expenses will increase in order to ensure that its operations remain competitive. However, they will not become significant as they are primarily comprised of sales promotion, program promotion expenses and entertainment expenses directly related to sales and marketing activities. The major cost of acquiring advertising space on other media, such as radio and newspaper, is covered through barter arrangements.

**General and Administrative Expenses.** General and administrative expenses include salaries and benefits for China Networks Media's employees, including the advertising sales force. General and administrative expenses also include costs and expenses associated with office, utilities, transportation, travel and other costs. They also include office rental and property and plant leasing. It expects general and administrative expenses to increase as it expands its sales force. In connection with China Networks Media's transition to a public company, post-consummation of the business combination, it expects to incur incremental general and administrative expenses, including full-time employees related to legal, accounting and SEC reporting and other costs associated with regulatory filings, which are estimated to exceed \$400,000 on an annualized basis.

**Revenue and product offering trends affecting the JV Tech Cos.**

Currently, substantially all of the JV Tech Cos' revenues are generated from sales of advertising time-slots. However, China Networks Media expects revenues over the next five years to increase as a result of the following:

**Price increase for sales of advertising times-slots:** Increased price of advertising by leveraging multi-territory network to capture additional national advertising sales, as well as improved efficiency of local advertising sales force;

**Expanded advertising services:** Expand full-service offer to local advertisers offering media planning and creative services, such as advertising production, which will generate additional revenues, as well as higher volumes of local advertising;

**Programming:** Leverage buying power to coordinate the acquisition of programming from local and international content owners to the stations in its network, as well as the development of additional channel and/or programming options, such as home shopping, improving audience size and generating additional advisory and other revenues.

**Overview of historical financial information presented**

China Networks Media's operating activities from March 30, 2007 (inception date) to September 30, 2008, were limited and related to its formation, and professional fees and expenses associated with its acquisition activities. Through September 30, 2008, its historical results of operations were insignificant and not reflective of the results of operations it anticipates following the partnership operation with the JV Tech Cos. As a result, the following historical results of operations and financial operations related to its recently completed joint venture with the PRC TV Stations have been provided to assist investors in evaluating the historical performance of this business, in addition to its other activities:

- China Networks Media for the period from March 30, 2007 (inception) to the nine months ended September 30, 2008;
- Kunming Television Station – Advertising Center and Yellow River Television Station – Advertising Center for the nine months ended September 30, 2008 as compared to the nine months ended September 30, 2007;
- Kunming Television Station – Advertising Center and Yellow River Television Station – Advertising Center for the year ended December 31, 2007 compared to the year ended December 31, 2006; and
- Kunming Television Station – Advertising Center and Yellow River Television Station – Advertising Center for the year ended December 31, 2006 compared to the year ended December 31, 2005.

### Significant Accounting Policies and Estimates

#### China Networks Media, a Development Stage Enterprise

Valuation of long-lived assets. China Networks Media periodically evaluates the carrying value of long-lived assets to be held and used, including intangible assets subject to amortization, when events and circumstances warrant such a review. The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is separately identifiable and is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair market values are reduced for the cost to dispose.

Income taxes. China Networks Media was originally incorporated in the Cayman Islands and subsequently reincorporated in the British Virgin Islands (“BVI”). China Networks Media is not subject to income taxes under the current laws of the Cayman Islands or BVI. PRC entities will be subject to the PRC Enterprise Income tax at the applicable rates on taxable income at the commencement of operations.

Use of estimates. The preparation of China Networks Media’s financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Recently Issued Accounting Pronouncements

During February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of FASB Statement No. 115 (“SFAS 159”), which permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. China Networks Media adopted SFAS 159 on January 1, 2008 and has elected not to measure any additional financial assets, liabilities or other items at fair value.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations (“SFAS 141R”). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial

effects of the business combination. This statement is effective for China Networks Media beginning January 1, 2009 and will change the accounting for business combinations on a prospective basis. The potential Business Combination described above will be accounted for in accordance with SFAS 141R.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of Accounting Research Bulletin No. 51 (“SFAS 160”). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent’s ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This statement is effective for the Company beginning January 1, 2009. China Networks Media is currently assessing the potential effect of SFAS 160 on its financial statements.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities (“SFAS 161”), which is effective January 1, 2009. SFAS 161 requires enhanced disclosures about derivative instruments and hedging activities to allow for a better understanding of their effects on an entity’s financial position, financial performance, and cash flows. Among other things, SFAS 161 requires disclosures of the fair values of derivative instruments and associated gains and losses in a tabular format. SFAS 161 is not currently applicable to China Networks Media since it does not have derivative instruments or hedging activity.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, The Hierarchy of Generally Accepted Accounting Principles (“FAS 162”). This Standard identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles. FAS 162 directs the hierarchy to the entity, rather than the independent auditors, as the entity is responsible for selecting accounting principles for financial statements that are presented in conformity with generally accepted accounting principles. The Standard is effective 60 days following SEC approval of the Public Company Accounting Oversight Board amendments to remove the hierarchy of generally accepted accounting principles from the auditing standards. FAS 162 is not expected to have an impact on the financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, Determination of the Useful Life of Intangible Assets, which amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, Goodwill and Other Intangible Assets. This Staff Position is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. This FSP is not currently applicable to China Networks Media.

In June 2008, the FASB issued FSP EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities. This FSP provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. China Networks Media does not currently have any share-based awards that would qualify as participating securities. Therefore, application of this FSP is not expected to have an effect on China Networks Media's financial reporting.

In May 2008, the FASB issued FASB Staff Position (FSP) APB 14-1, Accounting for Convertible Debt That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) ("FSP 14-1"). FSP 14-1 will be effective for financial statements issued for fiscal years beginning after December 15, 2008. The FSP includes guidance that convertible debt instruments that may be settled in cash upon conversion should be separated between the liability and equity components, with each component being accounted for in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest costs are recognized in subsequent periods. FSP 14-1 is not currently applicable to China Networks Media since it does not have convertible debt.

China Networks Media – Kunming Television Station – advertising Center and Yellow River Television Station – advertising Center

China Networks Media's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States. The preparation of these financial statements requires China Networks Media to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. China Networks Media evaluates its estimates on an on-going basis based on historical experience and on various other assumptions it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

China Networks Media believes the following critical accounting policies affect its significant judgments and estimates used in the preparation of its financial statements.

**Revenue Recognition.** China Networks Media typically signs standard advertising contracts with advertising clients, which require it to run the advertiser's advertisements on the PRC TV Stations' network for a specified period. The advertising customers typically pay a deposit before the relevant advertisements are broadcast, and the balance is paid after broadcast. Customer deposits received prior to the broadcast of advertisements are recorded as receipts in advance and recorded as revenue upon the broadcast of advertisements.

Advertising service revenues are recognized when all four of the following criteria are met: (i) persuasive evidence of agreement exists; (ii) delivery of service has occurred; (iii) the price is both fixed and determinable; and (iv) collection of the resulting receivable is reasonably assured. Revenues are recognized when advertisements are broadcast. Provision for discounts and estimated returns and allowances are provided for in the same period the related revenue is recorded. No discount has been provided for the periods ended September 30, 2008 and 2007.

**Sales Tax.** Revenues from services are subject to the PRC business tax of 5%, cultural levies of 3% and some surcharges. Business tax, cultural levies and surcharges are paid on gross revenues generated from advertising services. In addition, under the PRC regulations, China Networks Media is required to pay the city construction tax (7%), education surcharges (3%), price governing fund (2%), and river management fee (1%) based on the calculated business tax payments. China Networks Media had complied with EITF 06-3 and reports their revenues net of PRC's business tax and surcharges for all the periods presented in the statements of operations.





**Accounts Receivable.** Accounts receivable is stated net of trade discounts and allowance for doubtful accounts. China Networks Media provides an allowance for doubtful accounts based upon prior experience and management's assessment of the collectibility of specific accounts. As of September 30, 2008 and December 31, 2007, China Networks Media considered all accounts receivable collectable and therefore did not record an allowance for doubtful accounts.

**Cost of Revenue.** Cost of revenue is primarily comprised of purchased TV program costs, rental fees for equipment used in generating advertising revenue and commissions paid to advertising agents.

**Sales, General and Administrative Expenses.** Historical allocation of all the expenses related to the business being carved-out has not been possible due to the fact that many expenses, incurred at the corporate level, are shared and relate to the entire company. In these circumstances, the proportional cost allocation method has been used for allocating these shared expenses. Management is of the opinion that the expenses allocated are not materially different from expenses that would be incurred by the business on a stand-alone basis.

**Foreign Currency Translation.** China Networks Media's functional currency is Renminbi ("RMB"); however, the reporting currency is the United States dollar. Reported assets and liabilities of China Networks Media has been translated using the exchange rate at the balance sheet date. The average exchange rate for the period has been used to translate revenues and expenses. Foreign currency translation differences are included as a component of Accumulated Other Comprehensive Income.

**Use of Estimates.** The preparation of the combined financial information in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. These estimates are based on management's best knowledge of current events and actions that the China Networks Media may take in the future. Actual results could differ from these estimates.

**Concentrations of Credit Risk.** Financial instruments of China Networks Media that potentially expose to concentrations of credit risk consist principally of accounts and others receivables.

#### Results of Operations of China Networks Media, Limited

The following table summarizes the accounts of China Networks Media, its wholly owned subsidiary, Advertising Networks Ltd. ("ANT"), variable interest entities ("VIEs"), Kunming Taishi Information Cartoon Co., Ltd ("Kunming JV"), Shanxi Yellow River and Advertising Networks Cartoon Technology Co., Ltd ("Taiyuan JV"), and Beijing Guangwang Hetong Advertising and Media Co., Ltd. ("Hetong") result of operations from March 30, 2007 (Inception) to the nine months ended September 30, 2008:

	For the nine months ended September 30, 2008	Period from March 30, 2007  (Inception) to September 30, 2007	Period from March 30, 2007  (Inception) to September 30, 2008
NET REVENUE	\$ -	\$ -	\$ -
<b>OPERATING EXPENSES</b>			
General and administrative expenses	1,711,927	16,189	1,743,147
	1,711,927	16,189	1,743,147
LOSS FROM OPERATIONS	(1,711,927)	(16,189)	(1,743,147)
<b>OTHER INCOME (EXPENSE)</b>			
Other income	7,352	-	7,352
Interest expense	(1,303,354)	-	(1,303,354)
Interest income	83,510	-	83,510
	(1,212,492)	-	(1,212,492)
NET LOSS BEFORE NON-CONTROLLING INTEREST	(2,924,419)	(16,189)	(2,955,639)
NON-CONTROLLING INTEREST	(11,835)	-	(11,835)
NET LOSS	\$ (2,936,254)	\$ (16,189)	\$ (2,967,474)

Net revenue. China Networks Media is a development stage enterprise. As of September 30, 2008, it had not yet commenced any operations nor generated revenue.

Operating expenses. All operating expenses are general and administrative expenses which are related to China Networks Media's formation, private placement offering, establishment of joint ventures and contractual relationships in the PRC, and potential business combination with Alyst.

Income tax expense. China Networks Media was originally incorporated in the Cayman Islands and subsequently continued into the British Virgin Islands ("BVI") as a BVI Business Company. China Networks Media is not subject to income taxes under the current laws of the Cayman Islands or BVI. PRC entities will be subject to the PRC Enterprise Income tax at the applicable rates on taxable income at the commencement of operations.

The following table summarizes the results of operations of the Kunming Television Station – Advertising Center and the Yellow River Television Station – Advertising Center:

Nine Months Ended  
September 30, 2008 Compared to  
Nine Months Ended September 30, 2007

Results of Operations of the Kunming Television Station – Advertising Center and the Yellow River Television Station – Advertising Center

	For the nine months ended September 30,	
	2008 Unaudited	2007 Unaudited
Net revenue	\$ 13,994,827	\$ 15,318,025
Sales Tax	(1,129,634)	(1,255,188)
Cost of Revenues	(4,584,533)	(3,653,174)
Gross Profit	8,280,660	10,409,663
Selling, General and Administrative Expenses	1,811,244	1,228,008
Income before Income Taxes	6,469,416	9,181,655
Income Taxes	-	-
Net Income	\$ 6,469,416	\$ 9,181,655

Net revenue. The net revenue for the nine months ended September 30, 2008 were \$12,865,193, a decrease of \$1,197,644 or approximately 8%, from \$14,062,837 for the nine months ended September 30, 2007. Substantially all of the revenues are earned from advertising income, which is composed of sale of advertising times-slots and sales of program-related advertising. The amount in excess of 93% of revenues represent sales of advertising times-slots, which decreased \$1,224,217 or approximately 8.5% for the nine months ended September 30, 2008. The decrease was primarily incurred in the second and third quarter of 2008 caused by the Sichuan Province earthquake in May and the Beijing Olympic and Paralympic Games from August to September. After the earthquake, no advertisements were permitted to be broadcast nationwide from May 19, 2008 to May 21, 2008. For a one-month period subsequent to such ban, advertising time slots were then reserved for earthquake news updates by government mandates, which caused approximately \$ 0.4 million loss in sales. In the third quarter of 2008, audience rates of local TV stations dropped sharply because of the Beijing Olympic Games, As a result, local advertisers reduced their advertisements in local TV stations. Meanwhile, local advertisers postponed their plan to advertise to avoid competition with Olympic sponsors. These two reasons resulted in approximately \$ 0.6 million loss in sales in the third quarter of 2008. Additionally, the Bureau of Industry and Commerce restricted the broadcast of medical advertisements which related to, among other things, cosmetic surgery and slimming products from end of May 2008 to October 2008.

Cost of revenues. The cost of revenues for the nine months ended September 30, 2008 was \$4,584,533, an increase of \$931,359 or approximately 25.5%, from \$3,653,174 for the nine months ended September 30, 2007.

Cost of revenues for the nine months ended September 30, 2008 are from approximately \$3,417,085 in purchased TV program costs, approximately \$71,540 in the rental fee for equipment used in generating advertising revenue, and approximately \$1,095,909 of paid commission.

The increase in cost of revenues was primarily attributable to an increase of approximately \$567,926 or 19.9 % in programs purchase costs, which was 15% higher per unit than fiscal year 2007. The PRC TV Stations paid much more for the high quality drama series due to the intense competition among provincial TV stations and city TV stations, as well as the increase of production costs of drama series. Additionally, there was an increase of \$327,447 or 42.6%, in commission paid to agents for the nine months ended September 30, 2008.

Gross profit. The gross profit for the nine months ended September 30, 2008 was \$8,280,660, a decrease of \$2,129,003 or 20.4%, from \$10,409,663 for the nine months ended September 30, 2007. The gross margin was 59.2% for the nine months ended September 30, 2008, compared to 68.0% for the nine months ended September 30, 2007.

The significant impact on gross margin is associated with the modest decrease of revenues from the PRC TV stations and the increase in cost of revenues including the increased amount of purchased TV program costs as described above.

Selling expenses. The selling expenses for the nine months ended September 30, 2008 were \$481,681, an increase of \$227,026 or 89.2%, from \$254,655 for the nine months ended September 30, 2007.

Selling expenses are primarily comprised of sales promotion, program promotion expenses and entertainment expenses directly related to sales and marketing activities. The increase was primarily attributable to the promotion for television drama series held at local PRC TV stations, which invited well-known film stars to participate.

General and administrative expenses. General and administrative expenses for the nine months ended September 30, 2008 was \$1,329,563, an increase of \$356,210 or 36.6%, from \$973,353 for the nine months ended June 30, 2007.

The increase was mainly due to increase of approximately \$122,236 in the benefit and bonus for part-time employees and sales person as a result of the newly enacted labor law effective on January 1, 2008 requiring companies to pay for employees' social insurance.

Net income. Net income for the nine months ended September 30, 2008 was \$6,469,416, a decrease of \$2,712,239 or 29.7%, from \$9,181,655 for the nine months ended September 30, 2007.

The decrease in net income was primarily due to the large increase of cost of revenue plus the increase in general and administrative expense, along with decrease of revenue as described above.

Year Ended December 31, 2007 Compared to  
Year Ended December 31, 2006

Results of Operations of PRC TV Stations

Net revenue. The net revenue for the year ended December 31, 2007 were approximately \$18,987,149, an increase of \$3,835,643 or approximately 25.3%, from approximately \$15,151,506 for the year ended December 31, 2006.

Substantially all of the revenue is earned from advertising income, which is composed of sales of advertising times-slots and sales of program-related advertising. In excess of 93% of revenues represent sale of advertising times-slots, which mainly contributed to the increase in revenues. The increase in revenues was primarily driven by an increase in the total advertising times-slots sold by China Networks Media. The increase in the total advertising time slots sold by China Networks Media resulted primarily from an increase in the number of advertising customers and an increase in the unit price of the advertising times-slots by approximately 15% compared to the year ended December 31, 2006.

Cost of revenue. Cost of revenue for the year ended December 31, 2007 were \$4,844,541, an increase of \$1,087,119 or 28.9%, from \$3,757,422 for the year ended December 31, 2006.

Cost of revenue for the year ended December 31, 2007 included purchased TV program costs of \$3,856,322, the rental fee for equipment used in generating advertising revenue of \$50,171, and the commissions of \$900,228.

The increase in cost of revenue was primarily attributable to an increase of approximately \$621,605 or 22.5 % in program purchase costs. The PRC TV Stations paid significantly more for high quality drama series due to increased competition among provincial TV stations and city TV stations, as well as the increase of production costs of drama series. Additionally, the increase in cost of revenues was also attributable to an increase in the commissions of \$610,399 for the fiscal year 2007 compared with fiscal year 2006 which was attributable to an increase in the number of customers and the total advertising times-slots.

Gross profit. The gross profit for the year ended December 31, 2007 was \$14,142,608, an increase of \$2,748,524 or 24.1%, from \$11,394,084 for the year ended December 31, 2006. The gross margin was 68.4% for the year ended December 31, 2007 compared to 69.7% for the year ended December 31, 2006.

The increase in gross profit is primarily due to an increase in revenues of \$3,835,643 as described above combined with a modest increase in cost of revenues of \$1,087,119 as described above, resulting in no significant change in gross margin for the fiscal year 2007 compared to fiscal year 2006.

Selling expenses. The selling expenses for the year ended December 31, 2007 were \$318,927, an increase of \$90,338 or 39.5%, from \$228,589 for the year ended December 31, 2006.

The increase was primarily attributable to the increased expenses in brand promotion, marketing and offline activates in order to occupy more local advertisement market.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2007 were \$1,394,004, an increase of \$15,328 or 1.1%, from \$1,378,675 for the year ended December 31, 2006.

The slight increase was mainly due to improvement in the control of office expenses and due to the fact that the Company did not hire additional administrative staff.

Net income. Net income for the year ended December 31, 2007 was \$12,458,479, an increase of \$2,569,398 or 26.0%, from \$9,889,081 for the year ended December 31, 2006. The increase in net income was due to increased revenue, while costs were controlled and expenses were maintained at a reasonable level as described above.

Year Ended December 31, 2006 Compared to  
Year Ended December 31, 2005

Results of Operations

Net revenue. The net revenue for the year ended December 31, 2006 was \$15,151,506, which increased \$745,255 or 5.2%, compared to \$14,406,251 for the year ended December 31, 2005.

The revenues were composed of advertising times-slots and program-related advertising services. In excess of 93% of revenues represent sales of advertising times-slots.

The increase in revenues was primarily driven by an increase in the revenues from program-related advertising service. Our revenues from program-related advertising service for the year ended December 31, 2006 was \$1,136,216, increased \$688,977 or 154% compared to \$447,239 for the year ended December 31, 2005. The increase was mainly due to an increase in the customers of program-related advertising service which was incurred by improved quality of the programs.

Cost of revenues. Cost of revenues for the year ended December 31, 2006 was \$3,757,422, an increase of \$1,832,388 or 95.2%, from \$1,925,034 for the year ended December 31, 2005.

Cost of revenues for the year ended December 31, 2006 included purchased TV program costs of \$3,408,749, the rental fee for equipment used in generating advertising revenue of \$30,701, and the commissions of \$289,829.

The dramatic increase in cost of revenues was primarily attributable to increased costs of purchased TV program of \$1,546,882 which was incurred by an increase in television programs costs compared to 2006, and increased commissions of the \$289,830 which was driven by an increase in the total advertising times-slots sold.

Gross profit. The gross profit for the year ended December 31, 2006 was \$11,394,084, which decreased \$1,087,133 or 9.5% compared to \$12,481,217 for the year ended December 31, 2005. Gross margin decreased to 69.7% for the fiscal year 2006 from 80.4% for the fiscal year 2005. This decrease was mainly due to an increase in the cost of revenue of \$1,832,388 or 95.2% in fiscal year 2006 compared with fiscal year 2005.

Selling expenses. The selling expenses for the year ended December 31, 2006 were \$228,589, an increase of \$74,645 or 48.5%, from \$153,944 for the year ended December 31, 2005. The significant increase in the selling expenses was primarily attributable to the increased expenses of promotion and marketing activities.

General and administrative expenses. The general and administrative expenses for the year ended December 31, 2006 was \$1,378,675, an increase of \$156,320 or 12.8%, from \$1,222,355 for the year ended December 31, 2005.

The increase in general and administrative expenses was primarily attributable to increased salaries which was mainly incurred by an increase in headcount, accounting for an increase by 7%, increased office administration fee of 5% and increased expenses in staff training and traveling of 2%.



Net income. The net income for the year ended December 31, 2006 was \$9,889,081, a decrease of \$1,226,174 or 12.4%, from \$11,115,255 for the year ended December 31, 2005. The decrease in net income was due primarily to the significant increase in expenses and cost alongside a decrease in revenues as described above.

#### Liquidity and Capital Resources

As of September 30, 2008 and December 31, 2007, China Networks Media had cash and cash equivalents in the amount of \$22,603,740 and \$28,670.

Historically, China Networks Media had two shareholders who funded its operation, including advances related to its formation as well as professional fees and expenses associated with its acquisition activities. On July 21, 2008, China Networks Media completed a debt and equity bridge financing as described below to finance the initial payments for its paid-in capital to Taiyuan JV and Kunming JV.

Assuming the merger between Alyst and China Networks Media is consummated, China Networks Media will have cash and cash equivalents of approximately \$64.3 million.

China Networks Media management has determined the following financing strategies to pay its obligations due under the bridge financing and the second payment for its paid-in capital to the Taiyuan JV and Kunming JV:

- § Approximately \$4 million (RMB27,000,000) of the second payment for the paid-in capital to the Taiyuan JV which is due by March 31, 2009.
- § Approximately \$ 11 million (RMB 75,000,000) of the second payment for the paid-in capital to the Kunming JV which is due by September 30, 2009.
- § \$19.11 million due immediately following exercise of Alyst's warrants pursuant to the Merger Agreement.
- § Assuming the merger between Alyst and China Networks Media is consummated, \$28 million related to equity bridge financing plus accrued interests are due 10 days following the consummation of the Business Combination
- § If the merger between Alyst and China Networks Media is not consummated by March 31, 2009, \$14 million related to equity bridge financing plus accrued interests are due 18 months from the issuance of the promissory notes and the remaining \$14 million related to equity bridge financing plus accrued interests are due 36 months from the issuance of the promissory notes.

China Networks Media believes that its cash and cash equivalents balance, together with its access to financing sources, will be sufficient to meet the working capital, capital expenditure and debt obligations associated with its current operations on an ongoing basis, although that cannot be assured. However, it is possible that its cash requirement could increase beyond current forecasts as a result of a number of factors, including the use of cash for the formation of joint venture to run its advertisement business to accelerate its rate of growth.

Debt and equity bridge financing. On July 21, 2008, China Networks Media issued an aggregate of \$27,990,200 in promissory notes and 980,000 class A preferred shares, with a par value of \$0.0001 to 27 investors in exchange for proceeds of \$28,000,000. Each share of preferred stock is convertible into one share of China Networks Media's common stock. The use of proceeds of the financing was as follows: (a) \$13.6 million was used for initial equity contributions due from ANT for the JV Tech Cos (b) a fee of \$980,000 paid to Chardan, as a placement fee for the financing, and (c) the remaining proceeds are being used for working capital, including payment of certain administrative, legal and accounting fees. The promissory notes are secured by a pledge of 50.1% of the outstanding common stock of China Networks Media.

Assuming the merger between Alyst and China Networks Media is consummated, all principal outstanding plus accrued interest is due 10 days following the consummation of the Business Combination. If the merger between Alyst and China Networks Media is not consummated by March 31, 2009, one-half of the principal outstanding plus accrued interest is due 18 months from the issuance of the promissory notes and the remaining one-half of the principal outstanding plus accrued interest is due 36 months from the issuance of the promissory notes.

China Networks Media's management has determined that the fair value of the 980,000 class A preferred stock on the issuance date is \$5.27 per share, calculated using the Black-Scholes valuation model and the following assumptions: expected life of 30 years; volatility of 25%; risk free interest rate of 0%; common stock price of China Networks Media of \$5.28 per share on grant date. Using the relative fair value method, China Networks Media allocated \$23,641,059 of the gross proceeds to the promissory notes and \$4,358,941 to class A preferred stock. Each share of class A preferred stock has the right to receive a cash amount equal to \$7.143 plus deferred cash payments contingent upon the achievement of future net income. The face amount of the promissory notes of \$27,990,200 was reduced by debt discount of \$4,358,941, resulting in an initial carrying value of \$23,641,059. China Networks Media estimated that the life of these promissory notes will be approximately 18 months with the expectation that the contemplated merger between China Networks Media and Alyst will be approved by the stockholders of Alyst before January, 2010. With such estimated life of the bridge loan, China Networks Media adopted the effective interest rate method to amortize the debt discount over the 18-month period and an effective monthly rate of 1.49%.

Anticipated partnership program. In the future, China Networks Media may partner with additional television networks utilizing the cash obtained from Alyst's trust fund and other sources if available on acceptable terms.

#### Quantitative and Qualitative Disclosures about Market Risk

Substantially all of China Networks Media's revenues and expenses are denominated in Renminbi, but a substantial portion of its cash is kept in U.S. dollars. Although China Networks Media believes that, in general, its exposure to foreign exchange risks should be limited, its cash flows and revenues will be affected by the foreign exchange rate between U.S. dollars and Renminbi. It is possible that the Chinese government may elect to loosen further its current controls over the extent to which the Renminbi is allowed to fluctuate in value in relation to foreign currencies. China Networks Media's business and the price of its ordinary shares could be negatively affected by a revaluation of the Renminbi against the U.S. dollar or by other fluctuations in prevailing Renminbi-U.S. dollar exchange rates. For example, to the extent that China Networks Media need to convert funds expected to be released from the Alyst trust account or from its debt and equity bridge financing from U.S. dollars into Renminbi for its operational or acquisition needs and should the Renminbi appreciate against the U.S. dollar at that time, its cash flows would be reduced which could materially adversely affect our business. Conversely, if China Networks Media decides to convert its Renminbi balances into U.S. dollars for the purpose of declaring dividends on its ordinary shares or for other business purposes and the U.S. dollar appreciates against the Renminbi, the U.S. dollar equivalent of China Networks Media's earnings from its subsidiaries, including its VIE affiliates, in China would be reduced.



The following table sets forth the average buying rate for Renminbi expressed as per one U.S. dollar for the years 2004, 2005, 2006, 2007 and 2008:

Year	Renminbi Average (1)
2004	8.2768
2005	8.1826
2006	7.9579
2007	7.6172
2008	6.9623

1. Determined by averaging the rates on the last business day of each month during the relevant period.

The following table sets forth the high and low exchange rates for Renminbi expressed as per one U.S. dollar for the periods indicated.

Month Ended	Renminbi Average	
	High	Low
April 30, 2008	7.029	6.983
May 30, 2008	7.001	6.939
June 30, 2008	6.939	6.859
July 31, 2008	6.864	6.813
August 31, 2008	6.867	6.833
September 30, 2008	6.846	6.801
October 31, 2008	6.844	6.748
November 30, 2008	6.834	6.803
December 31, 2008	6.881	6.805

The value of China Networks Media's investment will be affected by the foreign exchange rate between U.S. dollars and Renminbi. From 1994 to July 21, 2005, the conversion of Renminbi into foreign currencies, including U.S. dollars, was based on exchange rates published by the People's Bank of China, which was set daily based on the previous day's interbank foreign exchange market rates in China and current exchange rates on the world financial markets. During that period, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. However, on July 21, 2005, as a result of the Renminbi being re-pegged to a basket of currencies, the Renminbi was revalued and appreciated against the U.S. dollar. There can be no assurance that such exchange rate will continue to remain stable in the future. Our investment could be negatively affected by a revaluation of the Renminbi against the U.S. dollar or by other fluctuations in prevailing Renminbi-U.S. dollar exchange rates. For example, to the extent that China Networks Media needs to convert U.S. dollars into Renminbi for its investment and should the Renminbi appreciate against the U.S. dollar at that time, its financial position and the costs of finance may be adversely affected.

## INFORMATION ABOUT ALYST

### Alyst's History and Business Plans

Alyst is a blank check company formed under the laws of the State of Delaware on August 16, 2006 for the purpose of acquiring, through a merger, stock exchange, asset acquisition, reorganization or similar business combination, one or more operating businesses. Its efforts in identifying a prospective target business are not limited to a particular industry although Alyst has initially focused its efforts on acquiring an operating business in the telecommunications industry, broadly defined.

Alyst consummated its IPO on July 5, 2007. All activity from August 16, 2006 through July 5, 2007 related to its formation and its IPO. Since July 5, 2007, Alyst's management has actively searched for a prospective target business to acquire. On August 13, 2008, Alyst announced it had entered into the Merger Agreement with China Networks Media and others as described under "The Business Combination Proposal – Background of the Business Combination."

Alyst does not currently have any employees or operations.

**The IPO and Trust Account.** The net funds received by Alyst in the IPO are held in a trust account and are not to be released until the earlier of the consummation of a business combination or liquidation of Alyst. However, as noted elsewhere in this proxy statement/prospectus, claims might be made against Alyst as a result of extending the period in which it may complete a business combination in order to avoid liquidation (or in other circumstances not now anticipated by Alyst). The trust account contained approximately \$63,229,004 as of December 31, 2008. If the Business Combination is consummated, the trust account, reduced by amounts paid to stockholders of Alyst who do not approve the Business Combination and elect to convert their shares of common stock into their pro rata shares of net funds in it, will be released to Alyst.

**Fair Market Value of Target Business.** Pursuant to Alyst's amended and restated certificate of incorporation, the initial target business that Alyst acquires or merges with must have a fair market value equal to at least 80% of Alyst's net assets at the time of such acquisition/merger, determined by Alyst's Board of Directors based on standards generally accepted by the financial community, such as actual and potential sales, earnings, cash flow and book value. Alyst is not required to obtain an opinion from an investment banking firm as to fair market value if its Board of Directors independently determines that the target business has sufficient fair market value.

**Limited Ability to Evaluate The Target Business' Management.** Although Alyst closely examined the management of China Networks Media, Alyst cannot assure you that its assessment of China Networks Media's management will prove to be correct, or that future management will have the necessary skills, qualifications or abilities to manage its business successfully. Essentially, all of China Networks Media's current management will remain with the combined company, and will be primarily responsible for the day-to-day operations.

**Stockholder Approval of Business Combination.** Provided that a quorum exists, Alyst will proceed with the Business Combination only if a majority of the shares of common stock sold in Alyst's IPO are voted at the Special Meeting in favor of the Business Combination and holders of shares sold in Alyst's IPO, representing less than 30% of the shares sold in the IPO and the private placement, exercise their conversion rights. The holders of Alyst common stock issued prior to its IPO have agreed to vote all of their 1,750,000 shares in accordance with the holders of a majority of the public shares voting in person or by proxy at the meeting regarding the Business Combination. The 1,750,000 shares that Alyst's initial stockholders will vote in accordance with the holders of a majority of the public shares voting in person or by proxy at the meeting represent 17.9% of Alyst's outstanding shares of common stock. If holders of at least 2,413,320 shares of Alyst's common stock purchased in Alyst's IPO (which number represents 30% or more of the shares of Alyst common stock issued in Alyst's IPO and private placement) vote against the Business Combination and exercise their right to convert their shares for cash, the Business Combination will not be consummated.

If the Business Combination is Not Consummated. If Alyst does not consummate the business combination with China Networks Media, it will continue to seek another target business until it is required to liquidate and dissolve pursuant to its amended and restated certificate of incorporation. Under its charter as currently in effect, if Alyst does not acquire at least majority control of a target business by June 29, 2009, Alyst will dissolve and distribute to its public stockholders the amount in the trust account plus any remaining net assets. Following dissolution, Alyst would no longer exist as a corporation.

Conversion rights. Each holder of public shares who votes against the Business Combination has the right to have his or her public shares converted for cash, if the Business Combination is approved and completed.

The actual per-share conversion price will be equal to the amount in the trust account, inclusive of any interest, as of two business days prior to the consummation of the Business Combination, less taxes payable, divided by the number of shares issued in Alyst's IPO and the private placement, which, as of December 31, 2008 would be approximately \$7.86 per share.

An eligible stockholder may request conversion at the time the vote is taken with respect to the Business Combination, but the request will not be granted unless the stockholder votes against the Business Combination and the Business Combination is approved and completed. Any request for conversion, if made by proxy prior to the date of the Special Meeting, may be withdrawn at any time up to the date of the meeting. Funds to be distributed to stockholders who elect conversion will be distributed promptly after consummation of the Business Combination. Any stockholder who converts stock into a portion of the trust account still has the right to exercise any warrants to purchase Alyst common stock. Alyst will not complete the merger if holders of 2,413,320 or more shares of Alyst's common stock purchased in Alyst's IPO (which number represents 30% or more of the shares of Alyst common stock issued in Alyst's IPO and private placement) vote against the Business Combination and exercise their conversion rights.

Competition. If the Business Combination is completed, Alyst will become subject to competition from competitors of China Networks Media. For more information of the competition China Networks Media faces, please see the section entitled, "Information About China Networks Media – Competitors Threats of Substitution" elsewhere in this document.

Future Plans. Alyst intends to become a leading company in the broadcast TV industry in the PRC. See the section entitled "The Business Combination Proposal."

Facilities. Alyst maintains executive offices at 233 E. 69th Street, #6J, New York, NY 10021. Alyst's director, Michael E. Weksel, is providing this space at no charge. Although Alyst considers its current office space, together with other office space otherwise available to Alyst's executive officers, adequate for its existing activities, Alyst anticipates that it will lease space from an unaffiliated third party if the Business Combination is approved and consummated..

#### Employees

Alyst has three executive officers. These individuals are not obligated to contribute any specific number of hours per week on Alyst's affairs, and they devote only as much time as they deem necessary to Alyst's matters. Alyst has no other employees.

#### Periodic Reporting and Audited Financial Statements

Alyst has registered its securities under the Exchange Act and has reporting obligations, including the requirement to file annual and quarterly reports with the SEC. In accordance with the requirements of the Securities Exchange Act of 1934, Alyst's annual report contains financial statements audited and reported on by Alyst's independent accountants. If the Redomestication Merger and the Business Combination are consummated, the successor corporation, CN Holdings, will be a reporting company under the Exchange Act. However, CN Holdings is expected to be considered a "foreign private issuer" as described under "The Redomestication Merger."

#### Legal Proceedings

To the knowledge of Alyst's management and Board of Directors, Alyst is not currently a party to any pending legal proceedings.

125

---



## ALYST MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto contained elsewhere in this proxy/prospectus.

### Plan of Operations

Alyst is a blank check company organized under the laws of the State of Delaware on August 16, 2006. Alyst was formed with the purpose of effecting a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business. Its efforts in identifying a prospective target business are not limited to a particular industry although Alyst has initially focused its efforts on acquiring an operating business in the telecommunications industry, broadly defined.

Alyst consummated its IPO on July 5, 2007. All activity from August 16, 2006 through July 5, 2007 related to its formation and its IPO. Since July 5, 2007, Alyst's management has actively searched for a prospective target business to acquire. On August 13, 2008, Alyst entered into the Merger Agreement with China Networks Media and others as described under "The Business Combination Proposal – Background of the Business Combination."

From August 16, 2006 (inception) through June 30, 2008, Alyst had net income of \$1,152,620 derived from interest income of \$2,428,469 offset by \$323,851 of formation and operating costs, and \$951,998 of income tax expense. For the fiscal year ended June 30, 2008, Alyst had net income of \$1,156,536 derived from interest income of \$2,426,933 offset by \$319,003 of formation and operating costs, and \$951,394 of income tax expense as compared to a net loss of \$3,916 derived from \$4,848 of formation costs and \$604 of income taxes offset by \$1,536 of interest income for the period from August 16, 2006 (inception) through June 30, 2007. The difference was due to the interest earned on the net proceeds received from the consummation of an IPO on July 5, 2007 and the sale of the insider warrants, and the subsequent incurrence of costs related to searching for an acquisition candidate.

From August 16, 2006 (inception) through September 30, 2008, Alyst had net income of \$1,268,566 derived from interest and dividend income of \$2,775,989 offset by \$459,404 of formation and operating costs, and \$1,048,019 of income tax expense. For the three months ended September 30, 2008, Alyst had net income of \$115,946 derived from interest and dividend income of \$347,520 offset by \$135,553 of formation and operating costs, and \$96,021 of income tax expense as compared to a net income of \$460,199, \$40,814 of formation and operating costs, and \$260,875 of income taxes and by \$761,888 of interest and dividend income for the three months ended September 30, 2007. The difference was due to the interest earned on the net proceeds received from the consummation of an offering on July 5, 2007 and the sale of the insider warrants, and the subsequent incurrence of costs related to searching for an acquisition candidate.

Upon consummation of its IPO and the sale of the insider warrants, \$63,154,286 of the net proceeds was deposited in trust. The remaining net proceeds of \$47,878 is available to pay for business, legal and accounting due diligence on prospective acquisitions and continuing formation and operating costs. Alyst intends to utilize its cash, including the funds held in the trust account, capital stock, debt or a combination of the foregoing to effect a business combination. To the extent that its capital stock or debt securities are used in whole or in part as consideration to effect a business combination, the proceeds held in the trust account as well as any other available cash will be used to finance the operations of the target business. At September 30, 2008, Alyst had current assets of \$1,265,245 and current liabilities of \$607,031, resulting in working capital of \$658,214.

From the date of the consummation of the IPO until such time as Alyst effectuates a business combination, Alyst may draw from the interest earned on the trust account (i) up to \$1,680,000 for use as working capital, and (ii) all funds necessary to meet its tax obligations. Since the IPO, Alyst has drawn from the trust account a total of \$2,409,000, of which \$1,223,564 was drawn to meet its tax obligations and \$1,185,436 was drawn for working capital.

Alyst believes it will have sufficient funds available to it from interest earned on the trust account to operate through the later of June 29, 2009 or the date upon which it consummates a business combination. Up to \$1,680,000 of interest earned on the assets of the trust account are available to it for the payment of expenses associated with the due diligence and investigation of a target business or businesses, structuring, negotiating and documenting an initial business combination, legal, and accounting fees relating to its SEC reporting obligations and general working capital that will be used for miscellaneous expenses and reserves. Alyst does not believe it will need to raise additional funds in order to meet the expenditures required for operating its business. However, it may need to raise additional funds through a private offering of debt or equity securities if such funds are required to consummate a business combination. Alyst would only consummate such a financing simultaneously with the consummation of a business combination. As needed, additional funds are also available to it from the interest earned on the assets of the trust account to pay all of its tax obligations.

## Off-Balance Sheet Arrangements

Alyst does not have any off-balance sheet arrangements.

## Summarized Quarterly Data (unaudited)

The following table summarizes our quarterly results of operations for the quarter ended September 30, 2008 for the past five quarters. :

	Quarter ended September 30, 2007	Quarter ended December 31, 2007	Quarter ended March 31, 2008	Quarter ended June 30, 2008	Quarter ended September 30, 2008
Revenue	\$	\$	\$	\$	\$
Loss from operations	(41,765)	(41,599)	(139,154)	(96,485)	(135,553 )
Interest income	762,841	744,043	555,785	364,264	347,520
Income before provision for income taxes	721,076	702,444	416,631	267,779	211,967
Provision for income taxes	260,875	530,000	41,421	119,098	96,021
Net Income	460,201	172,444	375,210	148,681	115,946
Weighted average shares outstanding (basic and diluted)	7,133,561	7,381,081	7,381,081	7,381,081	7,381,081
Basic and diluted net income per share	\$ .06	\$ .02	\$ .05	\$ .02	\$ .02

## DIRECTORS AND MANAGEMENT

## Directors, Management and Key Employees Following the Redomestication Merger and the Business Combination

Upon consummation of the Redomestication Merger and the Business Combination, the board of directors and executive officers of CN Holdings shall be as follows:

Name	Age	Position
Li Shuangqing	55	Chief Executive Officer and Chairman
Kerry Propper	34	Director
Michael E. Weksel	44	Chief Financial Officer and Director

Mr. Li Shuangqing has been Chairman and CEO and a director of China Networks Media since May 2008. From 2006 to 2007, Mr. Li was the Chairman of Shandong Huashi Media & Technology, a leading Electronic Program Guide provider in China. Prior to that, he was from 2001 to 2006 the General Manager of Huicong Advertising, a leading Chinese internet and TV advertising company and Director of Advertising Department of Qilu TV Station from 1997 to 2001. Mr. Li had various management and TV production roles with Shandong and Qilu TV Stations from 1980 to 1997. Mr. Li completed EMBA course from Guanghua School of Management, Peking University.

Kerry Propper has been a director of China Networks Media since May 2008. Mr. Propper has been the owner and chief executive officer of Chardan Capital Markets LLC, a New York based broker/dealer, since July 2003. He has also been a managing director of SUJG, Inc., an investment company, since April 2005. From its inception in December 2003 until November 2005, Mr. Propper served as a member of the board of directors of each of Chardan China Acquisition Corp., Chardan North China Acquisition Corporation and Chardan South China Acquisition Corporation, each an OTC Bulletin Board listed blank check company. In November 2005, Chardan China Acquisition Corp. completed its business combination with State Harvest Holdings Ltd. and changed its name to Origin Agritech Ltd., in September 2007, Chardan North completed its business combination with Gifted Time Holdings, Limited and changed its name to HLS Systems International, Ltd. and in January 2008 Chardan South completed its business combination with Head Dragon Holdings, Limited and changed its name to A-Power Energy Generation Systems, Ltd. Mr. Propper has continued to serve as a member of the board of directors of Origin Agritech and HLS Systems International Ltd. since their mergers. Mr. Propper also sits on the board of directors of China Cablecom Holdings, Ltd., a joint-venture provider of cable TV services in China. Mr. Propper was a founder, and from February 1999 to July 2003 owner and managing director of Windsor Capital Advisors, a full service brokerage firm also based in New York. Mr. Propper also founder The Private Capital Group LLC, a small private investment firm specializing in hard money loans and convertible preferred debt and equity offerings for small companies, in May 2000 and was affiliated with it until December 2003. From July 1997 until February 1999, Mr. Propper worked at Aegis Capital Corp., a broker dealer and member firm of NASD. Mr. Propper received his B.A. (with honors) in Economics and International Studies from Colby College and studied at the London School of Economics.

Michael E. Weksel is the current chief executive officer, principal financial and accounting officer, and sole director of CN Holdings, and assumed the position of chief financial officer of China Networks Media in January 2009. Mr. Weksel will serve as Chief Financial Officer and a director of CN Holdings if the Business Combination and Redomestication Merger are approved. Mr. Weksel has also been a member of the board of directors of Alyst since inception and he serves as Alyst's chief operating officer, chief financial officer and secretary. From 2000 to 2007, Mr. Weksel was a principal in Industrial Acquisitions Management, LLC, a private venture firm. From 1994 to 1999, Mr. Weksel served on the board of directors and as chief financial officer and vice president of LogistiCare which he co-founded. From 1992 to 1994, Mr. Weksel served as a managing director at Weksel, Davies & Co. Inc. In that capacity, Mr. Weksel acted as the sole executive officer at Viking Mobile Communications and as project director for the implementation of a new enterprise computing solution at The E.F. Johnson Company. Mr. Weksel also served on the board of directors of The E.F. Johnson Company. Prior to 1992, Mr. Weksel worked for three years as an associate

at the merchant banking firm of Joseph, Littlejohn and Levy, Inc. Mr. Weksel currently is a director of both GovDelivery, Inc., a leading e-mail subscription management system provider, and Safe Lites, LLC, a developer of applications of electroluminescent technologies. Mr. Weksel received a B.S. from the State University of New York at Albany and an M.B.A. from Columbia University. Mr. Weksel is the son of Dr. William Weksel, the Chief Executive Officer of Alyst.

128

---

Alyst's board of directors is currently divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. Upon consummation of the Business Combination, this classified board feature will terminate and CN Holdings will then have only one class of directors, with each director elected annually.

#### Director Independence

The NYSE Alternext requires that a majority of the board of directors be composed of "independent directors," which is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship, which in the opinion of the company's board of directors would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director.

#### Alyst

Robert A. Schriesheim, Matthew Botwin and Stephen J. DeGroat are Alyst's independent directors, constituting a majority of its board. Alyst's independent directors have regularly scheduled meetings at which only independent directors are present.

Any affiliated transactions will be on terms not less favorable to Alyst than could be obtained from independent parties. Any affiliated transactions must be approved by a majority of the independent and disinterested directors.

#### CN Holdings

Upon consummation of the Business Combination, [ ] will be independent directors of CN Holdings under Nasdaq Rules. CN Holdings' independent directors will have regularly scheduled meetings at which only independent directors are present.

Any affiliated transactions will be on terms no less favorable to CN Holdings than could be obtained from independent parties. Any affiliated transactions must be approved by a majority of its independent and disinterested directors.

#### Compensation Committee Interlocks and Insider Participation

During the last fiscal year, no executive officer of Alyst or CN Holdings has received compensation, and no officer of either company, has participated in deliberations of the respective Board of Directors concerning executive officer compensation.

#### Meetings and Committees of the Board of Directors of Alyst and CN Holdings

Although Alyst does not have any formal policy regarding director attendance at annual stockholder meetings. Following consummation of the Business Combination, CN Holdings expects to schedule its annual meetings so that its directors can attend. In addition, CN Holdings expects its directors to attend all Board and committee meetings and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

## Audit Committee

### Alyst

Alyst has established an audit committee of the board of directors, which consists of Matthew Botwin, as chairman and Robert A. Schriesheim. It has determined that each of these individuals is an independent director under the NYSE Alternext's listing standards. The audit committee's duties, which are specified in Alyst's Audit Committee Charter, include, but are not limited to:

- reviewing and discussing with management and the independent auditor the annual audited financial statements, and recommending to the board whether the audited financial statements should be included in our Form 10-K;
- discussing with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
  - discussing with management major risk assessment and risk management policies;
  - monitoring the independence of the independent auditor;
- verifying the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
  - reviewing and approving all related-party transactions;
- inquiring and discussing with management our compliance with applicable laws and regulations;
- pre-approving all audit services and permitted non-audit services to be performed by our independent auditor, including the fees and terms of the services to be performed;
  - appointing or replacing the independent auditor;
- determining the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; and
- establishing procedures for the receipt, retention and treatment of complaints received by Alyst regarding accounting, internal accounting controls or reports which raise material issues regarding our financial statements or accounting policies.

### CN Holdings

Upon consummation of the Business Combination, the Audit Committee of CN Holdings will be comprised of •, each of which is an independent director. The Audit Committee's duties will be specified in its charter and such duties are expected to be equivalent to those of Alyst's Audit Committee.

### Financial Experts on Audit Committee

The audit committee is at all times be composed exclusively of "independent directors" who are "financially literate" as defined under the NYSE Alternext listing standards. The NYSE Alternext listing standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, income

statement and cash flow statement.

In addition, Alyst and, post-combination, CN Holdings must certify to the NYSE Alternext, and Nasdaq in the case of CN Holdings, that the committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication. The Alyst board of directors has determined that Robert A. Schriesheim satisfies the NYSE Alternext's definition of financial sophistication and also qualifies as an "audit committee financial expert," as defined under rules and regulations of the SEC.

#### Alyst's Principal Accountant

The firm of Marcum & Kliegman LLP ("Marcum & Kliegman") has served as Alyst's principal accountant since its formation on August 16, 2006. The following is a summary of fees paid or to be paid to Marcum & Kliegman for services rendered to Alyst for the last two fiscal years.

130

---



#### Audit Fees

During the year ended June 30, 2008, Alyst paid its principal accountants \$39,000 for the services they performed in connection with Alyst's Registration Statement on Form S-1 related to its IPO, including the financial statements included in the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 2007, and \$47,000 in connection with its June 30, 2007 Annual Audit on Form 10-KSB and the review of its Quarterly Reports on Form 10-QSB. The fee for the audit of the financial statements included in the Annual Report on Form 10-KSB for the fiscal year ended June 30, 2008 was \$30,000. The aggregate of such fees is \$116,000.

#### Audit-Related Fees

Alyst did not receive audit-related services that are not reported as Audit Fees for the year ended June 30, 2008.

#### Tax Fees

During fiscal 2008, Alyst's principal accountant rendered services to it for tax compliance, tax advice and tax planning in the amount of \$3,600.

#### All Other Fees

During fiscal 2008, there were no fees billed for products and services provided by the principal accountant other than those set forth above.

#### Audit Committee Approval

Since Alyst's Audit Committee was not formed until July 2007, it did not pre-approve all of the foregoing services. Services rendered prior to the formation of the Audit Committee were approved by Alyst's board of directors. However, in accordance with Section 10A(i) of the Exchange Act, before Alyst or CN Holdings engages an independent accountant to render audit or non-audit services on a going-forward basis, the engagement will be approved by the respective audit committee.

#### Nominating Committee Information

##### Alyst

Alyst established a nominating committee of the board of directors, which consists of Stephen J. DeGroat, and Matthew Botwin, each of whom is an independent director under the NYSE Alternext's listing standards. The nominating committee is responsible for overseeing the selection of persons to be nominated to serve on our board of directors. The nominating committee considers persons identified by its members, management, shareholders, investment bankers and others.

#### Guidelines for Selecting Director Nominees