

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 31 AUGUST 2015 FOR OPEN OFFER

The Board is pleased to announce that the ordinary resolution as set out in the Notice to approve the Underwriting Agreement, the Open Offer, and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the EGM held on 31 August 2015.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China 33 Media Group Limited (the “**Company**”) dated 14 August 2015 in relation to the Open Offer (the “**Open Offer Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Open Offer Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution as set out in the Notice to approve the Underwriting Agreement, the Open Offer, and the transactions contemplated thereunder as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 31 August 2015.

As stated in the Open Offer Circular, (i) Mr. Ruan Deqing is an executive Director and chairman of the Company; (ii) Lizhong Limited is a Substantial Shareholder and is indirectly owned as to approximately 48.73% and 48.73% by Mr. Ruan Deqing and Mr. Lin Pintong respectively; (iii) Mr. Wang Fuqing is a non-executive Director of the Company; and (iv) Mr. Peng Lichun is an executive Director of the Company. Mr. Ruan Deqing, Mr. Lin Pintong, Mr. Wang Fuqing, Mr. Peng Lichun, Lizhong Limited and their associates will be required to abstain from voting in favour of the ordinary resolution relating to the Underwriting Agreement, the Open Offer and the transactions contemplated thereunder at the EGM.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolution proposed at the EGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting on the ordinary resolution proposed at the EGM under the GEM

Listing Rules, and there was no restriction on any Shareholder to cast votes on the ordinary resolution proposed at the EGM. In addition, no Shareholder had stated his intention in the Circular, in which the Notice setting out the ordinary resolution was contained, to vote against or to abstain from voting on the ordinary resolution proposed at the EGM.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the EGM. The poll results in respect of the ordinary resolution of the EGM was as follows:

| Ordinary Resolution | Number of Votes (%) | |
|--|-------------------------|------------------------|
| | For | Against |
| To approve, confirm and ratify the Underwriting Agreement and the Open Offer and the transactions contemplated thereby, to authorise the Directors to allot and issue the Offer Shares and to authorise any Directors to do all acts and things in connection with the Open Offer. | 113,624,050 (79.87%) | 28,638,000 (20.13%) |

As more than 50% of the votes were cast in favour of the resolution, resolution was passed as ordinary resolution of the Company.

By order of the Board
China 33 Media Group Limited
Ruan Deqing
Chairman

Hong Kong, 31 August 2015

As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Peng Lichun and Mr. Ma Pun Fai; the non-executive Director is Mr. Wang Fuqing; and the independent non-executive Directors are Ms. Tay Sheve Li and Ms. Yu Shun Yan Verda.

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

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and the Company's website at www.china33media.com.