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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

(1) UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS (2) INSIDE INFORMATION

This announcement is made by China 33 Media Group Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the recent increase in the price and increase in trading volume of the shares (the “**Shares**”) of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Company confirms that save as disclosed in this announcement below, the Company is not aware of any reasons for these price and volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

The Board would like to inform the shareholders of the Company that based on the information provided by Lizhong Limited (“**Lizhong**”), a controlling shareholder of the Company (as defined in the GEM Listing Rules) holding approximately 43.13% of Shares immediately before the Disposal (as defined below), and to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) on 21 January 2015, Lizhong, as borrower, entered into a loan agreement with an independent third party, as lender (the “**Lender**”) for a term loan for its own business purpose which is secured by a share charge of 192,000,000 Shares owned by Lizhong in favour of the Lender; (ii) on 22 January 2015, 23 January 2015 and 26 January 2015, Lizhong has disposed an aggregate of 66,756,000 Shares on the market (the “**Disposal**”).

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

By Order of the Board
China 33 Media Group Limited
Ruan Deqing
Chairman and Executive Director

Hong Kong, 26 January 2015

As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Lin Pintong and Mr. Han Wenqian; the non-executive Directors are Mr. Wang Fuqing and Mr. Wang Jianqing; and the independent non-executive Directors are Mr. Chen Shaofeng, Ms. Tay Sheve Li and Mr. Teng Tai.

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.