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中國三三傳媒集團有限公司
CHINA 33 MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

**COMPLAINT LETTER FROM A DIRECTOR OF THE COMPANY
AND
CLARIFICATION OF CIRCULAR**

COMPLAINT LETTER FROM A DIRECTOR OF THE COMPANY

The board (the “**Board**”) of directors (the “**Director(s)**”) of China 33 Media Group Limited (the “**Company**”), would like to inform the shareholders of the Company and its potential investors, that on 17 September 2015 the Board of the Company was notified by the Stock Exchange of Hong Kong Limited (the “**Exchange**”) that they had received a complaint letter (the “**Letter**”) from a Director (the “**Complainant**”).

The Complainant raised a number of allegations against the Company: (i) the information regarding the movie business development contained in the announcement of 24 July 2015 (the “**Announcement**”), the circular of 14 August 2015 (the “**Circular**”) and the prospectus of 14 September 2015 (the “**Prospectus**”) was inaccurate, misleading and deceptive; (ii) the Company did not intend to develop the movie business and in fact was attempting to acquire a financial assets management company; (iii) the fact that Lizhong Limited, one of the majority shareholders, did not inform the Company of the charge and disposal of the shares is an indication Lizhong Limited was exiting the Company; (iv) the independency of the underwriters, sub-underwriters and independent shareholders who voted at the extraordinary general meeting hold on 31 August 2015 for the open offer of 5,040,000,000 offer shares at the subscription price of HK\$0.1 each on the basis of seven offer shares for every one existing share (the “**Open Offer**”) is questionable (the “**Allegations**”).

In response to the Allegations, the Company confirms that:

- (1) the information contained in the Announcement, the Circular and the Prospectus remains accurate and complete in all material respects and not misleading or deceptive as of to date.
- (2) the Allegations that the Company did not have any intention to develop its movie business and that it attempted to deceive its shareholders and the Exchange are based purely on the Complainant’s own speculations and are totally groundless, the Company also confirmed it has no intention to acquire any financial assets management company in the foreseeable future.

- (3) the charge and disposal of the shares by Lizhong Limited is purely a private commercial decision and should not be taken as an indication that Lizhong Limited planned to exit from the Company.
- (4) to the Company's best knowledge, the underwriters, sub-underwriters and independent shareholders are not connected with, and are independent of the Company and its Directors.

CLARIFICATION OF CIRCULAR

Reference is made to the Circular issued by the Company. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

The Company would like to clarify the following inadvertent errors in the Circular:

1. On page 28 of the Circular under the paragraph headed "Ms. Chen Qiu Jin ("**Ms. Chen**")":

- a. "Ms. Chen previously worked for a financial media company which is listed on NSADAQ and in Japan. She has been company secretary of a listed company in Hong Kong."

The Company wish to clarify that NSADAQ should be spelled as NASDAQ, and Ms. Chen has not been company secretary of a listed company in Hong Kong.

2. On page 28 of the Circular under the paragraph headed "Mr. Chang Tat Joel ("**Mr. Chang**")":

- a. "Mr. Chang, being a consultant of Hutong, is a partner of Pohua JT Private Equity Fund L.P., a substantial shareholder of Long Sun Holdings Limited (stock code: 295)."

The Company wish to clarify that Pohua JT Private Equity Fund L.P. is a substantial shareholder of Kong Sun Holdings Limited, with stock code 295, which was wrongly stated as 259 in the Chinese version.

- b. "Prior to the establishment of AID Partners Capital Limited and Genius Link Asset Management, he was the chief investment officer of Investec Asia Limited and a managing director of China Everbright Capital Limited and an executive director of BNP Prime Peregrine Capital Limited."

The Company wish to clarify that the correct name for Genius Link Asset Management should be Genius Link Assets Management Limited.

The above mentioned clarifications do not affect any other information contained in the Circular and, save as disclosed in this announcement, all other information in the Circular shall remain unchanged.

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

Hong Kong, 2 October 2015

For the purpose of this Announcement, the Board comprises of executive Directors Mr. Ruan Deqing (Chairman), Mr. Peng Lichun and Mr. Ma Pun Fai; 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.