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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: 08087)

PROFIT WARNING

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company and potential investors that based on the preliminary assessment by the Board of the financial information of the Company currently available and the unaudited consolidated management accounts of the Group for the year ended 31 December 2013, which has neither been reviewed by the audit committee of the Company nor audited by the auditors of the Company, the Group is expected to record a loss for the year ended 31 December 2013.

The Board believes that the loss was mainly attributable to significant decrease of revenue for the year ended 31 December 2013 as a result of the halt of distribution of two periodicals (namely, “旅客報”(Passengers) and “報林”(Resources)) in January 2013 after the Group’s publishing partner of these two periodicals chose not to participate in the public tendering of their distribution right on passenger trains in the PRC (details of which are set out in the announcements of the Company dated 7 January 2013 and 23 January 2013). Also, the results of the Group may be further affected by a possible provision for impairment in respect of certain account receivables, prepayments and deposits based on the management’s assessment of the low likelihood of their recoverability.

The Board wishes to state that the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available to the Company and the unaudited consolidated management accounts of the Group for the year ended 31 December 2013. The results announcement for the year ended 31 December 2013 is expected to be approved and announced by the Board by the end of March 2014 in compliance with the GEM Listing Rules.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company and read the announcement of the annual results of the Company for the year ended 31 December 2013 carefully when it is published.

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

Hong Kong, 3 March 2014

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. Gao Xingbo, Mr. Chen Shaofeng and Ms. Tay Sheve Li.

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.