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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Subscription have been fulfilled and the completion of the Subscription took place on 22 April 2015 in accordance with the terms and conditions of the Subscription Agreement. A total of 120,000,000 Subscription Shares have been successfully subscribed by the Subscriber.

Reference is made to the announcement of China 33 Media Group Limited (the “**Company**”) dated 10 April 2015 in respect of the Subscription (the “**Announcement**”). Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the conditions of the Subscription have been fulfilled and the completion of the Subscription took place on 22 April 2015 in accordance with the terms and conditions of the Subscription Agreement. A total of 120,000,000 Subscription Shares have been successfully subscribed by the Subscriber whose ultimate beneficial owners are Independent Third Parties, at the Subscription Price of HK\$0.22 per Subscription Share, representing approximately 16.67% of the entire issued share capital of the Company (as enlarged by the issue of the Subscription Shares) immediately after completion of the Subscription.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

The Subscriber and its respective associates becomes a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Subscription.

The net proceeds from the Subscription is HK\$26.4 million which is intended to be used in funding the general working capital of the Group and finance any attractive investment opportunities if arise.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after completion of the Subscription:

Substantial Shareholders	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>Number of shares</i>	<i>Approx. %</i>	<i>Number of shares</i>	<i>Approx. %</i>
Lizhong Limited	192,000,300	32	192,000,300	26.67
Subscriber	—	—	120,000,000	16.67
Other public shareholders	<u>407,999,700</u>	<u>68</u>	<u>407,999,700</u>	<u>56.66</u>
Total	<u><u>600,000,000</u></u>	<u><u>100</u></u>	<u><u>720,000,000</u></u>	<u><u>100</u></u>

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

Hong Kong, 22 April 2015

As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Lin Pintong, Ms. Yang Kan and Mr. Peng Lichun; the non-executive Director is Mr. Wang Fuqing; and the independent non-executive Directors are Ms. Tay Sheve Li, Mr. Teng Tai 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.