

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/2/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China 33 Media Group Limited
Date Submitted	1/3/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares	S
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(1) Stock code : <u>8087</u> Descrip	otion :	China 33			
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month	40,000,000,000	US\$0.001	US\$40,000,000.00		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	40,000,000,000	US\$0.001	US\$40,000,000.00		
(2) Stock code : <u></u> Description : <u></u>					
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

## 2. Preference Shares

Stock code : Descrip	tion : <u></u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

## 3. Other Classes of Shares

Stock code :Descri	ption : <u></u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	l		
Increase/(decrease)		-	
Balance at close of the month			

Total authorised share capital at the end of the month (*State currency*):

US\$40,000,000.00

# II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference		
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	5,760,000,000				
Increase/ (decrease) during the month	Nil				
Balance at close of the month	5,760,000,000				

# III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes of	the Issuer)			
Particulars of					No. of new	No. of new shares of
share option					shares of issuer	issuer which may be
scheme					issued during the	issued pursuant
including EGM		Movement dur	ing the month	1	month pursuant	thereto as at close of
approval date			-		thereto	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Exercise Price						
HK\$0.0242						
Share Option						
Scheme						
adopted on						
18/5/2017						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	576,000,000
(Note 1)						
2.Exercise Price						
HK\$						
Meeting						
approved						
( / / )						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
3.Exercise Price						
HK\$						
Meeting						
approved						
Ordinary shares						
(Note 1)		-				
		10		nary shares)	Nil	
				ence shares)		
			•	Other class)		
Total funds raised d		nth from exercis	е	Nil		
of options (State cu	rrency)					

Warrants to Issue Shares	s of the Issuer	<sup>.</sup> which are to be	Listed
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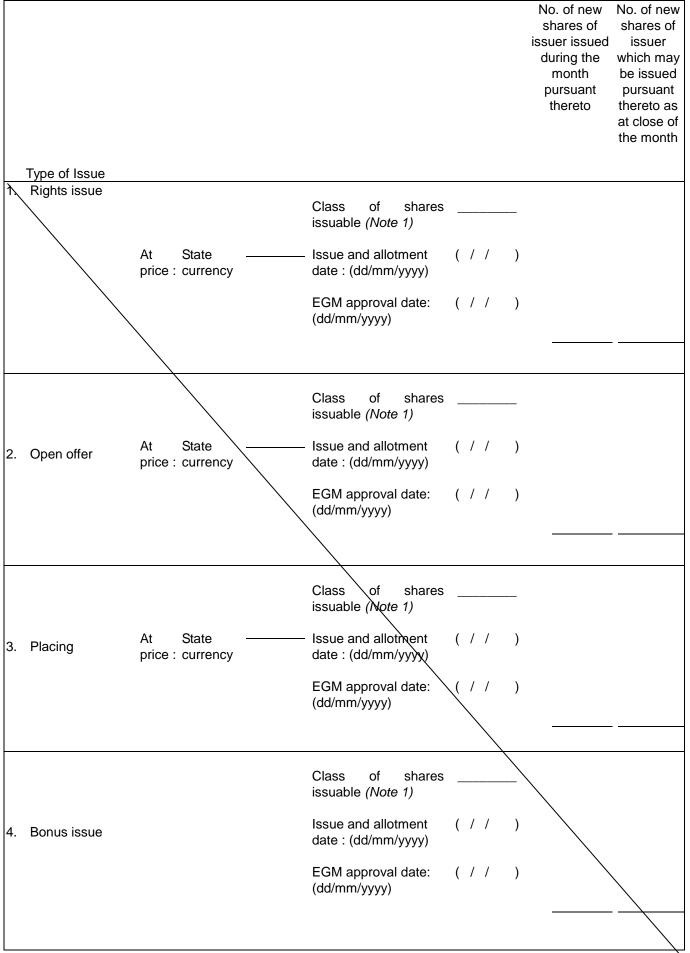
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>¥.</u>						
( / / ) Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price						
EGM approval date (if applicable)		)				
(dd/mm/yyyy) 2.	( / /	)				
	<b>\</b>					
( / / ) Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price		<u></u>				
(if applicable) (dd/mm/yyyy)	( / /					
<u>3.</u>						
		/·				·
Stock code (if listed) Class of shares			$\backslash$			
A. L. & M. R. & M.						
EGM approval date			$\backslash$	$\backslash$		
(if applicable) (dd/mm/yyyy)	( / /	)		$\backslash$		
4.						
( / /  ) Stock code (if listed)				$\backslash$	\ \	
Class of shares					$\backslash$	
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Total B	(Ordina	ary shares)		$\mathbf{i}$
			(Preferen	ce shares) ther class)		

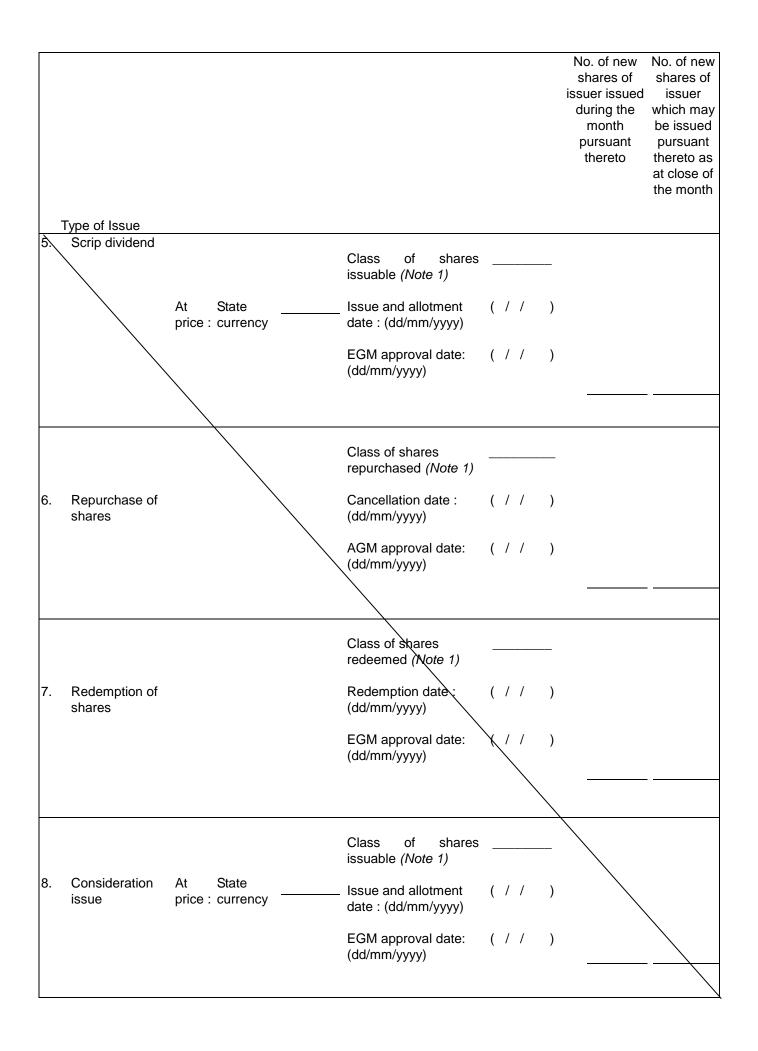
## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

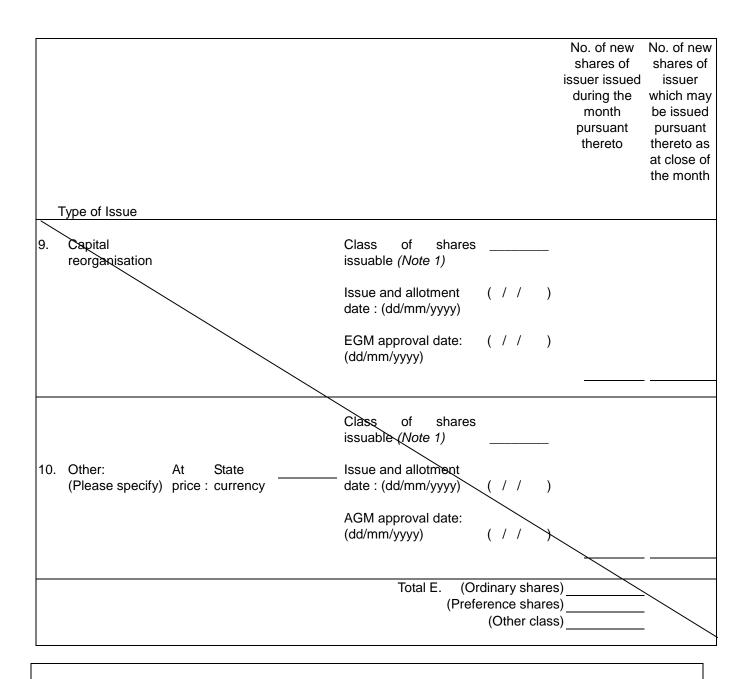
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
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Stock code (if listed) Class of shares	- - 					
issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	(//)					
2.						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) <u>3.</u>	(//) - -	_/				
Class of shares	- 					
EGM approval date (if applicable) (dd/mm/yyyy) 4.	_ ( / / _ )					
	-					
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
		Т		ry shares) ce shares) ther class)		

	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
N		
( / / ) shares (Note 1)	-	
2	-	
	-	
( / / ) shares (Note 1)	-	
3.		
3		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(2)	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	
(These figures should be the same as the relevant figures under II above ("Movements in Issu Capital").)	ed Share

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Tricor Investor Services Limited

Title: Branch share registrar (Director, Secretary or other duly authorised officer)

#### Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.