

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



**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)**

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 5 DECEMBER 2024;  
(II) SHARE CONSOLIDATION BECOMING EFFECTIVE  
ON 9 DECEMBER 2024; AND  
(III) COMMENCEMENT OF DEALINGS IN  
THE CONSOLIDATED SHARES  
ON AN EX-RIGHTS BASIS ON 10 DECEMBER 2024**

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all resolutions were duly passed by way of poll at the extraordinary general meeting of the Company held on 5 December 2024.

**(II) SHARE CONSOLIDATION BECOMING EFFECTIVE ON 9 DECEMBER 2024**

Subject to the GEM Listing Committee granting the listing of and permission to deal in the Consolidated Shares, the Share Consolidation will become effective on Monday, 9 December 2024.

**(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Monday, 9 December 2024 and the Consolidated Shares will be dealt with on an ex-rights basis from Tuesday, 10 December 2024.

Reference is made to the circular of China 33 Media Group Limited (the “**Company**”) dated 15 November 2024 (the “**Circular**”) in relation to, among others, the Share Consolidation and the Rights Issue and the proposed ordinary resolutions set out in the notice of extraordinary general meeting (“**EGM**”) of the Company dated 15 November 2024 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

## (I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that each of the proposed resolutions (the “**Resolution(s)**”) as set out in the Notice was duly passed by way of poll by the Shareholders and/or the Independent Shareholders (as the case may be) at the EGM held on Thursday, 5 December 2024.

As at the date of the EGM, the total number of issued Shares of the Company was 172,800,000 Existing Shares. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders or their respective associates had any interest in the Share Consolidation, therefore no Shareholder was required to abstain from voting in favour of the resolution relating to the Share Consolidation (i.e. Resolution No. 1) at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against Resolution No. 1 at the EGM was 172,800,000 Existing Shares, representing the entire issued share capital of the Company as at the date of the EGM.

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval by the Independent Shareholders at the EGM by poll in accordance with the requirements of Rule 10.29(1) of the GEM Listing Rules and any controlling Shareholder(s) (as defined under the GEM Listing Rules) and their respective associates, or where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the EGM.

As at the date of the EGM, the Company has no controlling Shareholder. Accordingly, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules), shall abstain from voting in favour of the proposed Rights Issue at the EGM. As at the date of the EGM, Lizhong Limited holds 14,400,500 Existing Shares, representing approximately 8.33% of the total issued share capital of the Company. Lizhong Limited is held as to approximately 48.73% by Joint Loyal Limited, which is wholly-owned by Mr. Ruan Deqing, being an executive Director and the chairman of the Board. Mr. Ruan Deqing is deemed to be interested in all the Shares held by Lizhong Limited by virtue of the SFO. Accordingly, each of Mr. Ruan Deqing, Lizhong Limited, Joint Loyal Limited and their respective associates were required to abstain and had so abstained from voting in favour of the resolution relating to the Rights Issue (i.e. Resolution No. 2). Save as disclosed, no other Shareholder is required to abstain from voting for the resolution relating to the Rights Issue at the EGM. Accordingly, there were a total of 158,399,500 Existing Shares entitling the Shareholders to attend and vote for or against the Resolution No. 2 at the EGM.

All five Directors, namely Mr. Ruan Deqing, Mr. Ma Pun Fai, Ms. Tay Sheve Li, Mr. Yau Kit Yu and Ms. Wipada Kunna, attended the EGM in person or by electronic means. Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as scrutineer for the purpose of vote taking at the EGM.

Details of the poll results in respect of the Resolutions put to vote at the EGM were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Share Consolidation and the transactions contemplated thereunder as set out in the EGM Notice.	13,987,520 (99.99%)	320 (0.01%)
2.	To approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder as set out in the EGM Notice.	13,987,520 (99.99%)	320 (0.01%)

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed at the EGM.

## **(II) SHARE CONSOLIDATION BECOMING EFFECTIVE**

Subject to the GEM Listing Committee granting the listing of and permission to deal in the Consolidated Shares, the Share Consolidation will become effective on Monday, 9 December 2024. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from yellow to pink. Certificates for the Existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after 4:10 p.m. on Wednesday, 15 January 2025. Dealings in the Consolidated Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 9 December 2024.

## **(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Monday, 9 December 2024 and the Consolidated Shares will be dealt with on an ex-rights basis from Tuesday, 10 December 2024.

#### **(IV) DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the expected timetable in the Circular. Subject to the fulfilment of the conditions of the Rights Issue, the Prospectus Documents containing, among other matters, details of the Rights Issue, are expected to be made available on the websites of the Company (<http://www.china33media.com>) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on or before Thursday, 19 December 2024. The Company will despatch the PAL in printed form to the Qualifying Shareholders but will not despatch the PAL to the Excluded Shareholders. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 7 January 2025.

#### **(V) WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL PAID RIGHTS**

The Shares will be dealt on an ex-rights basis from Tuesday, 10 December 2024. Dealings in the nil-paid Rights Shares are expected to take place from Monday, 23 December 2024 to Thursday, 2 January 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled in full, the Rights Issue will not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares, the Consolidated Shares and/or the nil-paid rights is advised to exercise caution when dealing in the Shares, the Consolidated Shares and/or the nil-paid rights.

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

Hong Kong, 5 December 2024

*As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman) and Mr. Ma Pun Fai; and the independent non-executive Directors are Ms. Tay Sheve Li, Mr. Yau Kit Yu and Ms. Wipada Kunna.*

*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 GEM 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 Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and the Company’s website at [www.china33media.com](http://www.china33media.com).*