

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.



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)

TERMINATION OF CONTRACTUAL ARRANGEMENT

Reference is made to the Prospectus and the Annual Report.

As disclosed in the Prospectus and the Annual Report, the business operation of Fujian Aoshen and Beijing Datisu (together referred to as the “**Opcos**”) involves the business of publication and general distribution of books, periodicals and newspaper in the PRC (the “**Restricted Businesses**”). As the applicable PRC laws and regulations in force restrict foreign investment in the Restricted Businesses, the Group adopted the Contractual Arrangements in December 2010, with respect to the Opcos, which have enabled the Group, through the Contractual Arrangements, to obtain effective control over, and receive all the economic benefits generated by the Opcos.

As the restriction on foreign ownership in the Restricted Businesses have now been fully lifted in accordance with the PRC laws and regulations the Board hereby announces that the respective parties of the Contractual Arrangements have entered into agreements to (i) transfer all assets and liabilities and business contracts, if any, from the Opcos to Aoshen Technology, a wholly-owned subsidiary of the Company; and (ii) unwind the Contractual Arrangements.

As at the date of this announcement, the Contractual Arrangements have been terminated and unwound and Fujian Aoshen and Beijing Datisu have been ceased to be deemed as subsidiaries of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Annual Report”	the annual report of the Company for the year ended 31 December 2023
“Aoshen Technology”	Aoshen Technology Service (Fuzhou) Co., Ltd. (奧神技術服務(福州)有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Beijing Datisu”	Beijing Datisu Media Advertising Co., Ltd. (北京大提速傳媒廣告有限公司), a company established in the PRC with limited liability

“Board”	board of Directors
“Company”	China 33 Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8087)
“Contractual Arrangements”	the agreements and powers of attorney entered into by Mr. Lin Pintong, Mr. Ruan Deqing, Fujian Aoshen, Beijing Datisu, Aoshen Technology and Aoshen Hongkong on 17 December 2010, comprising the framework agreements, the exclusivity agreements, the equity pledge agreements, the option agreements and the powers of attorney with further information set forth in the section headed “Structure Agreements” in the Prospectus
“Director(s)”	the director(s) of the Company
“Fujian Aoshen”	Fujian Ao Shen Media Advertising Co. Ltd. (福建省奧神傳媒廣告有限責任公司), a company established in the PRC with limited liability
“Group”	the Company and its subsidiaries
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 22 February 2011

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

Hong Kong, 21 February 2025

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 for at least seven days from the date of its posting and the Company’s website at www.china33media.com.