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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN an extraordinary general meeting (the "**EGM**") of China 33 Media Group Limited (the "**Company**") will be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 24 April 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 April 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

1. "**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed "Conditions of the Share Subdivision" (the "**Conditions**") in the Circular, with effect from the second Business Day immediately following the date on which the Conditions are fulfilled:

   (a) every ordinary share with a par value of US$0.004 each in the authorised and issued share capital of the Company be subdivided into five (5) ordinary shares with a par value of US$0.0008 each (the "**Subdivided Shares**") (the "**Share Subdivision**"), such Subdivided Share(s) shall rank *pari passu* in all respects with each other in accordance with the articles of association of the Company and shall have the same rights and privileges and be subject to the same restriction as the Shares in issue prior to the Share Subdivision such that immediately following the Share Subdivision becoming effective, the authorised share capital of the Company shall be changed from (i) US$40,000,000 divided into 10,000,000,000 ordinary shares of US$0.004 each to (ii) US$40,000,000 divided into 50,000,000,000 ordinary shares of US$0.0008 each; and

   (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she in his/her absolute discretion considers necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder."

2. "**THAT**:

(a) subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval for the listing of, and permission to deal in, the shares of the Company (the "**Shares**") which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the share option scheme of the Company (the "**New Share Option Scheme**"), the rules of which are set out in the printed documents marked "**A**" produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the New Share Option Scheme be and are hereby approved and adopted, and the directors (the "**Director(s)**") be and are hereby authorised to grant options to allot, issue and deal in the Shares as may be required to be allotted and issued (and/or to transfer such number of treasury shares, as applicable) upon the exercise of any option granted thereunder and to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme;

(b) subject to and conditional upon the passing of resolution numbered 2(a), the limit on the total number of Shares that may be issued (including any treasury shares which may be transferred, as applicable) in respect of all options and awards to be granted under all share schemes of the Company (the "**Scheme Mandate Limit**") of 10 per cent. of the total number of Shares in issue (excluding treasury shares) on the date of approval of the New Share Option Scheme be and is hereby approved and adopted and any Directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit; and

(c) subject to and conditional upon the passing of resolution numbered 2(a), the share option scheme adopted by the Company on 30 June 2021 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the New Share Option Scheme."

To consider and, if thought fit, to pass with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

"**THAT** the English name of the Company be changed from "China 33 Media Group Limited" to "China 33 Group Limited", and the Chinese name of the Company be changed from 「中國三三傳媒集團有限公司」to「中國三三集團有限公司」(together, the "**Proposed Change of Company Name**") with effect from the close of the EGM, and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

Yours faithfully,
For and on behalf of the Board
China 33 Media Group Limited
Ruan Deqing
Chairman

Hong Kong, 8 April 2026

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Suite 710, 7/F, Ocean Centre
Harbour City
5 Canton Road
Tsimshatsui, Kowloon, Hong Kong

As at the date of this notice of EGM, the executive Directors are Mr. Ruan Deqing (Chairman) and Ms. Wang Linlin; and the independent non-executive Directors are Ms. Tay Sheve Li, Mr. Chan Wing Wah Terence and Ms. Wipada Kunna.

Notes:

1. Any member of the Company entitled to attend, speak and vote at the above meeting may appoint another person as his proxy to attend, speak and to vote instead of him. A proxy need not be a member of the Company.

2. All resolutions at the EGM will be taken by way of poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the GEM Listing Rules.

3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.

5. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.

6. The register of members of the Company will be closed from Tuesday, 21 April 2026 to Friday, 24 April 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 April 2026. The record date for the Extraordinary General Meeting will be Friday, 24 April 2026.

7. All times and dates specified herein refer to Hong Kong local times and dates.

8. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Friday, 24 April 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.