THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China 33 Media Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; PROPOSED RETIREMENT AND RE-ELECTION OF DIRECTORS; PROPOSED RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong at 10:00 a.m. on Friday, 26 June 2026 is set out on pages 17 to 21 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited 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 of the Annual General Meeting (i.e. by 10:00 a.m. on Wednesday, 24 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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

This circular 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.

4 June 2026

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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Notice of Annual General Meeting 17

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

"Annual General Meeting"	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 26 June 2026, the notice of which is set out on pages 17 to 21 of this circular, and any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associates"	has the same meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
"close associates"	has the same meaning as defined under the GEM Listing Rules
"Companies Act"	the Companies Act (as Revised) of the Cayman Islands as amended from time to time
"Company"	China 33 Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on GEM
"connected person"	has the same meaning ascribed to it under the GEM Listing Rules
"core connected person"	has the same meaning ascribed to it under the GEM Listing Rules
"Director(s)"	director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted and issued under the General Mandate
"GEM"	the GEM of the Stock Exchange

"GEM Listing Committee"	the GEM listing sub-committee of the board of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new shares of the Company up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	4 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"Memorandum and Articles of Association"	the existing memorandum and articles of association of the Company, as amended from time to time
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase shares of the Company up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of US$0.004 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent.

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)

Executive Directors:
Mr. Ruan Deqing *(Chairman)*
Ms. Wang Linlin

Independent Non-Executive Directors:
Ms. Tay Sheve Li
Ms. Wipada Kunna
Mr. Chan Wing Wah Terence

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

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

4 June 2026

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; PROPOSED RETIREMENT AND RE-ELECTION OF DIRECTORS; PROPOSED RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia*: (a) the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) the proposed retirement and re-election of the Directors; and (c) the proposed re-appointment of auditor.

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2024 annual general meeting of the Company held on 23 June 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the shares of the Company up to a maximum of 20% of the total number of issued shares of the Company on the date of passing of such resolution. On the assumption that 648,000,000 Shares in issue as at the Latest Practicable Date (excluding treasury shares) and assuming no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 129,600,000 Shares (excluding treasury shares);

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the shares of the Company on the Stock Exchange up to a maximum of 10% of the total number of issued shares of the Company on the date of passing of such resolution (excluding treasury shares); and

(c) to grant the Extension Mandate to the Directors to increase the total number of shares of the Company which may be allotted and issued under the General Mandate by an additional number representing such number of shares of the Company repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new shares other than such shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROPOSED RETIREMENT AND RE-ELECTION OF DIRECTORS

According to article 109, any Director appointed by the Board to fill a casual vacancy on the Board or as an additional Director to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As a result, Mr. Chan Wing Wah Terence, who was appointed as an independent non-executive Director during the year, will retire as Director and he, being eligible, will offer himself for re-election as Director at the Annual General Meeting.

According to article 105(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each Annual General Meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Ruan Deqing and Ms. Wipada Kunna, will retire as Directors and they, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive Director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by Shareholders. Ms. Tay Sheve Li has served as an independent non-executive Director for more than 9 years. As such, separate resolution will be proposed at the AGM for re-election of Ms. Tay Sheve Li as the independent non-executive Director.

Biographical information of each of the Directors who are proposed to be re-elected at the Annual General Meeting is set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2025 were audited by Rongcheng (Hong Kong) CPA Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting.

The estimated audit fee for the financial year ending 31 December 2026 is expected to be approximately RMB630,000 taking into account, including but not limited to, (i) the Group's business development and operations; (ii) the number of subsidiaries; (iii) the geographic coverage; (iv) the scope and complexity of the audit work performed; (v) the audit workload without material deviation from the previous financial year; (vi) the expected audit timetable and required resources; and (vii) the prevailing market rates.

The estimated audit fee is also determined based on the assumption that there will be no material changes in the Group's operations, accounting policies or regulatory environment during the year 2026. Unless there are significant changes to the basis or assumptions set up above, no material deviation is expected between the final and estimated audit fees.

ACTIONS TO BE TAKEN

Set out on pages 17 to 21 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

(a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate;

(b) the proposed retirement and re-election of Directors; and

(c) the proposed re-appointment of auditor.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited 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 of the Annual General Meeting (i.e. by 10:00 a.m. on Wednesday, 24 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

All resolutions at the Annual General Meeting shall be conducted by way of poll, and the results of the Annual General Meeting will be announced by the Company in compliance with the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions to be proposed at the Annual General Meeting. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he or she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

RECOMMENDATIONS

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

The Repurchase Mandate will enable the Directors to repurchase the shares of the Company on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution on the Annual General Meeting.

As at the Latest Practicable Date, there were a total of 648,000,000 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 129,600,000 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the GEM Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

	Highest	Lowest
	HK$	*HK$*
2025		
June	0.260	0.144
July	1.280	0.250
August	1.152	0.700
September	1.280	0.662
October	1.210	1.152
November	1.224	0.976
December	1.130	1.000
2026		
January	1.996	1.180
February	1.320	1.180
March	2.296	1.018
April	1.786	1.586
May	2.000	1.430
June (up to the Latest Practicable Date)	1.890	1.780

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE

If on exercise of the power of repurchase shares of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, there is no Shareholder that is interested in more than 10% of the Shares in issue.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that it would give rise to an obligation to make a mandatory offer under the Takeover Code or result in the number of shares of the Company in hands of public falling below the prescribed minimum percentage of 25%. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding (and including) the Latest Practicable Date.

The following sets out the biographical information of the Directors eligible for re-election at the Annual General Meeting:

EXECUTIVE DIRECTOR

Mr. Ruan Deqing ("Mr. Ruan")

Mr. Ruan, aged 61, was appointed as an executive Director on 17 December 2010 and is the Chairman of the Group. He is responsible for the operating and financial matters of the Group. He also acts as the compliance officer of the Group. Mr. Ruan graduated from the Zhengzhou Institute of Railway Mechanics (鄭州鐵路機械學校) in 1986 and obtained an Adult Education Diploma in Advertising from the Xiamen University (廈門大學) in July 2000. Mr. Ruan has more than twenty years of experience in the advertising industry. Prior to co-founding the Group with Mr. Lin Pintong, Mr. Ruan worked as a technician of the locomotive depot in Fuzhou of Nanchang Railway Bureau (南昌鐵路局福州機務處) during the period from 1986 to 1997. During the period from 1997 to 1999, Mr. Ruan worked at Fujian Huashui Advertising and Decorating Company Limited (福建華稅廣告裝潢有限公司). Mr. Ruan was the general manager of Fujian Annual Ring Advertisement Co., Ltd. (福州年輪廣告有限公司) during the period from 1999 to 2002. From August 2002 to April 2010, Mr. Ruan was the general manager of Fujian Ao Shen Media Advertising Co., Ltd. (福建省奧神傳媒廣告有限責任公司). In the three years preceding the Latest Practicable Date, Mr. Ruan did not hold any directorship in other listed public companies in Hong Kong or overseas.

Pursuant to the service contracts entered into between the Company and Mr. Ruan, Mr. Ruan has been appointed as an executive Director by the Company for an initial term of three years commencing from 17 December 2010, which shall be automatically renewed and extended for successive terms of one year, and may be terminated after the initial term by either party giving three months' written notice to the other. He is subject to retirement by rotation in accordance with the Articles of Association of the Company. Mr. Ruan is entitled to an annual remuneration of approximately HK$820,000 with a discretionary management bonus, which is determined by the Board with reference to his duties and responsibilities, performance and the results of the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Ruan is interested in 23,217,875 shares in the Company, which were registered in the name of Lizhong Limited. Approximately 48.73% of the entire issued share capital of Lizhong Limited is owned by Joint Loyal Limited, the entire issued share capital of which is owned by Mr. Ruan. Save as disclosed herein, Mr. Ruan has no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Ruan was not related to any Directors, senior management, substantial or controlling Shareholder (as defined in the GEM Listing Rules) of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Tay Sheve Li ("Ms. Tay")

Ms. Tay, aged 53, is an independent non-executive Director appointed on 30 September 2013. Ms. Tay is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 5.05(2) of the GEM Listing Rules. Ms. Tay graduated from the University of Strathclyde, United Kingdom, in July 1994 with a bachelor's degree in arts majoring in accounting and finance and received her master's degree in applied finance from University of Western Sydney in September 2004. Ms. Tay is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a member of the Institute of Chartered Accountants in England and Wales. Ms. Tay has over 28 years of experience in accounting and auditing experience. From November 1997 to September 2007, she worked at Ernst & Young as a senior manager in audit assurance. From October 2007 to September 2010, Ms. Tay worked at Ernst & Young as a senior manager in the finance department. From October 2010 to June 2011, Ms. Tay was the president of finance and capital management department in Centron Telecom International Holding Ltd., a company previously listed on the Main Board of the Stock Exchange (stock code: 1155). Save as disclosed above, Ms. Tay did not hold any directorship in other listed public companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Pursuant to the appointment letter entered into between the Company and Ms. Tay, Ms. Tay has been appointed by the Company as independent non-executive Director for an initial term of one year commencing from 30 September 2013 which shall be renewed and extended automatically for successive terms of one year and may be terminated by either party by giving at least three months' written notice after the initial term. She is subject to the retirement by rotation in accordance with the Articles of Association of the Company. Ms. Tay is entitled to a director's fee of HK$180,000 per annum, which is determined by the Board with reference to her duties and responsibilities, performance and the results of the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Tay has served the Board for more than 9 years. The Board is of the view that the contributions of Ms. Tay to the development of the Company's strategies and policies through her independent and constructive advices are substantial. With Ms. Tay's professional qualification as a certified public accountant and extensive experience, the Group benefits from her skills and financial expertise as well as from her regular attendance, active participation and professional advices at Board meetings and Board committees meetings.

Ms. Tay has never been engaged in any executive management of the Group and did not participate in the management of the Group. The Board has received from Ms. Tay a confirmation of independence according to Rule 5.09 of the GEM Listing Rules. The Board, with the recommendation of the nomination committee of the Company, considers Ms. Tay satisfies the independence criteria under Rule 5.09 of the GEM Listing Rules. Taking into consideration of the above and the independent natures of Ms. Tay's role and duties in the past years, the Board considers that the long service of Ms. Tay would not diminish her independence and affect her exercise of independent judgment and her continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Ms. Tay to be independent and recommends Ms. Tay to be re-elected.

As at the Latest Practicable Date, Ms. Tay did not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Ms. Tay is not related to any Directors, senior management, substantial or controlling Shareholder (as defined in the GEM Listing Rules) of the Company.

Mr. Chan Wing Wah Terence ("Mr. Chan")

Mr. Chan, aged 62, is an independent non-executive Director appointed on 23 June 2025. Mr. Chan has over 30 years of experience in global financial management. Mr. Chan graduated from the University of Alberta in 1987 with a bachelor's degree in science majoring in mathematics and economics and received his master's degree in finance from Mississippi State University in 1989. In 2002, Mr. Chan obtained the U.S. Financial Risk Manager (FRM) certification, a global risk management professional qualification offered by the Global Association of Risk Professionals (GARP). Mr. Chan started his career in central banking in 1994. After 1997, he became a member of the Hong Kong Monetary Authority's Foreign Exchange Fund Portfolio. The last posting of Mr. Chan is senior officer of Financial Stability Surveillance Division in Monetary Management Department under Hong Kong Monetary Authority. In the three years preceding the Latest Practicable Date, Mr. Chan did not hold any directorship in other listed public companies in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chan did not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Mr. Chan is not related to any Directors, senior management, substantial or controlling Shareholder (as defined in the GEM Listing Rules) of the Company.

Mr. Chan has entered into a letter of appointment with the Company as an independent non-executive Director for an initial term of one year commencing from 23 June 2025 which shall be renewed and extended automatically for successive terms of one year and may be terminated by either party by giving one month's written notice or otherwise in accordance with the terms of the letter of appointment. He is subject to the retirement by rotation in accordance with the Articles of Association of the Company. Mr. Chan is entitled to an annual remuneration of HK$120,000, which is determined by the Board with reference to his duties and responsibilities, performance and the results of the Group and the prevailing market conditions.

Ms. Wipada Kunna ("Ms. Kunna")

Ms. Wipada Kunna, aged 32, is an independent non-executive Director appointed on 15 February 2024. Ms. Kunna has over 5 years of management and accounting experience in the finance and retail industry. Ms. Kunna obtained a bachelor's degree of public administration from The Chiang Mai Rajabhat University. In the three years preceding the Latest Practicable Date, Ms. Kunna did not hold any directorship in other listed public companies in Hong Kong or overseas.

Pursuant to the appointment letter entered into between the Company and Ms. Kunna, Ms. Kunna has been appointed by the Company as independent non-executive Director for an initial term of one year commencing from 15 February 2024 which shall be renewed and extended automatically for successive terms of one year and may be terminated by either party by giving at least one months' written notice after the initial term. She is subject to the retirement by rotation in accordance with the Articles of Association of the Company. Ms. Kunna is entitled to a director's fee of HK$120,000 per annum, which is determined by the Board with reference to her duties and responsibilities, performance and the results of the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Kunna did not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Ms. Kunna is not related to any Directors, senior management, substantial or controlling Shareholder (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there is no information relating to each of Mr. Ruan, Ms. Tay, Mr. Chan and Ms. Kunna that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters in relation to their proposed re-appointment which needs to be brought to the attention of the Shareholders.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China 33 Media Group Limited ("**Company**") will be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. to consider, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**") and auditors ("**Auditors**") of the Company for the year ended 31 December 2025;

2. to consider the re-election of the Directors, each as separate resolution, and to authorise the board ("**Board**") of Directors to fix the remuneration of the Directors;

3. to consider the re-appointment of Rongcheng (Hong Kong) CPA Limited as the Auditors for the year ending 31 December 2026 and to authorise the Board to fix their remuneration; and to consider and, if thought fit, pass the following resolutions as ordinary resolutions;

4. "**THAT:**

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors ("**Directors**") of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares ("**Shares**") in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined in paragraph (d) below);

(ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;

(iii) any scrip divided or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association ("**Articles of Association**") of the Company and other relevant regulations in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT:**

(a) subject to paragraph (b) below, the exercise by the directors ("**Directors**") of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares ("**Shares**") in the share capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act (as Revised) of the Cayman Islands as amended from time to time, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors ("**Directors**") of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that

such amount shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount requesting the total number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.''

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

Hong Kong, 4 June 2026

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

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting (''**Meeting**'') above is entitled to appoint in written form one or, if he is the holder of two or more shares (''**Shares**'') of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 10:00 a.m. on Wednesday, 24 June 2026) or any adjournment thereof.

4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong at the above address by no later than 4:30 p.m. on Monday, 22 June 2026.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company ("**Shareholders**") for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.

7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.

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

9. 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 9:00 a.m. on Friday, 26 June 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.