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(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

VOLUNTARY ANNOUNCEMENT FRAMEWORK AGREEMENT IN RELATION TO INVESTMENT IN FILM PRODUCTION

Reference is made to the prospectus (the “**Prospectus**”) of China 33 Media Group Limited (the “**Company**“, together with its subsidiaries, the “**Group**”) dated 14 September 2015 in relation to an open offer (the “**Open Offer**”) of the Company.

As disclosed in the paragraph headed “Letter from the Board — Reasons for the Open Offer and use of proceeds” of the Prospectus, it is intended that approximately 31% of the net proceeds from the Open Offer will be applied for investment opportunities in the movie industry when opportunities arise. The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that after trading hours on 26 January 2016, the Company has entered into a framework agreement (the “**Framework Agreement**”) with China 3D Digital Entertainment Limited (a company whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8078)) (the “**Film-maker**”), setting out the major terms of cooperation between the parties for the proposed joint investment in the production of a total of 12 movies (collectively, the “**Movies**” and each a “**Movie**”) which are expected to be distributed in Hong Kong and the People’s Republic of China with a total investment amount of about RMB485 million.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Film-maker and its ultimate beneficial owners are third parties independent of the Company and the connected persons (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company.

Pursuant to the Framework Agreement, subject to the entering into of supplemental investment agreements between the parties or their respective subsidiaries in respect of each of the Movies pursuant to which the parties shall agree on, among others, the expected total investment amount of such Movie, percentage and amount of investment to be contributed by each party and other terms and conditions of cooperation, the Film-maker shall lead the production management, distribution and commercial exploitation of the Movies. All the benefits derived from the copyrights of the Movies and their ancillary products, including but not limited to incomes from theatrical distribution, distribution of video and audio

format products, television broadcasts, publications, internet releases and downloads, smart phone games and apps and toys, shall be shared by both parties in such percentage in accordance with their respective percentage of investment as set out in the relevant supplemental investment agreements. Under the Framework Agreement, the parties have agreed that both parties shall be named as joints producers and co-production units of the Movies. Under the Framework Agreement, subject to the entering into of supplemental investment agreement, it is expected that the Group and the Film-maker shall contribute 15% and 85% of the total investment amount respectively for each Movie.

Subject to the entering into of supplemental investment agreements, the investment by the Group in each Movie may constitute notifiable transactions for the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

The Directors believes that the entering into of the Framework Agreement can further reinforce the strategy of the Group to expand its business platform to position itself available to a wider scope of potential clients by leveraging on the rapid development of the movie industry which can provide additional advertising channels, and bring in additional revenue and business for the Group.

The Board wishes to emphasise that the entering into of the Framework Agreement may or may not lead to the entering into and/or completion of any supplemental investment agreement, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 26 January 2016

As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Peng Lichun and Mr. Ma Pun Fai; the non-executive Director is Mr. Wang Fuqing; and the independent non-executive Directors are Ms. Tay Sheve Li, Ms. Yu Shun Yan Verda and Mr. Yau Kit Yu.

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 the Growth Enterprise Market 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 Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and the Company’s website at www.china33media.com.