



(incorporated in the Cayman Islands with limited liability)

Stock Code: 8087

Procedures for shareholders to propose a person for election as a director

The following procedures for a shareholder (“**Shareholder**”) of China 33 Media Group Limited (“**Company**”) to propose a person for election as a director of the Company (“**Directors**”) are prepared in accordance with article 110 of the articles of association of the Company:

1. If a Shareholder wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she should deposit (i) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) signed by the Candidate of his/her willingness to be elected at either of the following addresses during a period commencing on the day after the despatch of the notice of the general meeting and ending no later than seven clear days before the date of such general meeting:

Head office and principal place of business of the Company in Hong Kong

Room 4215
Office Tower
Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

Branch share registrar and transfer office of the Company in Hong Kong

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen’s Road East
Wanchai
Hong Kong

2. The Proposal Notice (i) must contain the information of the Candidate as required by Rule 17.50(2) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), which is available on the Stock Exchange’s website (www.hkex.com.hk); and (ii) must be signed by the Shareholder.
3. The Consent Notice (i) must indicate the Candidate’s willingness to be elected and consent of the publication of his/her information as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the Candidate.

To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice. The Company shall include particulars of the Candidate in the announcement or the supplementary circular. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or the supplementary circular.

[Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.]