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**A8 Digital Music Holdings Limited**  
**A8 電媒音樂控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 800)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 18 JUNE 2014**

Reference is made to the circular of A8 Digital Music Holdings Limited (the “**Company**”) dated 30 May 2014 (the “**Circular**”) in relation to, among other things, the subscription of convertible note(s) issued by Duomi Music and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that the ordinary resolutions proposed at the extraordinary general meeting (the “**EGM**”) held on 18 June 2014 have been duly passed by the Independent Shareholders by way of poll as more than 50% of the votes were cast in favour of the resolutions. The poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes (Approximate %) (Note)</b>	
		<b>For</b>	<b>Against</b>
1.	the conditional subscription agreement (the “ <b>Subscription Agreement</b> ”) dated 9 April 2014 entered into between Phoenix Success and Duomi Music as issuer, pursuant to which Duomi Music shall conditionally issue, and Phoenix Success shall conditionally subscribe for, the convertible note(s) (the “ <b>Convertible Note</b> ”) by cash consideration with an aggregate principal amount of US\$22,910,000 in two tranches, which entitles Phoenix Success to convert the whole or part of such principal amount of the Convertible Note into the new shares to be issued by Duomi Music at such conversion price to be determined in accordance with the terms of the Convertible Note, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;	30,771,191 (100%)	0 (0%)

2.	any one director of the Company be and is hereby authorized to do all such things and acts as he/ she may in his/her discretion considers as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the subscription for the Convertible Note, and the taking of all necessary actions to implement the transaction contemplated under the Subscription Agreement.	30,771,191 (100%)	0 (0%)
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*Note: The number and percentage of votes are based on the total number of the issued Shares held by the Shareholders who voted at the EGM in person or by proxy.*

As not less than 50% of the votes were cast in favour of each of the resolutions 1 and 2, all such resolutions were duly passed as ordinary resolutions. Pursuant to rule 14A.54 of the Listing Rules, any connected person with a material interest in the proposed transaction, and any shareholder with a material interest in the transaction and their associates, shall abstain from voting on the relevant resolutions at the EGM. As disclosed in the Circular, Mr. Liu has a material interest in the transaction contemplated under the Subscription Agreement. Therefore, Mr. Liu and his Associates were required to abstain and did abstain from voting at the EGM. As at the date of the EGM, the number of issued Shares was 1,428,847,128 Shares, among which 579,312,810 Shares are held by the Shareholders who are required to abstain from voting or to abstain from voting in favour at the EGM pursuant to the Listing Rules and the Takeovers Code and the remaining 849,534,318 Shares were held by the Independent Shareholders, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM. Save as disclosed above, there were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM and no other Shareholder was required to abstain from voting on the resolutions at the EGM.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the EGM.

On behalf of the Board  
**A8 Digital Music Holdings Limited**  
*Chairman and Executive Director*  
**Liu Xiaosong**

Hong Kong, 18 June 2014

*As at the date of this announcement, the Board comprises:*

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin; and*
- (2) Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Song Ke.*