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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in A8 New Media Group Limited (“**Company**”), you should at once hand this circular and the enclosed form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.

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**A8 New Media Group Limited**  
**A8新媒體集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 800)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at 25/F, A8 Music Building, No.1002 Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2019 at 3:30 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed. Such form of proxy is also published on the respective websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.a8nmg.com>).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event by 3:30 p.m. (Hong Kong time) on Wednesday, 22 May 2019 or not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

17 April 2019

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at 25/F, A8 Music Building, No.1002 Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2019 at 3:30 p.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“associated corporation”	shall have the meanings ascribed to it in Part XV of the SFO;
“Company”	A8 New Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares which shall not exceed 10% of the total number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Take overs and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**A8 New Media Group Limited**  
**A8新媒體集團有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 800)

*Executive Directors:*

Mr. Liu Xiaosong  
(Chairman & Chief Executive Officer)  
Mr. Lin Qian  
(Chief Financial Officer)

*Independent non-executive Directors:*

Mr. Chan Yiu Kwong  
Ms. Wu Shihong  
Mr. Li Feng

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head Office:*

24/F, A8 Music Building  
No.1002 Keyuan Road, Hi-tech Park  
Nanshan District, Shenzhen  
the PRC

*Principal place of*

*business in Hong Kong:*  
Suites 06–12, 33/F  
Shui On Centre  
6–8 Harbour Road  
Wanchai  
Hong Kong

17 April 2019

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;  
AND  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandates previously granted to the Directors to issue and repurchase Shares by the Shareholders at the annual general meeting of the Company held on 25 May 2018 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of up to the aggregate of:
  - (i) 20% of the total number of issued Shares on the date of passing such resolution (i.e. 540,177,325 Shares assuming that the total number of issued Shares remains the same at 2,700,886,628 Shares from the Latest Practicable Date up to the date of passing such resolution); and
  - (ii) (if the Extension Mandate was granted) the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.
- (b) to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares on the date of passing such resolution (i.e. 270,088,662 Shares assuming that the total number of issued Shares remains the same at 2,700,886,628 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 87(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

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## LETTER FROM THE BOARD

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Mr. Liu Xiaosong and Mr. Chan Yiu Kwong will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting.

Particulars of Mr. Liu Xiaosong and Mr. Chan Yiu Kwong are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

In compliance with the Listing Rules, all resolutions will be voted on by way of a poll at the Annual General Meeting.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder was required to abstain from voting on the resolutions to be proposed at the Annual General Meeting under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the respective websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.a8nmg.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by 3:30 p.m. (Hong Kong time) on Wednesday, 22 May 2019 or not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

#### **Closure of register of members**

For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no share transfers will be registered. The last share registration date to determine the eligibility to attend the Annual General Meeting will be on Monday, 20 May 2019. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2019.

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## LETTER FROM THE BOARD

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### 5. RESPONSIBILITY STATEMENT

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

### 6. RECOMMENDATION

The Directors consider that (i) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully  
On behalf of the Board  
**A8 New Media Group Limited**  
*Chairman & Executive Director*  
**Liu Xiaosong**



*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Repurchase Mandate.*

## **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,700,886,628 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 2,700,886,628 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 270,088,662 Shares, representing approximately 10% of the total number of issued Shares as at the date of the Annual General Meeting.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles of Association, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was 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 of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, 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 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, Mr. Liu Xiaosong, the Chairman of the Board and an Executive Director, and parties acting in concert with him together held 1,549,513,398 Shares, representing approximately 57.37% of the issued Shares.

In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares, the aggregate shareholding of Mr. Liu Xiaosong and parties acting in concert with him in the Company would increase from approximately 57.37% to approximately 63.75%.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company, in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the previous 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
April	0.475	0.410
May	0.460	0.420
June	0.470	0.385
July	0.455	0.380
August	0.390	0.335
September	0.350	0.320
October	0.330	0.270
November	0.310	0.275
December	0.345	0.270
<b>2019</b>		
January	0.285	0.260
February	0.355	0.270
March	0.340	0.275
April (up to and including the Latest Practicable Date)	0.290	0.265

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company did not repurchased Shares on the Stock Exchange in the previous six months preceding the Latest Practicable Date.

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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*Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and will be proposed to be re-elected at the same meeting are provided below.*

**(1) Mr. Liu Xiaosong, an executive Director, the Chairman and the Chief Executive Officer**

**Position and Experience**

**Mr. Liu Xiaosong (“Mr. Liu”)**, aged 53, graduated from Hunan University in the PRC in 1984, with a Bachelor’s degree in Electrical Engineering. In 1987, Mr. Liu graduated from China Electric Power Research Institute in the PRC with a Master’s degree in Engineering. In 1991, he studied at Tsinghua University as a PhD research student. He has diversified experience in the technology, media and telecommunications industry. He is one of the co-founders of Tencent Holdings Limited, a company listed on the Stock Exchange with the Stock Code: 00700.HK. In 2004, Mr. Liu was admitted to the Shenzhen Experts Working Union. Mr. Liu was appointed as the Vice President of the Copyright Union of the Internet Society of China and the Copyright Society of China in August 2007 and September 2007 respectively. He is the Vice President of the Shenzhen Hi-tech Association. He is also the non-executive director of Inke Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 03700.HK) and the independent non-executive director of China Dongxiang (Group) Co., Ltd., a company listed on the Main Board of the Stock Exchange (Stock Code: 03818.HK). He is a founder of the Group and was appointed as a Director on 2 October 2007. Mr. Liu is currently responsible for the overall strategic planning and the whole business operation and management of the Group.

Mr. Liu is the director of Beijing Duomi Online Technology Co., Ltd., Duomi Music Holding Ltd. and Beijing Zhangwen, which all are associates of the Company. He also acts as the director of A8 Music Group Limited, Total Plus Limited, Smart Trick Global Limited, MU77SH, Yunqing Network Technology (Shanghai) Limited (蘊清網絡科技(上海)有限公司), MU77HK, Imu77 Limited and Blueowlgames Limited, which are subsidiaries of the Company.

Mr. Liu is the director of Knight Bridge Holdings Limited, Ever Novel Holdings Limited and Prime Century Technology Limited, all of which have interest in the shares of the Company discloseable under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

**Length of service**

Mr. Liu entered into a service contract with the Company for a term of directorship of three years commencing on 24 March 2014, unless and until terminated by either the Company or Mr. Liu giving to the other not less than three months’ prior written notice or payment in lieu of such notice. Mr. Liu is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Liu was interested in options granted by the Company under the Existing Share Option Scheme:

- (I) Mr. Liu was interested in options granted by the Company to subscribe for 7,600,000 Shares at an exercise price of HK\$0.65 per Share. Such option shall be vested in four equal tranches commencing on 23 April 2015 and on every anniversary thereafter, as to 25% of the option for each of the four tranches. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 23 April 2021, being the date falling seven years from 23 April 2014, being the date of grant.
- (II) Mr. Liu was interested in options granted by the Company to subscribe for 4,807,600 Shares at an exercise price of HK\$1.04 per Share. Such option shall be vested in four equal tranches commencing on 14 May 2016 and on every anniversary thereafter, as to 25% of the option for each of the four tranches. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 14 May 2022, being the date falling seven years from 14 May 2015, being the date of grant.
- (III) Mr. Liu was interested in options granted by the Company under the Existing Share Option Scheme which entitled him to subscribe for 8,910,000 Shares at an exercise price of HK\$0.56 per Share. Such option shall be vested in three equal tranches commencing on 16 May 2017 and on every anniversary thereafter, as to 33.33% of the option for each of the three tranches. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 16 May 2023, being the date falling seven years from 16 May 2016, being the date of grant.
- (IV) Mr. Liu was interested in options granted by the Company under the Existing Share Option Scheme which entitled him to subscribe for 1,715,000 Shares at an exercise price of HK\$0.57 per Share. Such option shall be vested in two equal tranches on 16 May 2018 and 16 May 2019 respectively, as to 50% of the option for each of the two tranches. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 9 January 2025, being the date falling seven years from 9 January 2018, being the date of grant.

Save as disclosed above, Mr. Liu did not have any other interests in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Relationships**

Mr. Liu does not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Director's emoluments**

Mr. Liu, as an Executive Director and the Chief Executive Officer of the Company, is entitled to a fixed remuneration of approximately RMB120,000 per annum which was determined by the Board with reference to the prevailing market conditions and based on the anticipated responsibilities to be taken up and professional expertise to be exercised by Mr. Liu to the Company's affairs. Such emolument is subject to review by the Board from time to time pursuant to the power conferred on it at the annual general meetings of the Company. Mr. Liu should also be entitled to an annual management bonus of a sum to be determined by the Board and approved by the Remuneration Committee of the Board. Mr. Liu is also entitled to participate in the share option scheme of the Company. The above emoluments of Mr. Liu were determined by the Remuneration Committee of the Board with reference to his experience, time commitment and responsibilities as well as the prevailing market conditions.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Liu that need to be brought to the attention of the Shareholders.

**(2) Mr. Chan Yiu Kwong, Independent Non-executive Director****Position and Experience**

**Mr. Chan Yiu Kwong ("Mr. Chan")**, aged 54, is an independent non-executive Director. Mr. Chan graduated from the University of Hong Kong with a Bachelor's degree in Social Sciences in 1988. He was admitted as a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants in 1999 and 2005 respectively. From June 2004 to July 2006, Mr. Chan served as an independent non-executive director of Beijing Enterprises Water Group Limited (formerly known as "**Shang Hua Holding Limited**"), a company listed on the Main Board of the Stock Exchange (Stock Code: 00371.HK). From March 2001 to December 2007, Mr. Chan served as an executive director of Hi Sun Technology (China) Limited ("**Hi Sun**"), a company listed on the Main Board of the Stock Exchange (Stock Code: 00818.HK). Between 2005 and 2010, Mr. Chan served as an independent non-executive director of Biosino Bio-Technology and Science Incorporation, a company listed on the Growth Enterprises Market of the Stock Exchange (Stock Code: 08247.HK). Mr. Chan currently serves as a joint company secretary of Hi Sun, a joint company secretary of PAX Global Technology Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 00327.HK) and an independent

non-executive director of Doumob, a company listed on the Main Board of the Stock Exchange (Stock Code: 01917.HK). He has years of diversified experience in auditing, business advisory and corporate management. He was appointed as an independent non-executive Director on 9 November 2007. He is also the chairman of the Audit Committee of the Board.

Save as disclosed above, Mr. Chan has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and he does not hold other positions with the Company or other members of the Group.

#### **Length of service**

Mr. Chan entered into a service contract with the Company for a term of three years, subject to automatic renewal, and was automatically renewed upon expiry of such service contract on 24 March 2014. The service contract shall subsist unless and until terminated by either the Company or Mr. Chan giving to the other not less than three months' prior written notice. Mr. Chan is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

#### **Interests in Shares**

As at the Latest Practicable Date, Mr. Chan was interested in options granted by the Company under the Existing Share Option Scheme:

- (I) Mr. Chan was interested in options granted by the Company to subscribe for 315,000 Shares at an exercise price of HK\$0.650 per Share. Such option shall be vested in four equal tranches commencing on 23 April 2015 and on every anniversary thereafter, as to 210,000 Shares of the option for each tranche. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 23 April 2021, being the date falling seven years from 23 April 2014, being the date of grant.
- (II) Mr. Chan was interested in options granted by the Company to subscribe for 1,100,000 Shares at an exercise price of HK\$0.439 per Share. Such option shall be vested in four equal tranches commencing on 7 May 2018 and on every anniversary thereafter, as to 25% of the option for the first tranche and 25% of the option for each of the following three tranches. Each tranche of the option is exercisable from the date of vesting to the earlier of (i) the date on which such option lapses in accordance with the terms of the Existing Share Option Scheme; or (ii) 7 May 2025, being the date falling seven years from 7 May 2018, being the date of grant.

Save as disclosed above, Mr. Chan did not have any other interests in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Relationships**

Mr. Chan does not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company. The Company has received annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from Mr. Chan. As at the Latest Practicable Date, the Company considered him to be independent.

**Director's emoluments**

Mr. Chan is entitled to receive a director's fee of HK\$200,000 per annum, which was determined by the Board with reference to the prevailing market conditions and based on the responsibilities taken up and professional expertise exercised by Mr. Chan to the Company's affairs. Mr. Chan is also entitled to participate in the share option scheme of the Company.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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### **A8 New Media Group Limited**

### **A8 新媒體集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 800)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of A8 New Media Group Limited (the “**Company**”) will be held at 25/F, A8 Music Building, No.1002 Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen, the PRC on Friday, 24 May 2019 at 3:30 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2018.
2. To pass the following resolutions, each as a separate resolution:
  - (a) To re-elect Mr. Liu Xiaosong as an executive Director;
  - (b) To re-elect Mr. Chan Yiu Kwong as an independent non-executive Director; and
  - (c) To authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint Ernst & Young as the auditors of the Company for the year ending 31 December 2019 and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued shares in the capital of the Company (“**Shares**”) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
- (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under a share option scheme or similar arrangements adopted by the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company 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, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares,
- shall not exceed the aggregate of:
- (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of that separate resolution),
- and the authority pursuant to paragraph (a) shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or sub-division, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or sub-division shall be the same; and

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- (e) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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 laws of the Cayman Islands to be held;

**“Rights Issue”** means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) its shares (**“Shares”**) in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the Shares to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the number of issued Shares on the date of passing of this resolution and the said approval shall be limited accordingly;
  - (c) if, after the passing of this resolution, the Company conducts a share consolidation or sub-division, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or sub-division shall be the same; and
  - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
    - (iii) 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 applicable laws of the Cayman Islands to be held.”.
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 set out in the notice convening this meeting (“**Notice**”), the general mandate referred to in the resolution numbered 4 of the Notice be and is hereby extended by the addition to the number of shares of the Company (“**Shares**”) which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of the number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under the resolution numbered 5 of the Notice.”

On behalf of the Board  
**A8 New Media Group Limited**  
*Chairman & Executive Director*  
**Liu Xiaosong**

Hong Kong, 17 April 2019

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*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of*

*business in Hong Kong:*  
Suite 06-12, 33/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting (“**Meeting**”) convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend the Meeting and vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting in person to represent the member of the Company.
2. A form of proxy for use at the Meeting is enclosed herewith.
3. The instrument appointing a proxy shall 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, attorney or other person authorised to sign the same.
4. In order to be valid, a form of proxy must be duly completed and signed in accordance with the instruments printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, at the office of the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event by 3:30 p.m. (Hong Kong time) on Wednesday, 22 May 2019 or not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof if he so wish. In that event, his form of proxy will be deemed to have been revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, 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. 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.
6. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2019.
7. All the resolutions at the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the respective websites of Hong Kong Exchanges and Clearing Limited and the Company.

*As at the date of this notice, the Board of the Company comprises:*

- (1) *Executive Directors namely Mr. Liu Xiaosong and Mr. Lin Qian; and*
- (2) *Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Li Feng.*