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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of A8 New Media Group Limited (the “**Company**”) will be held at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. (Hong Kong time) (or, if later, as soon as practicable after the conclusion or the adjournment of the Court Meeting (as defined in the Scheme Document (as defined below))) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document of the Company dated 29 July 2024 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the reduction of the number of issued shares in the share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

ORDINARY RESOLUTION

2. “THAT:

- (a) subject to and simultaneously with the cancellation of the Scheme Shares (as defined in the Scheme Document), the issued share capital of the Company be maintained by the issuance at par value to the Offeror (as defined in the Scheme Document), credited as fully paid, of such number of ordinary shares of HK\$0.01 par value each in the share capital of the Company (the “**Shares**”) as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme;
- (b) the credit arising in the books of account of the Company consequent upon any reduction of its issued share capital resulting from the cancellation of the Scheme Shares shall be applied by the Company in paying up in full at par the new Shares allotted and issued to the Offeror pursuant to sub-paragraph (a) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly; and
- (c) the directors of the Company be and are hereby authorised to do all acts and things and/or sign all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation) (i) the making of an application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the allotment and issue of the Shares referred to in sub-paragraph (a) above; and (iii) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme.”

By order of the Board
A8 New Media Group Limited
Liu Xiaosong
Chairman & Executive Director

Hong Kong, 29 July 2024

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

Principal place of business in Hong Kong:
Suite 2703, 27/F
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
2. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and on a poll, vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the **WHITE** form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:30 a.m. on Wednesday, 21 August 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the Company's register of members in respect of the relevant shares.
5. For the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged 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 before 4:30 p.m. on Monday, 19 August 2024.
6. All resolutions put to vote at the EGM will be decided by way of poll as required by the Listing Rules and Takeovers Code.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. If a tropical cyclone warning signal No. 8 or above or "extreme conditions" is hoisted or a black rainstorm warning signal is in force at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned or postponed in accordance with the articles of association of the Company. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and venue of the rescheduled meetings.

As at the date of this notice, the Board comprises Mr. Liu Xiaosong and Mr. Ji Bo as executive directors, and Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Gao Shenglin as independent non-executive directors.