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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)**

**CONNECTED TRANSACTION  
IN RELATION TO  
THE DUOMI MUSIC SHARE SUBSCRIPTION**

**DUOMI MUSIC SHARE SUBSCRIPTION AGREEMENT**

The Board is pleased to announce that on 19 September 2011, Phoenix Success, a wholly owned subsidiary of the Company, entered into the Duomi Music Share Subscription Agreement with Bile Investments, Fortune Sail Investment, the Founders, Beijing Caiyun, Shenzhen Qingsheng, Boundless Melody and Duomi Music, pursuant to which (1) Phoenix Success conditionally agreed to subscribe for 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) for a consideration of RMB19 million; (2) Bile Investments conditionally agreed to subscribe for 3,264,694 Shares of Duomi Music (representing 3.83% of the enlarged share capital of Duomi Music) for a consideration of RMB1.5 million; (3) Fortune Sail Investment conditionally agreed to subscribe for 35,435,640 Shares of Duomi Music (representing 41.57% of the enlarged share capital of Duomi Music) for a consideration of RMB18.5 million; and (4) the Founders, through the Founders' Designated Entities, conditionally agreed to subscribe for 10,150,988 Shares of Duomi Music (representing 11.91% of the enlarged share capital of Duomi Music) for a consideration of RMB4.85 million, and together with the 100 Shares of Duomi Music held by and registered in the name of Mr. Feng which will be transferred to the Founders' Designated Entities at a transfer consideration of US\$0.01, the Founders, through the Founders' Designated Entities, will hold an aggregate of 10,151,088 Shares of Duomi Music (representing 11.91% of the enlarged share capital of Duomi Music).

**CONNECTED TRANSACTION**

Given that (1) Fortune Sail Investment is owned as to 100% by Mr. Liu and is an Associate of Mr. Liu; (2) Fortune Sail Investment also conditionally agreed to subscribe for 35,435,640 Shares of Duomi Music (representing 41.57% of the enlarged share capital of Duomi Music) at the subscription price of RMB0.52 per Share of Duomi Music for a total consideration of RMB18.5 million under the Duomi Music Share Subscription Agreement ;and (3) Mr. Liu is currently an executive Director and a Substantial Shareholder of the Company, the Duomi Music Share Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the relevant applicable percentage ratios set out in the Listing Rules in respect of the Duomi Music Share Subscription exceed 0.1% but are less than 5%, the Duomi Music Share Subscription is subject to the reporting and announcement requirements but is exempted from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

**The Duomi Music Share Subscription Agreement and the transactions contemplated thereunder including but not limited to the subscription by Phoenix Success of 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) may or may not proceed to completion and Shareholders and prospective investors are reminded to exercise caution when dealing in the shares of the Company.**

## **THE DUOMI MUSIC SHARE SUBSCRIPTION**

On 19 September 2011, Phoenix Success, a wholly owned subsidiary of the Company, entered into the Duomi Music Share Subscription Agreement with Bile Investments, Fortune Sail Investment, the Founders, Beijing Caiyun, Shenzhen Qingsheng, Boundless Melody and Duomi Music, pursuant to which (1) Phoenix Success conditionally agreed to subscribe for 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) for a consideration of RMB19 million; (2) Bile Investments conditionally agreed to subscribe for 3,264,694 Shares of Duomi Music (representing 3.83% of the enlarged share capital of Duomi Music) for a consideration of RMB1.5 million; (3) Fortune Sail Investment conditionally agreed to subscribe for 35,435,640 Shares of Duomi Music (representing 41.57% of the enlarged share capital of Duomi Music) for a consideration of RMB18.5 million; and (4) the Founders, through the Founders' Designated Entities, conditionally agreed to subscribe for 10,150,988 Shares of Duomi Music (representing 11.91% of the enlarged share capital of Duomi Music) for a consideration of RMB4.85 million, and together with the 100 Shares of Duomi Music held by and registered in the name of Mr. Feng which will be transferred to the Founders' Designated Entities at a transfer consideration of US\$0.01, the Founders, through the Founders' Designated Entities, will hold an aggregate of 10,151,088 Shares of Duomi Music (representing 11.91% of the enlarged share capital of Duomi Music).

## **THE DUOMI MUSIC SHARE SUBSCRIPTION AGREEMENT**

The principal terms of the Duomi Music Share Subscription Agreement are set out below:-

### **Date:**

19 September 2011

### **Parties:**

The Issuer : Duomi Music

Subscribers : Phoenix Success  
Bile Investments  
Fortune Sail Investment  
Founders

Others : Beijing Caiyun  
Shenzhen Qingsheng  
Boundless Melody

### **Subject Company:**

Duomi Music is a company incorporated under the laws of the Cayman Islands. Immediately prior to the completion of the Duomi Music Share Subscription Agreement, 100 Shares were issued to Mr. Feng (representing the entire issued share capital of Duomi Music) and Duomi Music is owned as to 100% by Mr. Feng as at the date of this announcement.

### **Shareholding Interest to be subscribed by Phoenix Success:**

36,393,360 Subscription Shares representing 42.69% of the enlarged share capital of Duomi Music.

### **Conditions Precedent:**

The Duomi Music Share Subscription Agreement is conditional on, inter alios, (1) the signing and entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries; (2) completion of PRC domestic restructuring of Beijing Caiyun; (3) all PRC residents who directly or indirectly hold any equity interests in

Dumoi Music have completed and received approval of their initial SAFE (State Administration of Foreign Exchange) registration with the applicable local SAFE branch offices in accordance with the PRC laws; and (4) Beijing Caiyun has terminated the existing share option plan and all outstanding share options thereunder.

### **Consideration:**

The Subscription Price to be paid by Phoenix Success is RMB0.52 per Subscription Share and the total consideration to be paid by Phoenix Success for the subscription of 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) is RMB19 million, which was determined based on arm's length negotiation between Phoenix Success and Duomi Music, and the Subscription Price payable by Phoenix Success is identical to the subscription price per Share of Duomi Music payable by Fortune Sail Investment. Pursuant to the LOU, Phoenix Success and/or the Group agreed to pay a refundable deposit of RMB19 million before completion of the Duomi Music Share Subscription Agreement and such refundable deposit (i) will be released to Duomi Music or its designated affiliates on completion of the Duomi Music Share Subscription Agreement; or (ii) will be refunded and returned to Phoenix Success or its designated entity if the Duomi Music Share Subscription Agreement (including the subscription of the Subscription Shares by the Phoenix Success) does not proceed further.

The subscription price to be paid by Bile Investments is RMB0.46 per Share of Duomi Music and the total consideration to be paid by Bile Investments for the subscription of 3,264,694 Shares of Duomi Music (representing 3.83% of the enlarged share capital of Duomi Music) is RMB1.5 million. The subscription price of RMB0.46 per Share of Duomi Music payable by Bile Investments is lower than the Subscription Price of RMB0.52 payable by Phoenix Success pursuant to an incentive plan devised to motivate the management of Duomi Music (who are the Shareholders of Bile Investments). Pursuant to the LOU, Bile Investment agreed to pay a refundable deposit of RMB1.5 million before completion of the Duomi Music Share Subscription Agreement and such refundable deposit (i) will be released to Duomi Music or its designated affiliates on completion of the Duomi Music Share Subscription Agreement; or (ii) will be refunded and returned to Bile Investment if the Duomi Music Share Subscription Agreement (including the subscription of the Shares of Duomi Music by Bile Investment) does not proceed further.

The subscription price to be paid by Fortune Sail Investment is RMB0.52 per Share of Duomi Music and the total consideration to be paid by Fortune Sail Investment for the subscription of 35,435,640 Shares of Duomi Music (representing 41.57% of the enlarged share capital of Duomi Music) is RMB18.5 million, which will be injected to Beijing Caiyun within 10 business days after the signing of the Duomi Music Share Subscription Agreement. The subscription price payable by Fortune Sail Investment equals to the Subscription Price payable by Phoenix Success.

The subscription price to be paid by the Founders is RMB0.48 per Share of Duomi Music and the total consideration to be paid by the Founders for the subscription, through the Founders' Designated Entities, of 10,150,988 Shares of Duomi Music (representing 11.91% of the enlarged share capital of Duomi Music) is RMB4.85 million, which will be injected to Beijing Caiyun within 10 business days after the signing of the Duomi Music Share Subscription Agreement. The subscription price of RMB0.48 per Share of Duomi Music payable by the Founders is lower than the Subscription Price of RMB0.52 per Share payable by Phoenix Success after taking into account the injection of the PRC Subsidiaries and the businesses and assets in relation thereto into the Duomi Group through the signing and entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries.

### **ESOP**

Prior to the entering of the Duomi Music Share Subscription Agreement, Beijing Caiyun has adopted a share option plan. As an incentive plan devised to motivate the senior management and staff of Duomi Music, it was agreed in the Duomi Music Share Subscription Agreement that: (1) a new ESOP will be adopted by Duomi Music and the maximum number of Shares of Duomi Music which may be issued on exercise of all options granted under such ESOP is 14,755,218 Shares of Duomi Music (at the exercise price of US\$0.05 per Share of Duomi Music); and (2) it is one of the conditions precedent under the Duomi Music Share Subscription Agreement that Beijing Caiyun has terminated the existing share option plan and all outstanding share options thereunder. Since no option has been granted and exercised under the ESOP as at the date of this announcement,

unless otherwise specified, the percentage figures relating to Duomi Music referred in this announcement is based on the assumption that no option has been granted and exercised under the ESOP.

### Completion:

Completion shall take place following all condition precedents having been fulfilled. The shareholding structure of Duomi Music before and after completion of the Duomi Music Share Subscription Agreement is as follows:-

Shareholders of Duomi Music	As at the date of this announcement		Immediately after completion of the Duomi Music Share Subscription Agreement (assuming no option under ESOP has been exercised)		Immediately after completion of the Duomi Music Share Subscription Agreement (assuming options under ESOP to subscribe for up to 14,755,218 Shares of Dumoi Music have been granted and exercised in full)	
	Number of Shares of Duomi Music	Approximate percentage	Number of Shares of Duomi Music	Approximate percentage	Number of Shares of Duomi Music	Approximate percentage
Mr. Feng	100*	100%	0	0%	0	0%
Phoenix Success	-	-	36,393,360	42.69%	36,393,360	36.39%
Bile Investments	-	-	3,264,694	3.83%	3,264,694	3.26%
Fortune Sail Investment	-	-	35,435,640	41.57%	35,435,640	35.44%
Founders' Designated Entities	-	-	10,151,088	11.91%	10,151,088	10.15%
ESOP holders			NA	NA	14,755,218	14.76%
<b>Total</b>	<b>100</b>	<b>100%</b>	<b>85,244,782</b>	<b>100%</b>	<b>100,000,000</b>	<b>100%</b>

Note\*: The existing 100 Shares of Duomi Music held by Mr. Feng as at the date of this announcement shall be transferred to the Founders' Designated Entities upon completion of the Duomi Music Share Subscription Agreement.

**The Duomi Music Share Subscription Agreement and the transactions contemplated thereunder including but not limited to the subscription by Phoenix Success of the 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) may or may not proceed to completion and Shareholders and prospective investors are reminded to exercise caution when dealing in the shares of the Company.**

### FINANCIAL INFORMATION ON DUOMI GROUP

Duomi Music was incorporated on 7 June 2011, Boundless Melody was incorporated on 11 April 2011 and the WFOE is still in the course of incorporation and there is not yet any business or operations carried out by Duomi Music or Boundless Melody and no account or financial statements have yet been prepared for Duomi Music and Boundless Melody as at the date of this announcement.

Shenzhen Qingsheng was incorporated in February 2011. The audited net asset of Shenzhen Qingsheng as at 31 July 2011 was RMB369, 978. Beijing Caiyun was incorporated in May 2010. The unaudited net asset as at 31 December 2010 and the audited negative net asset as at 31 July 2011 of Beijing Caiyun were RMB 1,181,097 and RMB12, 973,884 respectively.

The unaudited pro forma consolidated loss (both before and after taxation and extraordinary items) of the Duomi Group (including Duomi Music) for the fiscal year ended 31 December 2010 and the seven-month period ending 31 July 2011 were approximately RMB8,818,903 and RMB14,785,003 respectively.

The unaudited pro forma consolidated net asset of the Duomi Group (including Duomi Music) as at 31 December 2010 and 31 July 2011 were approximately RMB1,181,097 and negative RMB12,603,906 respectively.

All financial information referred in this section is prepared under the PRC GAAP.

The above unaudited pro forma financial information set out herein has been prepared for the purpose of illustrating the potential financial effects on the Duomi Group (including Duomi Music) of the acquisition of the PRC Subsidiaries through the signing and entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries on the assumption that such acquisitions have been completed as at the date of this announcement.

## **INFORMATION ON DUOMI MUSIC, FORTUNE SAIL INVESTMENT, BILE INVESTMENTS, THE FOUNDERS' DESIGNATED ENTITIES, THE PRC SUBSIDIARIES, THE COMPANY AND PHOENIX SUCCESS**

Duomi Music is a limited liability company incorporated in the Cayman Islands and held as to 100% by Mr. Feng as at the date of this announcement. Duomi Music is an investment holding company and it is contemplated that following (1) the establishment of the WFOE; and (2) the signing and entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries, Duomi Music through Boundless Melody and the WFOE will indirectly hold the PRC Subsidiaries including Beijing Caiyun and Shenzhen Qingsheng.

Fortune Sail Investment is a limited liability company incorporated in the BVI and wholly-owned as to 100% by Mr. Liu. The principal business of Fortune Sail Investment is investment holding.

Bile Investments is a limited liability company incorporated and existing under the laws of the BVI and wholly-owned as to 100% by Mr. Shi. The principal business of Bile Investments is investment holding.

The Founders' Designated Entities are companies to be incorporated by the Founders for the sole purpose of and to facilitate the subscription of the Shares of Duomi Music pursuant to the Duomi Music Share Subscription Agreement. It is contemplated that the principal businesses of the Founders' Designated Entities are investment holding.

Beijing Caiyun is a limited liability company incorporated in the PRC owned as to 51% by Mr. Feng and 49% by Ms. Xu Lin as at the date of the Duomi Music Subscription Agreement. After completion, Beijing Caiyun will become a wholly owned subsidiary of Duomi Music. Beijing Caiyun engages in the business of products research relating particularly to the music product in mobile internet sector.

Shenzhen Qingsheng is a limited liability company incorporated in the PRC owned as to 60% by Mr. Zhang Shouqi and 40% by Mr. Cao Aiguo as at the date of the Duomi Music Subscription Agreement. After completion, Shenzhen Qingsheng will become a wholly-owned subsidiary of Duomi Music. Shenzhen Qingsheng engages in the business cooperation with different partners in music cloud sector.

The Company principally engages in the business of digital music. It sources its music content from its own interactive platform, [www.a8.com](http://www.a8.com), as well as from other international and domestic record labels, and sells the music content to mobile phone subscribers in the PRC.

Phoenix Success is a wholly owned subsidiary established by the Company in Hong Kong as an investment holding company for the purposes of holding the Subscription Shares for the benefits and interests of the Company.

Having made all reasonable enquiries and to the best of the Directors' knowledge, information and belief, Bile Investments, the Founders, the Founders' Designated Entities, and the PRC Subsidiaries including Beijing Caiyun and Shenzhen Qingsheng and their respective ultimate beneficial owners are independent third parties and not Connected Persons of the Company or their respective Associates.

## **REASONS FOR THE DUOMI MUSIC SHARE SUBSCRIPTION**

Following (1) the establishment of the WFOE; and (2) the signing and entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries, it is contemplated and intended that the businesses of the Duomi Group (including Duomi Music) will be the provision of ancillary and related services in relation to mobile internet especially on the research and development of music platforms and operations.

The Board considers that the investments by the Company through Phoenix Success in the Duomi Group (including Duomi Music) by subscription of the Subscription Shares would allow the Company to seek more chance to integrate different sectors of digital music industry and the complementary nature of such businesses has the potential to provide synergy and benefits to the existing digital music business of the Company which would help the Company to achieve its goal to be the leading digital music service provider in the PRC.

The consideration payable by Phoenix Success for the Duomi Music Share Subscription will be funded by the Group's internal cash resources and the terms of the Duomi Music Share Subscription Agreement are on normal commercial terms and have been arrived at after arm's length negotiation between Phoenix Success and Duomi Music and other signing parties in relation thereto. The Directors (including all the independent non-executive Directors) consider that the terms of the Duomi Music Share Subscription Agreement are fair and reasonable and that the entering into of the Duomi Music Share Subscription Agreement by Phoenix Success is in the interests of the Company and its Shareholders as a whole.

Save for Mr. Liu, all the Directors have confirmed that none of them has any material interest in the Duomi Music Share Subscription and therefore no Director (except Mr. Liu) is required to abstain from voting at the board meeting to approve the Duomi Music Share Subscription.

## **IMPLICATIONS UNDER THE LISTING RULES**

Given that (1) Fortune Sail Investment is owned as to 100% by Mr. Liu and is an Associate of Mr. Liu; (2) Fortune Sail Investment also conditionally agreed to subscribe for 35,435,640 Shares of Duomi Music (representing 41.57% of the enlarged share capital of Duomi Music) at the subscription price of RMB0.52 per Share of Duomi Music for a total consideration of RMB18.5 million under the Duomi Music Share Subscription Agreement ; and (3) Mr. Liu is currently an executive Director and a Substantial Shareholder of the Company, the Duomi Music Share Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the relevant applicable percentage ratios set out in the Listing Rules in respect of the Duomi Music Share Subscription exceed 0.1% but are less than 5%, the Duomi Music Share Subscription is subject to the reporting and announcement requirements but is exempted from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **POSSIBLE FUTURE PLAN IN RELATION TO FURTHER INVESTMENT IN DUOMI MUSIC AND THE DUOMI GROUP**

The Company will closely monitor the business development and performance of the Duomi Group (including Duomi Music) and in future may increase its shareholding interest in Duomi Music through Phoenix Success or the Company when the Board considers the same being appropriate and in the interests of the Company and its Shareholders as a whole after taking into account factors such as the future business prospect and performance of the Duomi Group (including Duomi Music), the prevailing market conditions and investment environment and the business opportunities by then available to the Company. The Company will observe and comply with all the necessary requirements of the Listing Rules including the publication of further announcements, circulars and/or obtaining of Shareholders' approval in relation to any possible future investments by Phoenix Success or the Company in Duomi Music and the Duomi Group.

Phoenix Success will sign and enter into a shareholders' agreement with other parties to the Duomi Music Share Subscription Agreement on completion of the Duomi Music Share Subscription Agreement.

**Acquisition of additional or further shareholding interest in Duomi Music by Phoenix Success or the Company or future investments in Duomi Music and the Duomi Group by Phoenix Success or the Company mentioned hereinabove may or may not take place and Shareholders and prospective investors are reminded to exercise caution when dealing in the shares of the Company.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Associate”	has the meaning ascribed to the term under the Listing Rules
“Beijing Caiyun”	Beijing Caiyun Online Technologies Co. Ltd. (北京彩雲在線技術開發有限公司), a company incorporated in the PRC with limited liability
“Bile Investments”	Bile Investments Limited, a company incorporated and existing under the laws of the BVI and wholly owned by Mr. Shi
“Board”	the board of Directors
“Boundless Melody”	Boundless Melody Company Limited (悅聆網絡有限公司), a company incorporated in Hong Kong with limited liability on 11 April 2011 which is owned as to 100% by Duomi Music
“BVI”	British Virgin Islands
“Company”	A8 Digital Music Holdings Limited (A8 電媒音樂控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 800)
“Connected Person”	has the meaning ascribed to the term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Duomi Group”	Duomi Music and its subsidiaries including Boundless Melody, the WFOE and other subsidiaries through the entering into of the Structural Agreements by the WFOE with each of the PRC Subsidiaries
“Duomi Music”	Duomi Music Holding (Cayman) Company Limited (多米音樂(开曼)控股有限公司), a company incorporated in the Cayman Islands on 7 June 2011 which is authorized to issue a maximum of 500,000,000 Shares with par value of US\$0.0001 each
“Duomi Music Share Subscription”	the subscription of 36,393,360 Subscription Shares (representing 42.69% of the enlarged share capital of Duomi Music) by Phoenix Success
“Duomi Music Share Subscription Agreement”	the subscription agreement entered into by Phoenix Success on 19 September 2011 with, inter alios, Duomi Music in relation to the Duomi Music Share Subscription
“ESOP”	the employee share option plan to be adopted by Duomi Music as described in the paragraph headed “ESOP” under this announcement

“Founders”	Mr. Feng, Mr. Gu Weidong, Mr. Huang Bo, Mr. Li Yonghua and Mr. Feng Jiankang
“Founders’ Designated Entities”	the companies to be incorporated and designated by the Founders to subscribe for the Shares of Duomi Music pursuant to the terms of the Duomi Music Share Subscription Agreement for the benefits of the Founders
“Fortune Sail Investment”	Fortune Sail Investment Limited, a company incorporated and existing under the laws of the BVI and wholly owned by Mr. Liu
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“LOU”	A letter of understanding signed and entered into, among others, between Phoenix Success, Bile investments and Duomi Music on the same date as the Duomi Music Share Subscription Agreement in relation to the payment arrangement of Phoenix Success and Bile investments under the Duomi Music Share Subscription Agreement
“Mr. Feng”	Mr. Feng Yousheng, the sole shareholder of Duomi Music holding the only issued 100 Shares of Duomi Music as at the date of this announcement
“Mr. Liu”	Mr. Liu Xiaosong, an executive Director and a Substantial Shareholder of the Company
“Mr. Shi”	Mr. Shi, Jimmy Jianping
“percentage ratios”	has the meaning ascribed to the term in Chapter 14 of the Listing Rules
“Phoenix Success”	Phoenix Success Limited, a company incorporated in the Hong Kong and a wholly owned subsidiary of the Company
“PRC”	the People’s Republic of China, and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Subsidiaries”	Beijing Caiyun and Shenzhen Qingsheng
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of Duomi Music as at the date of this announcement
“Shareholder(s)”	holder(s) of the Shares of the Company
“Shenzhen Qingsheng”	Shenzhen Qingsheng Tongyin Technology Co. Ltd. (深圳市馨笙同音科技有限公司), a company incorporated in the PRC with limited liability



“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structural Agreements”	the structural agreements to be entered into by the Founders, the WFOE, each of the PRC Subsidiaries and other shareholders of each of the PRC Subsidiaries in relation to Duomi Music business.
“Subscription Price”	RMB0.52 per Subscription Share
“Subscription Shares”	the Shares of Duomi Music to be subscribed by Phoenix Success under the Duomi Music Subscription Agreement
“Substantial Shareholder”	has the meaning ascribed to the term under the Listing Rules
“WFOE”	a wholly-foreign owned enterprise to be incorporated in the PRC with limited liability and owned as to 100% by Boundless Melody
“%”	percent

*In this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.82 = HK\$1 for the purpose of illustration.*

By Order of the Board  
**A8 Digital Music Holdings Limited**  
**Liu Xiaosong**  
*Chairman and Executive Director*

Hong Kong, 19 September 2011

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

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin;*
- (2) Non-Executive Director namely Mr. Li Wei; and*
- (3) Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Mr. Zeng Liqing and Mr. Hui, Harry Chi.*