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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in A8 Digital Music Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of A8 Digital Music Holdings Limited to be held at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong on Thursday, 21 May 2009 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.a8.com>).

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event 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 meeting if they so wish.

17 April 2009

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Level 28, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Thursday, 21 May 2009 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company adopted on 26 May 2008 and became effective on 12 June 2008;
“Board”	the board of Directors;
“Company”	A8 Digital Music Holdings 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 from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Huadong Feitian”	Shenzhen Huadong Feitian Network Development Co., Ltd., a limited liability company incorporated in the PRC which financial results are, through a number of structure contracts, consolidated into the financial statements of the Company and therefore an associated corporation of the Company;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	9 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Date”	12 June 2008, the date on which trading in Shares commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC” or “China”	The People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“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 or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	percent.



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)

Executive Directors:

Liu Xiaosong
(Chairman & Chief Executive Officer)
Lin Yizhong
Ho Yip, Betty

Non-executive Director:

Li Wei

Independent Non-executive Directors:

Chan Yiu Kwong
Hui, Harry Chi
Song Yong Hua

Registered Office:

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

Head Office:

5/F, Fucheng Hi-tech Building
South-1 Avenue
Southern District of Hi-tech Park
Nanshan District, Shenzhen 518057
The PRC

*Principal Place of Business
in Hong Kong:*

Level 28
Three Pacific Place
1 Queen's Road East
Hong Kong

17 April 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the

LETTER FROM THE BOARD

Directors and the extension of the Issuance Mandate by adding to it the aggregate nominal amount of Shares repurchased by the Company under the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

The general mandates previously granted to the Directors to repurchase and issue Shares by written resolutions of the Shareholders of the Company passed on 26 May 2008 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$447,199 (equivalent to 44,719,888 Shares) assuming the total number of issued shares in the share capital of the Company remains the same as 447,198,875 Shares until the resolution is passed (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$894,398 (equivalent to 89,439,775 Shares) assuming the total number of issued shares in the share capital of the Company remains the same as 447,198,875 Shares until the resolution is passed (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance 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 contained in items 4 and 5 of the notice of the Annual General Meeting as set out on pages 21 to 25 of this circular. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

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 granting of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 86(3) of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his appointment, and shall then be eligible for re-election at that meeting.

According to Article 86(3) of the Articles of Association, all the Directors, namely Mr. Liu Xiaosong, Mr. Lin Yizhong, Ms. Ho Yip, Betty, Mr. Li Wei, Mr. Chan Yiu Kwong, Mr. Hui, Harry Chi and Mr. Song Yong Hua shall retire at the Annual General Meeting. All of the above 7 retiring Directors, being eligible, will offer themselves for re-election at the same meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the retiring Directors 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 21 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the amount of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the amendments to the Listing Rules, which came into force on 1 January 2009, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.a8.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Waichai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the 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.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in 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,
By Order of the Board
Liu Xiaosong
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting 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 granting 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 447,198,875 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming the total number of issued shares in the share capital of the Company remains the same as 447,198,875 Shares until the resolution is passed, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of the Shares up to HK\$447,199 (equivalent to 44,719,888 Shares), representing 10% of the aggregate nominal amount of the Shares in issue 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 and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 2008) 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

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 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Liu Xiaosong, Ever Novel Holdings Limited, Prime Century Technology Limited and Grand Idea Holdings Limited (the "Controlling Shareholders"), together control the exercise of 53.50% voting rights in the general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate shareholding of the Controlling Shareholders in the Company would increase to approximately 59.44% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) 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 Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 have traded on the Stock Exchange in the last 11 months since the Listing Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
June (since the Listing Date)	2.67	1.71
July	1.87	1.35
August	1.72	1.41
September	1.60	1.05
October	1.34	0.68
November	1.02	0.60
December	0.99	0.70
2009		
January	0.95	0.74
February	1.40	0.73
March	1.53	1.16
April (up to the Latest Practicable Date)	1.49	1.35

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the period starting from the Listing Date to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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**

Position and experience

Mr. Liu Xiaosong, aged 43, is an executive Director, the Chairman and the Chief Executive Officer of the Company. Mr. Liu 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 over 15 years of experience in the technology, media and telecommunications industry. He was one of the founders of Tencent Holdings Limited, a company listed on the Stock Exchange. 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 also the Vice President of the Shenzhen Hi-tech Association. He is a founder of the Group and has been the Chief Executive Officer of the Group since May 2000. He was appointed as a Director on 2 October 2007. Mr. Liu is currently responsible for the overall management and strategic planning of the Group.

Mr. Liu acts as the director of A8 Music Group Limited, Total Plus Limited, Cash River Information Technology (Shenzhen) Co., Ltd., Huadong Feitian, Shenzhen Kuaitonglian Technology Co., Ltd., Shenzhen Yunhai Qingtian Cultural Broadcasting Co., Ltd. and Beijing Chuangmeng Yingyue Culture Broadcasting Co., Ltd., 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 SFO.

Mr. Liu has not held any other directorships in listed public companies in the last three years.

Length of service

Mr. Liu entered into a service agreement with the Company, pursuant to which the term of office of Mr. Liu has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Mr. Liu giving to the other not less than 3 months' prior written notice. Mr. Liu's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu had the following interests in the shares/underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO:

- (i) 216,839,023 Shares, representing approximately 48.49% of the issued share capital of the Company in which 179,644,974 and 37,194,049 Shares were directly held by Prime Century Technology Limited and Ever Novel Holdings Limited respectively, two corporations beneficially owned by a family trust set up by Mr. Liu;
- (ii) 802,000 Shares, representing approximately 0.18% of the issued share capital of the Company, held by Mr. Liu personally; and
- (iii) approximately 75% of the registered capital of Huadong Feitian, held by Mr. Liu personally.

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

Relationships

Save as disclosed in the above paragraphs under the heading “Position and experience” and “Interests in Shares”, Mr. Liu does not have any relationships 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.

Emoluments

Pursuant to the service agreement entered into between Mr. Liu and the Company, Mr. Liu’s emoluments are set out below:

- (1) Mr. Liu is currently entitled to receive an annual salary of RMB648,000;
- (2) Mr. Liu may be entitled to an annual management bonus of a sum to be determined by the Board and approved by the Remuneration Committee of the Company.

Mr. Liu is also entitled to participate in the share option scheme of the Company. The above emoluments of Mr. Liu are determined by the Remuneration Committee 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

There is no information which is discloseable nor is/was Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

(2) Mr. Lin Yizhong

Position and experience

Mr. Lin Yizhong, aged 35, is the Chief Operations Officer of the Company and an executive Director. Mr. Lin graduated from Tsinghua University in the PRC in 1995, with a Bachelor's degree in Materials, Science and Engineering. Mr. Lin has over 12 years of experience in the technology, media and telecom industry. He joined the Group in August 2000 as its senior manager and was appointed as an executive Director on 9 November 2007. Mr. Lin is currently responsible for the general management, sales and marketing and technological system of the Group.

Mr. Lin has not held any other directorships in listed public companies in the last three years.

Length of service

Mr. Lin entered into a service agreement with the Company, pursuant to which the term of office of Mr. Lin has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Mr. Lin giving to the other not less than 3 months' prior written notice. Mr. Lin's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lin had the following interests in the shares/underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO:

- (i) 4,405,280 share options of the Company attaching thereto the rights to subscribe for 4,405,280 Shares; and

- (ii) 100% of the registered capital of Shenzhen Kuaitonglian Technology Co. Ltd., a limited liability company incorporated in China which financial results are, through a number of structure contracts, consolidated into the financial statements of the Company and therefore an associated corporation of the Company held by Mr. Lin personally.

Save as disclosed above, Mr. Lin did not have and was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

Save as disclosed in the above paragraphs under the heading “Interests in Shares”, Mr. Lin does not have any relationships 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.

Emoluments

Pursuant to the service agreement entered into between Mr. Lin and the Company, Mr. Lin’s emoluments are set out below:

- (1) Mr. Lin is currently entitled to receive an annual salary of RMB700,000;
- (2) Mr. Lin may be entitled to an annual management bonus of a sum to be determined by the Board and approved by the Remuneration Committee of the Company.

Mr. Lin is also entitled to participate in the share option scheme of the Company. The above emoluments of Mr. Lin are determined by the Board and approved by the Remuneration Committee 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

There is no information which is discloseable nor is/was Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

(3) Ms. Ho Yip, Betty*Position and experience*

Ms. Ho Yip, Betty, aged 40, is the Chief Financial Officer of the Company and an executive Director. Ms. Ho graduated from the University of Toronto in 1993, with a Bachelor's degree in Commerce. She was admitted as a member of the American Institute of Certified Public Accountants in 1997 and is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Ho has over 15 years of diversified experience in corporate finance, private equity, retail and operations. Ms. Ho was a director of Strategic Capital Group (HK) Limited, an e-commerce private equity firm, from 2000 to 2001. She held the position of Vice President of Corporate Development from 2001 to 2007 at Lorenzo Jewelry Limited, a wholly owned subsidiary of LJ International, Inc. (NASDAQ: JADE) and was responsible for financial planning, corporate finance, investor relations and matters relating to mergers and acquisitions of the group. She joined the Group in July 2007 as its Chief Financial Officer and was appointed as an executive Director on 9 November 2007. Ms. Ho currently oversees the accounting and financial matters of the Group.

Ms. Ho has not held any other directorships in listed public companies in the last three years.

Length of service

Ms. Ho entered into a service agreement with the Company, pursuant to which the term of office of Ms. Ho has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Ms. Ho giving to the other not less than 3 months' prior written notice. Ms. Ho's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Ho was interested in 108,000 share options of the Company attaching thereto the rights to subscribe for 108,000 Shares. Save as disclosed above, Ms. Ho did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Ho does not have any relationships 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.

Emoluments

Pursuant to the service agreement entered into between Ms. Ho and the Company, Ms. Ho's emoluments are set out below:

- (1) Ms. Ho is currently entitled to receive an annual salary of US\$187,000;
- (2) Ms. Ho may be entitled to an annual management bonus of a sum to be determined by the Board and approved by the Remuneration Committee of the Company.

Ms. Ho is also entitled to participate in the share option scheme of the Company. The above emoluments of Ms. Ho are determined by the Board and approved by the Remuneration Committee with reference to her 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

There is no information which is discloseable nor is/was Ms. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Ho that need to be brought to the attention of the Shareholders.

(4) Mr. Li Wei*Position and experience*

Mr. Li Wei, aged 45, is a non-executive Director. Mr. Li graduated from Peking University in 1985, with a Bachelor's degree in Science. He further obtained a degree of Master of Economics in 1991 and a degree of Executive Master of Business Administration in 2005 from Peking University. He is currently a director of IER Venture Capital Co. Ltd., a Vice President of each of Shenzhen Venture Capital Association and Shenzhen Angel Investor Club, and a committee member of Venture Capital Profession Commission of Science and Technology Financial Promotion Association of China. Mr. Li was appointed as a non-executive Director on 9 November 2007. Mr. Li is the spouse of Ms. Cui Jingtao, a shareholder of Huadong Feitian and a substantial Shareholder of the Company.

Mr. Li acts as the director of Huadong Feitian and Shenzhen Kwaitonglian Technology (Shenzhen) Co., Ltd., which are subsidiaries of the Company. He also acts as the director of Rongxin Power Electronic Co., Ltd. (a listed company in China).

Save as disclosed above, Mr. Li has not held any other directorships in listed public companies in the last three years.

Length of service

Pursuant to the appointment letter issued by the Company to Mr. Li, the term of office of Mr. Li has been fixed at 3 years commencing on the Listing Date, unless and until terminated by Mr. Li giving to the Company not less than 1 month's prior written notice. Mr. Li's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li had the following interests in the shares/underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO:

- (i) 48,609,756 Shares, representing 10.87% of the issued share capital of the Company, held indirectly by his spouse, Ms. Cui Jingtao; and
- (ii) approximately 25% of the registered capital of Huadong Feitian, owned by his spouse, Mr. Cui Jingtao.

Save as disclosed above, Mr. Li did not have and was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

Save as disclosed in the above paragraphs under the heading "Position and experience" and "Interests in Shares", Mr. Li does not have any relationships 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.

Emoluments

Mr. Li does not receive any director's fee from the Company. However, Mr. Li is 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

There is no information which is discloseable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(5) Mr. Chan Yiu Kwong

Position and experience

Mr. Chan Yiu Kwong, aged 44, 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. During 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. During 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 Stock Exchange. Mr. Chan currently serves as Company Secretary of Hi Sun. Mr. Chan is an independent non-executive director of a company listed on the Stock Exchange, namely Biosino Bio-Technology and Science Incorporation. He has over 20 years of experience in auditing, business advisory and corporate management. He was appointed as an independent non-executive Director on 9 November 2007.

Save as disclosed above, Mr. Chan has not held any other directorships in listed public companies in the last three years.

Length of service

Pursuant to the appointment letter issued by the Company to Mr. Chan, the term of office of Mr. Chan has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Mr. Chan giving to the other not less than 3 months' prior written notice. Mr. Chan's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Chan does not have any relationships 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.

Emoluments

Mr. Chan is entitled to receive a director's fee of HK\$150,000 per annum, which is determined by the Board with reference to his experience, time commitment and responsibilities as well as the prevailing market conditions. 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

There is no information which is discloseable nor is/was Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(6) Mr. Hui, Harry Chi*Position and experience*

Mr. Hui, Harry Chi, aged 45, is an independent non-executive Director. Mr. Hui obtained a Master of Business Administration degree in 1992 from the University of Southern California. Mr. Hui has over 12 years of experience in the media and music industry. He was the Managing Director of Warner/Chappell Music Publishing, Inc., Hong Kong. From 1998 to 2000, Mr. Hui had been the Senior Vice President/General manager of MTV Asia LDC. From 2002 to 2005, Mr. Hui was the President of the South East Asia division of Universal Music Limited. Since January 2007, Mr. Hui has been the Vice President, Marketing, China Beverages Business Unit of Pepsico International. He was appointed as an independent non-executive Director on 9 November 2007.

Mr. Hui has not held any other directorships in listed public companies in the last three years.

Length of service

Pursuant to the appointment letter issued by the Company to Mr. Hui, the term of office of Mr. Hui has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Mr. Hui giving to the other not less than 3 months' prior written notice. Mr. Hui's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Hui was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Hui does not have any relationships 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.

Emoluments

Mr. Hui is entitled to receive a director's fee of HK\$50,000 per annum, which is determined by the Board with reference to his experience, time commitment and responsibilities as well as the prevailing market conditions. Mr. Hui 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

There is no information which is discloseable nor is/was Mr. Hui involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hui that need to be brought to the attention of the Shareholders.

(7) Mr. Song Yong Hua*Position and experience*

Mr. Song Yong Hua, aged 45, is an independent non-executive Director. Mr. Song graduated from Sichuan University with a Bachelor's degree in Engineering in 1984. In 1987 and 1989, Mr. Song obtained a Master's degree in Electrical Engineering and a degree of Doctor of Engineering from the China Electric Power Research Institute respectively. He further obtained a degree of Doctor of Science from Brunel University in 2002. Mr. Song was a Cheung Kong Scholar under the Cheung Kong Scholars Program. He was elected as a fellow of the Royal Society for the encouragement of Arts, Manufactures & Commerce in 2001 and the Royal Academy of Engineering in 2004. He is also a fellow of The Institution of Electrical Engineering. Currently, Mr. Song is the Professor of Electrical Engineering and the Pro-Vice-Chancellor of the University of Liverpool. He is also the Executive President of Xian Jiaotong Liverpool University, Suzhou, China. He was appointed as an independent non-executive Director on 9 November 2007.

Mr. Song has not held any other directorships in listed public companies in the last three years.

Length of service

Pursuant to the appointment letter issued by the Company to Mr. Song, the term of office of Mr. Song has been fixed at 3 years commencing on the Listing Date, unless and until terminated by either the Company or Mr. Song giving to the other not less than 3 months' prior written notice. Mr. Song's appointment is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Song was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Song does not have any relationships 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.

Emoluments

Mr. Song is entitled to receive a director's fee of HK\$50,000 per annum, which is determined by the Board with reference to his experience, time commitment and responsibilities as well as the prevailing market conditions. Mr. Song 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

There is no information which is discloseable nor is/was Mr. Song involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders.



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of A8 Digital Music Holdings Limited (the “**Company**”) will be held at Level 28, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Thursday, 21 May 2009 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2008;
2. To re-elect the retiring directors and to authorize the board of directors of the Company to fix the respective directors’ remuneration;
3. To re-appoint Messrs Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;
4. To consider as special business 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 purchase (or agree to purchase) its shares of HK\$0.01 each (“**Share**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognized 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total nominal amount of Shares to be purchased or agreed to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) 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 to be held.”;
5. To consider as special business 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 during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorized and unissued shares of HK\$0.01 each (“Share”) in the capital of the Company 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;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company 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 nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options granted under a share option scheme of the Company;

NOTICE OF THE ANNUAL GENERAL MEETING

(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; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20 percent of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) 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 applicable laws 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 of the Company to holders of Shares 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 of the Company 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 recognized regulatory body or any stock exchange outside Hong Kong).”; and

NOTICE OF THE ANNUAL GENERAL MEETING

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 set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”.

By order of the Board
Liu Xiaosong
Chairman of the Board

Hong Kong, 17 April 2009

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of a share, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any 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, and 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.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company 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. The register of members of the Company will be closed from Tuesday, 19 May 2009 to Thursday, 21 May 2009, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 18 May 2009.
5. In relation to the ordinary resolutions set out in items 4, 5 and 6 of the above notice, the directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
6. 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 websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.