

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

(1) FURTHER INFORMATION ABOUT THE PROFIT WARNING ANNOUNCEMENT;

**(2) PROPOSED RIGHTS ISSUE ON THE BASIS OF
TWO RIGHTS SHARES FOR EVERY EXISTING SHARE
HELD ON THE RECORD DATE
AND
APPLICATION FOR THE WHITEWASH WAIVER –**

**(A) DELAY IN DESPATCH OF CIRCULAR;
(B) SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT;
AND
(C) REVISED TIMETABLE OF THE PROPOSED RIGHTS ISSUE AND
CHANGE OF BOOK CLOSURE PERIOD AND THE RECORD DATE**

(1) FURTHER INFORMATION ABOUT THE PROFIT WARNING ANNOUNCEMENT

Reference is made to the profit warning announcement of the Company dated 24 December 2012.

The Board would like to provide additional information on the reasons for the loss of the Company for the year ended 31 December 2012 as compared to a consolidated profit for the year ended 31 December 2011 as disclosed in the Profit Warning. As disclosed in the Profit Warning, the loss is mainly due to:

- 1) The continuing negative impact brought by the series of measures and policies implemented to MVAS industry by related management divisions and mobile operators in China since 2010. The Board would like to inform the Shareholders that as a result of this, the Group recorded a decrease in revenue.
- 2) The restructure of the current business and deployment of new business in the Company are still in process. The Board would like to inform the Shareholders that such restructuring is still in process as at the date of this announcement.
- 3) The effect of sharing of losses of associates. The Board would like to inform the Shareholders that these associates refer to Duomi Music Holding Ltd and Shenzhen Ningmenghai Technology Company Limited.

(2) PROPOSED RIGHTS ISSUE AND APPLICATION FOR THE WHITEWASH WAIVER

(A) Delay in despatch of Circular

The Board wishes to announce that the despatch of Circular in relation to the Rights Issue and the Whitewash Waiver will be postponed. The Company has pursuant to Rule 8.2 of the Takeovers Code applied to the Executive for his consent to extend the date of despatch of the Circular to on or before 30 January 2013.

(B) The Second Supplemental Agreement

On 25 January 2013, the Company and the Underwriter entered into the Second Supplemental Agreement to amend the number of the Underwritten Shares and the Committed Shares as a result of the signing of the Grand Idea Undertaking and to amend the timetable in relation to the Rights Issue.

(C) Revised timetable of the proposed Rights Issue and change of book closure period and the Record Date

As a result of the delay in despatch of the Circular, the Company and the Underwriter entered into the Second Supplemental Agreement to amend the timetable in relation to the Rights Issue. The revised timetable of the Rights Issue is set out in this announcement.

The Shareholders and the public should note that as a result of the changes in the timetable:

- (i) the register of members of the Company will be closed from Friday, 15 February 2013 to Tuesday, 19 February 2013, both dates inclusive for determining the right to attend the EGM; and
- (ii) the Record Date to determine entitlements to the Rights Issue is now changed to Wednesday, 27 February 2013 and the register of members of the Company will be closed from Monday, 25 February 2013 to Wednesday, 27 February 2013, both dates inclusive for determining entitlements under the Rights Issue.

No transfer of Shares will be registered during these periods.

Reference is made to the announcement of the Company dated 6 January 2013 (the “**First Announcement**”) and the announcement of the Company dated 10 January 2013. Unless the content otherwise requires, terms used in this announcement shall have the same meanings as those defined in the First Announcement.

(1) FURTHER INFORMATION ABOUT THE PROFIT WARNING ANNOUNCEMENT

Reference is made to the profit warning announcement of the Company dated 24 December 2012.

The Board would like to provide additional information on the reasons for the loss of the Company for the year ended 31 December 2012 as compared to a consolidated profit for the year ended 31 December 2011 as disclosed in the Profit Warning. As disclosed in the Profit Warning, the loss is mainly due to:

- 1) The continuing negative impact brought by the series of measures and policies implemented to MVAS industry by related management divisions and mobile operators in China since 2010. The Board would like to inform the Shareholders that as a result of this, the Group recorded a decrease in revenue.
- 2) The restructure of the current business and deployment of new business in the Company are still in process. The Board would like to inform the Shareholders that such restructuring is still in process as at the date of this announcement.

- 3) The effect of sharing of losses of associates. The Board would like to inform the Shareholders that these associates refer to Duomi Music Holding Ltd and Shenzhen Ningmenghai Technology Company Limited.

(2) PROPOSED RIGHTS ISSUE AND APPLICATION FOR THE WHITEWASH WAIVER

(A) Delay in despatch of Circular

Pursuant to Rule 8.2 of the Takeovers Code, the Company should send the Circular containing further details of, among others, the Rights Issue and the Whitewash Waiver and arrange for its publication within 21 days after the date of the First Announcement, being no later than 27 January 2013.

As additional time is required to finalise certain information in the Circular and to bulk print the Circular, the Circular cannot be despatched by 27 January 2013. In view of the above, the Company has pursuant to Rule 8.2 of the Takeovers Code applied to the Executive for its consent to extend the date of despatch of the Circular to on or before 30 January 2013. Due to the delay in despatch of the Circular, the timetable regarding the Rights Issue has been changed as set out in this announcement.

(B) The Second Supplemental Agreement

Pursuant to an undertaking letter dated 25 January 2013 signed by Grand Idea, who is a member of the Concert Group (the “**Grand Idea Undertaking**”), Grand Idea has undertaken to the Company, among other matters, to accept and pay for the 43,200,000 Rights Shares that will be allotted and issued to it.

As a result of the signing of the Grand Idea Undertaking and the delay in despatch of the Circular, on 25 January 2013, the Company and the Underwriter entered into the second supplemental agreement to the Underwriting Agreement (as varied and supplemented by the first supplemental agreement dated 10 January 2013) (the “**Second Supplemental Agreement**”) to amend the number of the Underwritten Shares and the Committed Shares and the timetable of the proposed Rights Issue.

Pursuant to the Second Supplemental Agreement:

1. The minimum number of Underwritten Shares (assuming no Shares have been allotted and issued before the Record Date pursuant to any exercise of the outstanding Share Options and that no Shares have been allotted and issued on or before the Record Date) is amended from “613,792,844” to “**570,592,844**”.
2. The maximum number of Underwritten Shares (assuming Shares have been allotted and issued before the Record Date pursuant to the full exercise of the outstanding Share Options (other than the Directors Share Options) but otherwise no Shares have been allotted and issued on or before the Record Date) is amended from “626,825,524” to “**583,625,524**”.
3. The number of Committed Shares is amended from “338,771,908 Rights Shares” to “**381,971,908 Rights Shares**”.

These 381,971,908 Rights Shares comprise (i) the 334,927,908 Rights Shares the Underwriter irrevocably undertakes to accept and/or procure the acceptance thereof as rights entitlement under the Rights Issue pursuant to this Agreement (representing the Rights Shares to be provisionally allotted to the Underwriter and Prime Century); (ii) the 3,844,000 Rights Shares which Mr. Liu will undertake to accept pursuant to the Liu Undertaking (representing the Rights Shares to be provisionally allotted to Mr. Liu); and (iii) the 43,200,000 Rights Shares which Grand Idea has undertaken to accept and pay for pursuant to an undertaking in writing delivered to the Company by it.

4. The timetable in relation to the proposed Rights Issue has been amended and the details of which is set out below.

Save for the amendments as mentioned above, there is no other change to the Underwriting Agreement (as varied and supplemented by the first supplemental agreement dated 10 January 2013).

(C) Revised timetable of the proposed Rights Issue and change of book closure period and the Record Date

The revised timetable of the Rights Issue is set out below:

2013

Despatch of the Circular to the Shareholders	Wednesday, 30 January
Latest time for lodging transfer of the Shares in order to be qualified for the attendance of the EGM	4:30 p.m. on Thursday, 14 February
Register of members closes to determine the right to attend the EGM (both dates inclusive)	Friday, 15 February to Tuesday, 19 February
Latest time for return of form of proxy for the EGM	10:30 a.m. on Sunday, 17 February
EGM	10:30 a.m. on Tuesday, 19 February
Announcement of the results of the EGM	Tuesday, 19 February
Last day of dealings in the Shares on a cum-rights basis	Wednesday, 20 February
Commencement of dealings in the Shares on an ex-rights basis.	Thursday, 21 February
Latest time for lodging transfer of the Shares in order to be qualified for the Rights Issue	4:30 p.m. on Friday, 22 February

Register of members closes to determine entitlements under the Rights Issue (both dates inclusive)	Monday, 25 February to Wednesday, 27 February
Record Date	Wednesday, 27 February
Register of members re-opens	Thursday, 28 February
Despatch of the Prospectus Documents	Thursday, 28 February
First day of dealing in nil-paid Rights Shares	Monday, 4 March
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Wednesday, 6 March
Last day of dealings in nil-paid Rights Shares	Monday, 11 March
Latest Time for Acceptance and Payment for Rights Shares	4:00 p.m. on Thursday, 14 March
Latest Time for Termination	4:00 p.m. on Monday, 18 March
Announcement of results of the Rights Issue	Thursday, 21 March
Despatch of refund cheques for wholly and partially unsuccessful applications for excess Rights Shares	Friday, 22 March
Despatch of certificates for the fully paid Rights Shares	Friday, 22 March
Dealings in fully-paid Rights Shares expected to commence	9:00 a.m. on Monday, 25 March

All dates and times set out in the timetable above refer to Hong Kong time.

Change of book closures date

The Shareholders and the public should note that as a result of the changes in the timetable:

- (i) the register of members of the Company will be closed from Friday, 15 February 2013 to Tuesday, 19 February 2013, both dates inclusive for determining the right to attend the EGM; and
- (ii) the Record Date to determine entitlements to the Rights Issue is now changed to Wednesday, 27 February 2013 and the register of members of the Company will be closed from Monday, 25 February 2013 to Wednesday, 27 February 2013, both dates inclusive for determining entitlements under the Rights Issue.

No transfer of Shares will be registered during these periods.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Existing Shares will be dealt with on an ex-rights basis from Thursday, 21 February 2013. The Rights Shares will be dealt with in their nil-paid form from Monday, 4 March 2013 to Monday, 11 March 2013 (both dates inclusive). If prior to 4:00 p.m., Monday, 18 March 2013 (or such later time and/or date as the Underwriter may agree with the Company), the Underwriter terminates the Underwriting Agreement or the conditions of the Rights Issue cannot be fulfilled, the Rights Issue will not proceed.

Any dealings in the Shares from the date of the First Announcement up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, and any dealings in the Rights Shares in their nil-paid form between Monday, 4 March 2013 to Monday, 11 March 2013, both days inclusive, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid form are recommended to consult with their own professional advisers if they are in any doubt.

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

Hong Kong, 25 January 2013

As at the date of this announcement, the board of Directors comprises:

- (1) executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin; and*
- (2) independent non-executive Directors namely Mr. Chan Yiu Kwong, Mr. Zeng Liqing and Ms. Wu Shihong.*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Ever Novel) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Ever Novel) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement (other than those relating to Ever Novel) in this announcement misleading.

The directors of Ever Novel jointly and severally accept full responsibility for the accuracy of the information relating to Ever Novel contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by Ever Novel have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement relating to Ever Novel in this announcement misleading.