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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)

- (1) **POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING
HELD ON 19 FEBRUARY 2013**
- (2) **DESPATCH OF PROSPECTUS DOCUMENTS**

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 19
FEBRUARY 2013**

The Board is pleased to announce that the ordinary resolutions as set out in the notice of the EGM contained in the Circular were duly approved by the Independent Shareholders by way of poll at the EGM held on 19 February 2013.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to the registration of the Prospectus Documents with the Registrar of Companies of Hong Kong, (i) the Prospectus Documents are expected to be despatched to the Qualifying Shareholders on 28 February 2013, and (ii) the Prospectus is also expected to be despatched to the Excluded Shareholders (if any on the Record Date), for their information only, on the same day.

Reference is made to the circular of A8 Digital Music Holdings Limited (the “**Company**”) dated 30 January 2013 (the “**Circular**”) in relation to, among other things, the Rights Issue and the Whitewash Waiver. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 19
FEBRUARY 2013**

The Board is pleased to announce that the ordinary resolutions proposed at the EGM held on 19 February 2013 have been duly passed by the Independent Shareholders by way of poll as more than 50% of the votes were cast in favour of the resolutions. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the Underwriting Agreement and the Rights Issue in accordance with the terms of the Underwriting Agreement and the Circular.	28,709,688 (99.993034%)	2,000 (0.006966%)
2.	To approve the Whitewash Waiver.	28,709,688 (99.993034%)	2,000 (0.006966%)

As a majority of the votes were cast in favour of each of the resolutions 1 and 2, all such ordinary resolutions were duly passed.

As stated in the Circular, pursuant to Rule 7.19(6) of the Listing Rules, the Rights Issue is subject to the approval by the Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution approving the Rights Issue (i.e. resolution 1). The Whitewash Waiver is subject to the approval by the Independent Shareholders at the EGM in accordance with the requirements of the Takeovers Code. (i) The Underwriter and persons acting in concert with it; (ii) the controlling Shareholders (i.e. the Underwriter, Prime Century, Mr. Liu and Grand Idea) and their respective associates; and (iii) those who are involved in, or interested in, the Underwriting Agreement and/or the Whitewash Waiver are required by the Takeovers Code to abstain from voting on the proposed resolution approving the Whitewash Waiver (i.e. resolution 2).

As at the date of the EGM, the number of issued Shares was 476,282,376 Shares, among which 190,985,954 Shares are held by the Shareholders who are required to abstain from voting or to abstain from voting in favour at the EGM pursuant to the Listing Rules and the Takeovers Code and the remaining 285,296,422 Shares were held by the Independent Shareholders, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM.

None of the Shareholders have stated their intention in the Circular to vote against any of the ordinary resolutions at the EGM.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the EGM.

SHAREHOLDING STRUCTURE

For illustration purposes only, the table below depicts the shareholding structure of the Company as at the date of this announcement and the possible changes upon completion of the Rights Issue:

Immediately upon completion of the Rights Issue

Shareholder	As at the date of this announcement		Assuming no exercise of the outstanding Share Options on or before the Record Date				Assuming full exercise of the outstanding Share Options (other than the Director Share Options) on or before the Record Date			
			Full acceptance by the Qualifying Shareholders under the Rights Issue		No acceptance by the Qualifying Shareholders under the Rights Issue (other than the Concert Group) (Note 1)		Full acceptance by the Qualifying Shareholders under the Rights Issue		No acceptance by the Qualifying Shareholders under the Rights Issue (other than the Concert Group) (Note 1)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<i>The Underwriter (i.e. Ever Novel) and persons acting in concert with it (Note 2)</i>	190,985,954	40.10	572,957,862	40.10	1,143,550,706	80.03	572,957,862	39.56	1,156,583,386	79.85
<i>Public</i>	285,296,422	59.90	855,889,266	59.90	285,296,422	19.97	875,438,286	60.44	291,812,762	20.15
Total	476,282,376	100.00	1,428,847,128	100.00	1,428,847,128	100.00	1,448,396,148	100.00	1,448,396,148	100.00

Notes:

1. **These scenarios are for illustration only** and assuming the provisional allotments of the Rights Shares of all other Shareholders are taken up by the Underwriter. As at the date of this announcement, the Concert Group holds, in aggregate, 190,985,954 Shares. Pursuant to the Underwriting Agreement, Grand Idea Undertaking and the Liu Undertaking, the Concert Group have undertaken to take up, in aggregate, 381,971,908 Rights Shares provisionally allotted to them respectively. The Company will ensure its compliance with Rule 8.08 of the Listing Rules to maintain a public float of 25% of the Company's total issued share capital on the date of completion of the Rights Issue.
2. The Underwriter is 100% beneficially owned by a family trust, the beneficiaries of which are the family members of Mr. Liu. As at the date of this announcement, (i) the Underwriter, together with Prime Century, holds in aggregate 167,463,954 Shares, representing 35.16% of the existing issued share capital of the Company; (ii) Mr. Liu, being a member of the Concert Group, directly holds 1,922,000 Shares, representing 0.40% of the existing issued share capital of the Company; and (iii) Grand Idea, being a member of the Concert Group, directly holds 21,600,000 Shares, representing 4.54% of the existing issued share capital of the Company. The issued share capital of Grand Idea is 100% beneficially owned by a family trust set up by Ms. Xie Yuanbi for the benefits of her family members. Ms. Xie Yuanbi is the mother of Mr. Liu.

Pursuant to the Underwriting Agreement, the Underwriter has undertaken that in the event that the public float of the Company shall fall below the prescribed percentage applicable to the Company under the Listing Rules at the time of the allotment of the fully paid Rights Shares, the Underwriter will, immediately after the completion of the Rights Issue, dispose of such number of Shares to independent third parties not connected or associated with the Directors, substantial Shareholders or chief executive of the Company and its subsidiaries, or any of their respective associates in order to restore the public float of the Company to not less than the prescribed percentage applicable to the Company under the Listing Rules ("**Public Float Maintenance Arrangement**"). As at the date of this announcement, the Underwriter is in the course of negotiation with certain potential independent purchasers in respect of the Public Float Maintenance Arrangement and will enter into definitive agreement(s) with potential purchaser(s) before the latest practicable date of the Prospectus.

DESPATCH OF PROSPECTUS DOCUMENTS

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By Order of the Board
A8 Digital Music Holdings Limited
Liu Xiaosong
Chairman

Hong Kong, 19 February 2013

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement 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 in this announcement misleading.

As at the date of this announcement, the Board of the Company 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.*