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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE
AND THE REMUNERATION COMMITTEE**

The Board hereby announces that with effect from 30 May 2013:

1. Mr. Zeng resigned as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company;
2. Mr. Song has been appointed as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of A8 Digital Music Holdings Limited (the “**Company**”) announces that:

1. Mr. Zeng Liqing (the “**Mr. Zeng**”) resigned as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 30 May 2013.

Mr. Zeng, aged 43, is an Independent Non-executive Director. Mr. Zeng graduated from Xi’an University of Electronic Science and Technology in 1993 with a bachelor’s degree in Computer Communication. He has years of diversified working experience and has good knowledge of the Internet and Telecom Industry in China. He was one of the five founders of Tencent Holdings Limited (“Tencent”), a listed company on the Main Board of The Stock Exchange (Stock code: 00700.HK). He acted as the Chief Operating Officer and was responsible for overseeing the business operation of Tencent from 1999 to 2007, and is an honorary life advisor of Tencent. From May 2007, Mr. Zeng expanded into the investment field and founded Shenzhen Dexun Investment Limited (深圳市德迅投資有限公司) and acts as the Executive Managing Director. He was appointed as an Independent Non-executive Director on 23 October 2009.

Mr. Zeng has entered into a service contract with the Company (the “**Service Contract**”) for a term of service of 3 years starting from 23 October 2009, the term shall renew automatically until terminates in accordance with the provisions of the Service Contract. The Service Contract is terminable by either Mr. Zeng or the Company upon not less than three months' written notice to the other party or payment in lieu of such notice to the other party. Mr. Zeng should be subject to retirement by rotation and be re-elected as Director at the annual general meetings of the Company pursuant to the Articles of Association of the Company. Mr. Zeng has retired and been re-elected on the annual general meeting of the Company for the year 2010 and year 2012 respectively.

According to the Service Contract, Mr. Zeng is entitled to a fixed director’s fee of HK\$ 50,000 per annum which was determined by the Board with reference to the prevailing market conditions and based on the anticipated responsibilities to be taken up and professional expertise to be exercised by Mr. Zeng to the Company’s affairs and has been adjusted to HK\$70,000 effective from 1 January 2012.

As at the date of this announcement, Mr. Zeng (i) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not hold other positions with the Company or other members of the Company’s group (the “**Group**”); (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the date of this announcement, there is not any information relating to Mr. Zeng which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The resignation of Mr. Zeng is due to his other business engagements which require more of his dedication. Mr. Zeng has confirmed that he has no disagreement with the Board and that there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Zeng for his valuable contribution to the Company during his term of services.

2. Mr. Song Ke (the “**Mr. Song**”) has been appointed as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 30 May 2013.

Mr. Song, aged 48, is a famous music producer in China. He has nearly twenty years of professional experience in the music industry. Mr. Song graduated from Tsinghua University in 1988 with a Bachelor's degree in environmental engineering, and during the period from 1990 to 1992 studied at Texas A&M University in USA. Mr. Song came back in 1996 and founded the Maitian Music Creation Company. During the period from 2000 to 2012, he served as the Deputy General Manager and Musical Director in

Warner Music Company China District, the Deputy General Manager in Taihe Media Investment Co. Ltd. and the Managing Director in Beijing Taihe Rye Music Co., Ltd. From June 2012, Mr. Song acts as Chairman in Henda Music Company. Mr. Song also acts as the Vice President of the Record Working Committee in China Audio & Video Association, and the Vice President of Popular Music Society in China Musicians Association.

Mr. Song has entered into a service contract with the Company (the “**Service Contract**”) for a term of service of 3 years starting from 30 May 2013, the term shall renew automatically until terminates in accordance with the provisions of the Contract. The Service Contract is terminable by either Mr. Song or the Company upon not less than three months' written notice to the other party or payment in lieu of such notice to the other party. Mr. Song should be subject to retirement by rotation and be re-elected as Director at the annual general meetings of the Company pursuant to the Articles of Association of the Company.

According to the Service Contract, Mr. Song is entitled to a fixed director's fee of HK\$ 90,000 per annum which was determined by the Board with reference to the prevailing market conditions and based on the anticipated responsibilities to be taken up and professional expertise to be exercised by Mr. Song to the Company's affairs. Such emolument is subject to review by the Board from time to time pursuant to the power conferred on it on the annual general meetings of the Company.

As at the date of this announcement, Mr. Song (i) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not hold other positions with the Company or other members of the Company's group (the “**Group**”); (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the date of this announcement, there is not any information relating to Mr. Song which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Song in joining the Board.

On behalf of the Board
A8 Digital Music Holdings Limited
Chairman and Executive Director
Liu Xiaosong

Hong Kong, 30 May 2013

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

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin; and*
- (2) Independent Non-executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Song Ke.*