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A8 New Media Group Limited

A8 新媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 800)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of A8 New Media Group Limited (the “**Company**”) hereby announces that the Board has approved the remuneration structure adjustment proposal of Mr. Liu Xiaosong (“**Mr. Liu**”), the Chairman of the Board and the controlling shareholder of the Company, according to which Mr. Liu’s proportion of cash remuneration will decline sharply and the proportion of non-cash remuneration will increase accordingly. On 14 May 2015, the Company granted options (the “**Share Options**”) to Mr. Liu to subscribe for 4,807,600 shares (the “**Shares**”) under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 26 May 2008.

The Share Options shall entitle Mr. Liu (the “**Grantee**”) to subscribe for 4,807,600 shares (representing approximately 0.28% of the total issued share capital of the Company as at the date of this announcement), upon the exercise of the Share Options in full at an exercise price (the “**Exercise Price**”) of HK\$1.04 per share.

The Exercise Price represents the highest of:

- (i) the closing price of HK\$1.04 per share as stated in the daily quotations sheet issued by the Stock Exchange on 14 May 2015, being the date of grant (the “**Date of Grant**”);
- (ii) the average closing price of HK\$1.018 per share as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- (iii) the nominal value of the share, which is HK\$0.01.

The Share Option granted shall be vested by 4 times with one fourth at every anniversary day from 14 May 2015, and exercisable by the Grantee from the Date of Grant to the earlier of (i) the date on which such Share Options lapse under the provisions of paragraph 10 of the Share Option Scheme; or (ii) 14 May 2022, being the date falling 7 years from the Date of Grant.

The independent non-executive Directors have approved the grant of the Share Options to the Grantee in accordance with Rule 17.04(1) of the Listing Rules.

On behalf of the Board
A8 New Media Group Limited
Chairman & Executive Director
Liu Xiaosong

Hong Kong, 14 May 2015

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

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