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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



First Shanghai Securities Limited

The Board is pleased to announce that the condition set out in the Placing Agreement was fulfilled on 17 July 2015 and completion of the Placing took place on 22 July 2015 as agreed by the Company and the Placing Agent in accordance with the terms of the Placing Agreement.

An aggregate of 120,000,000 Placing Shares, representing approximately 6.54% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees who and (where applicable) whose ultimate beneficial owners are Independent Third Parties. The net proceeds from the Placing are approximately HK\$67 million.

Reference is made to the announcements of A8 New Media Group Limited (the “**Company**”) dated 13 July 2015 and 15 July 2015 (the “**Announcements**”) in relation to, among other matters, the Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements unless otherwise stated.

The Board is pleased to announce that the condition set out in the Placing Agreement was fulfilled on 17 July 2015 and the completion of the Placing took place on 22 July 2015 as agreed by the Company and the Placing Agent in accordance with the terms of the Placing Agreement. An aggregate of 120,000,000 Placing Shares, representing approximately 6.54% of the issued share capital of the Company as at the date of this announcement immediately after completion of

the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.57 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Placees and (where applicable) their respective ultimate beneficial owners, are Independent Third Parties; and (ii) each Placee has not become a substantial shareholder of the Company (within the meaning of the Listing Rules) as a result of subscribing for and/or purchasing of the Placing Shares upon the completion of the Placing.

The net proceeds from the Placing are approximately HK\$67 million, which will be utilised for future investment of the Group as and when opportunities arise, with the focus on mobile game industry chain and online to offline music industry chain consolidation.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the effects on the shareholding structure of the Company as a result of the completion of the Placing:

	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Liu Xiaosong (“ Mr. Liu ”) and his associates (<i>Note 1</i>)	581,557,398	33.91	581,557,398	31.69
Mr. Chan Yiu Kwong (<i>Note 2</i>)	105,000	0.01	105,000	0.01
Placees	-	-	120,000,000	6.54
Other public Shareholders	<u>1,133,530,230</u>	<u>66.08</u>	<u>1,133,530,230</u>	<u>61.76</u>
Total	<u>1,715,192,628</u>	<u>100.00</u>	<u>1,835,192,628</u>	<u>100.00</u>

Notes:

- Mr. Liu, the chairman of the Board and an executive Director, is the founder of a family trust which is owned by HSBC International Trustee Limited as trustee of such discretionary trust. These 581,557,398 Shares comprised (i) 510,991,398 Shares interested or deemed to be interested by the intermediate companies of such family trust, of which 369,360,303 Shares and 141,631,095 Shares are directly held by Prime Century Technology Limited and Ever Novel Holdings Limited respectively; (ii) 5,766,000 Shares directly held by Mr. Liu; and (iii) 64,800,000 Shares interested or deemed to be interested by an associate of Mr. Liu.
- Mr. Chan Yiu Kwong is an independent non-executive Director.

3. The above shareholding table does not take into account the effect of the allotment and issue of new Shares by the Company under the specific mandate under a subscription agreement dated 14 July 2015 entered into between the Company and Ever Novel Holdings Limited (“**Subscription Agreement**”), details of which are disclosed in the announcement of the Company dated 16 July 2015. As at the date of this announcement, the completion of the Subscription Agreement has not yet taken place.

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

Hong Kong, 22 July 2015

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