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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)

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces that:

1. Mr. Song Ke has resigned as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board with effect from 30 May 2016 in order to devote more time to his other personal commitments;
2. Mr. Li Feng has been appointed as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board with effect from 30 May 2016;
3. Ms. Gao Keying has resigned as a joint company secretary and an authorised representative of the Company pursuant to the Listing Rules with effect from 1 June 2016.
4. Following Ms. Gao's resignation as a joint company secretary and an authorised representative of the Company, Mr. Liu Pun Leung, who is an Executive Director and the other joint company secretary of the Company, will act as the sole company secretary of the Company with effect from 1 June 2016. Mr. Liu has also been appointed as an authorised representative of the Company pursuant to the Listing Rules, with effect from 1 June 2016. Following Mr. Liu's appointment as an authorised representative of the Company, the two authorised representatives of the Company pursuant to the Listing Rules are Mr. Liu Xiaosong and Mr. Liu Pun Leung.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (“**Board**”) of directors (“**Directors**”) of A8 New Media Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Song Ke (“**Mr. Song**”) resigned as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board with effect from 30 May 2016 in order to devote more time to his other personal commitments.

Mr. Song has confirmed that there is no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

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

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that Mr. Li Feng (the “**Mr. Li**”) has been appointed as an Independent Non-executive Director and member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Board with effect from 30 May 2016.

Mr. Li, aged 48, has extensive experience in venture capital investment and enterprise management. Mr. Li graduated from Tsinghua University with a Bachelor's degree and Master's degree successively in 1991, and graduated from Massachusetts Institute of Technology with a Master's degree and Doctor's degree successively in 1999. Mr. Li co-founded Photonify Technologies, Inc. in 1999, and served as its Chairman and Chief Executive Officer. He co-founded EPIN Media Holdings, Ltd. in 2002, and served as its Chairman, President and Chief Executive Officer. During the period from 2009 to 2011, Mr. Li was a partner at VantagePoint Capital Partner. Since 2011, Mr. Li served as the founding partner at SummitView Capital which was a venture and private equity investment institution focusing on emerging industries.

Mr. Li has entered into a service contract with the Company (the “**Service Contract**”) for a term of 3 years starting from 30 May 2016. The Service Contract is terminable by either Mr. Li 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. Li is subject to retirement and re-election as Director at the general meetings of the Company pursuant to the Articles of Association of the Company.

According to the Service Contract, Mr. Li 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. Li to the Group's affairs. Such director's fee is subject to review by the Board from time to time pursuant to the power conferred on it at the annual general meetings of the Company.

As at the date of this announcement, save as disclosed above, Mr. Li (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 Group; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”)) of the Company; and (iv) has not held any other major appointments and professional qualifications or 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. Li 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. Li in joining the Board.

## **RESIGNATION OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

Ms. Gao Keying (“**Ms. Gao**”) has resigned as a joint company secretary and an authorised representative of the Company pursuant to the Listing Rules, with effect from 1 June 2016.

Ms. Gao has confirmed that there is no disagreement with the Board and there is no matter in respect of her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to thank Ms. Gao for her valuable contribution to the Company during her term of service.

## **APPOINTMENT OF AUTHORISED REPRESENTATIVE**

Following Ms. Gao’s resignation as a joint company secretary and an authorised representative of the Company, Mr. Liu Pun Leung (“**Mr. Liu**”), who is an Executive Director and the other joint company secretary of the Company, will act as the sole company secretary of the Company with effect from 1 June 2016.

Mr. Liu has also been appointed as an authorised representative of the Company pursuant to the Listing Rules, with effect from 1 June 2016.

Following Mr. Liu’s appointment as an authorised representative of the Company, the two authorised representatives of the Company pursuant to the Listing Rules are Mr. Liu Xiaosong (the Chairman of the Board and an Executive Director) and Mr. Liu.

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

Hong Kong, 30 May 2016

*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. Li Feng.*