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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)**

**NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of A8 New Media Group Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 12 August 2016 at 23/F, A8 Music Building, No. 1002 Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen, the PRC to consider and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 13 May 2016 and the supplemental agreement dated 22 July 2016 entered into by and among 深圳市雲海情天文化傳播有限公司, a wholly-owned subsidiary of the Company (“**Purchaser A**”) and 深圳市浩祥投資有限公司 (“**Purchaser B**”, together with Purchaser A, the “**Purchasers**”) as purchasers, 畢建偉, 倪凱, 經緯 (杭州) 創業投資合夥企業 (有限合夥) and 北京紅杉信遠股權投資中心 (有限合夥) as vendors, Mr. Liu Xiaosong as guarantor and 北京掌文信息技術有限公司 (“**Target**”) in relation to the acquisition (“**Acquisition**”) of the entire equity interest of the Target by the Purchasers (collectively, the “**SP Agreement**”), at an aggregate consideration of RMB550 million in cash, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the formation of joint venture company between Purchaser A and Purchaser B as a result of the completion of the Acquisition (“**JV Formation**”) be and is hereby approved; and
- (c) any one of the directors of the Company (“**Director**”) be and is hereby authorised to do all such acts and things as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the SP Agreement and the transactions contemplated thereunder and the JV Formation and execute and deliver all such documents, deeds or instruments (including affixing

the common seal of the Company thereon) and take all such steps as the Director consider necessary, appropriate or desirable to implement or give effect to the SP Agreement and the transactions contemplated thereunder and the JV Formation.”

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

Hong Kong, 27 July 2016

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*  
Suite 06-12, 33/F.  
Shui On Centre  
6-8 Harbour Road, Wanchai  
Hong Kong

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In the case of joint holders of a share, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- (c) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) The resolution at the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.

*As at the date of this notice, the board of Directors 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.*