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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)*

(Stockcode: 800)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 MAY 2023**

References are made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of A8 New Media Group Limited (the “**Company**”) dated 25 April 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

#### **ANNUAL GENERAL MEETING**

The Board is pleased to announce that at the AGM held on 26 May 2023, each of the proposed ordinary resolutions (the “**Ordinary Resolutions**”) and the proposed special resolution (the “**Special Resolutions**”) (collectively, the “**Resolutions**”, and each a “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll. For details of the resolutions considered at the AGM, shareholders should refer to the Notice.

The poll results are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>NO. OF VOTES</b>	
		<b>(%) (Note)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2022.	1,872,334,338 (99.987717%)	230,000 (0.012283%)

ORDINARY RESOLUTIONS		NO. OF VOTES (%) (Note)	
		FOR	AGAINST
2.	(a) To re-elect Mr. Liu Xiaosong as an executive Director.	1,871,500,338 (99.943180%)	1,064,000 (0.056820%)
	(b) To re-elect Mr. Chan Yiu Kwong as an independent non-executive Director.	1,871,500,338 (99.943180%)	1,064,000 (0.056820%)
	(c) To re-elect Mr. Gao Shenglin as an independent non-executive Director.	1,872,282,338 (99.984940%)	282,000 (0.015060%)
	(d) To authorize the Board of directors to fix the respective Directors' remuneration.	1,872,564,338 (100.000000%)	0 (0.000000%)
3.	To re-appoint Ernst & Young as the auditor of the Company and authorise the Board to fix its remuneration.	1,872,564,338 (100.000000%)	0 (0.000000%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company.	1,870,974,338 (99.915090%)	1,590,000 (0.084910%)
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the issued shares of the Company.	1,872,564,338 (100.000000%)	0 (0.000000%)
6.	To extend the general mandate granted to the Directors to issue additional Shares under resolution 4 by adding the number of the Shares repurchased under resolution 5.	1,870,974,338 (99.915090%)	1,590,000 (0.084910%)
SPECIAL RESOLUTIONS		NO. OF VOTES (%) (Note)	
		FOR	AGAINST
7.	The authorized share capital of the company will be changed to HK\$30,000,000 divided into 3,000,000,000 ordinary shares of par value HK\$0.01 each.	1,872,564,338 (100.000000%)	0 (0.000000%)
8.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company.	1,871,782,338 (99.958239%)	782,000 (0.041761%)

Notes:

*The number and percentage of votes are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.*

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions numbered 1 to 6, such resolutions were duly passed at the AGM as ordinary resolutions of the Company. Furthermore, as not less than 75% of the votes were cast in favour of the Special Resolutions numbered 7 to 8, such resolutions were duly passed at the AGM as special resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 2,772,834,628, which was the total number of Shares entitling the holders thereof to attend and vote on the Resolutions proposed at the AGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder had material interest in the Resolutions and was required to abstain from voting on any of the Resolutions at the AGM in accordance with the Listing Rules. None of the Shareholders was entitled to attend and abstain from voting in favour of any of the Resolutions proposed at the AGM according to Rule 13.40 of the Listing Rules. None of the Shareholders stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The director of the Company, Mr. Liu Xiaosong and Mr. Ji Bo attended the AGM in person, Mr. Chan Yiu Kwong and Mr. Gao Shenglin attended the AGM via telecommunication facilities, while Ms. Wu Shihong was unable to attend the AGM due to other work commitment.

## **ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the Circular in relation to, among other things, the Proposed change in authorised share capital and adoption of the Amended and Restated Memorandum and Articles of Association (the "**Revised Memorandum and Articles of Association**").

The Board is pleased to announce that pursuant to the Special Resolutions numbered 7 and 8, the change in authorised share capital and the Revised Memorandum and Articles of Association have been approved and adopted with immediate effect after the conclusion of the AGM. The full text of the Revised Memorandum and Articles of Association is available on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.a8nmg.com](http://www.a8nmg.com)).

The Revised Memorandum and Articles of Association are prepared in English and the Chinese translation thereof is for reference only, and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

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

Hong Kong, 26 May 2023

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

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Ji Bo; and*
- (2) Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Gao Shenglin.*