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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by A8 New Media Group Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the joint announcement (the “**Joint Announcement**”) issued by LuxOrigo Investment Limited (the “**Offeror**”) and the Company dated 12 June 2024 in relation to, among others, the Proposal for the privatisation of the Company by the Offeror by way of the Scheme; (ii) “Pre-IPO Share Option Scheme” and the “2008 Share Option Scheme” adopted by the Company in 2008 and the share option scheme of the Company adopted on 29 May 2018 (collectively, the “**Share Option Schemes**”); and (iii) the announcements of the Company pursuant to Rule 3.8 of the Takeovers Code published on 13 June 2024, 14 June 2024, 17 June 2024, 20 June 2024 and 3 July 2024. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Joint Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 5 July 2024, 500,000 Share Options with an exercise price of HK\$0.219 granted under the Share Option Schemes had been exercised pursuant to the rules of the Share Option Schemes.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue and outstanding as at the date of this announcement are as follows:

- (a) following the issue of 500,000 new Shares as a result of the exercise of Share Options as set out above, a total of 2,785,220,628 Shares in issue; and
- (b) immediately following the exercise of Share Options as set out above, a total of 20,848,408 Share Options granted under the Share Option Schemes (all of which have been vested), each giving the Option Holders the right to subscribe for one new Share, comprising (i) 10,529,000 Share Options held by Mr. Liu, including 1,715,000 Share Options with an exercise price of HK\$0.57, 8,813,000 Share Options with an exercise price of HK\$0.221 and 1,000 Share Options with an exercise price of HK\$0.255; (ii) 1,100,000 Share Options held by Mr. Chan Yiu Kwong with an exercise price of HK\$0.439; (iii) 900,000 Share Options held by Ms. Wu Shihong with an exercise price of HK\$0.439; and (iv) the remaining 8,319,408 Share Options held by other employees of an associate of the Company with an exercise price of HK\$0.219.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

Shareholders, Option Holders and/or potential investors should be aware that the implementation of the Proposal, the Scheme or the Option Offer is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal, the Scheme and the Option Offer may or may not be implemented and the Scheme may or may not become effective. Shareholders, Option Holders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.

By order of the Board of
A8 New Media Group Limited
Liu Xiaosong
Chairman & Executive Director

Hong Kong, 5 July 2024

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.*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.