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**LuxOrigo Investment Limited**

*(incorporated in the British Virgin Islands with limited liability)*

**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)**

**JOINT ANNOUNCEMENT**

- (1) PROPOSAL FOR THE PRIVATISATION OF A8 NEW MEDIA GROUP LIMITED BY LUXORIGO INVESTMENT LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS**
- (2) PROPOSED WITHDRAWAL OF LISTING OF A8 NEW MEDIA GROUP LIMITED**

**EFFECTIVE DATE OF THE SCHEME  
RESULTS OF THE OPTION OFFER  
WITHDRAWAL OF LISTING  
OF A8 NEW MEDIA GROUP LIMITED  
AND  
PAYMENT UNDER THE SCHEME AND THE OPTION OFFER**

**Financial Adviser to the Offeror**



**Gram Capital Limited**  
**嘉林資本有限公司**

**Independent Financial Adviser to the Independent Board Committee**



**綽耀資本**  
**REDSOLAR**

## INTRODUCTION

References are made to (i) the composite scheme document jointly issued by LuxOrigo Investment Limited (the “**Offeror**”) and A8 New Media Group Limited (the “**Company**”) dated 29 July 2024 in relation to, among other things, the Proposal, the Scheme and the Option Offer (the “**Scheme Document**”); (ii) the announcement jointly issued by the Company and the Offeror dated 23 August 2024 in relation to, among other things, the results of the Court Meeting and the EGM; and (iii) the announcement jointly issued by the Company and the Offeror dated 19 September 2024 in relation to, among other things, the sanction of the Scheme by the Grand Court (the “**Sanction Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

Unless otherwise expressly stated, all references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

## EFFECTIVE OF THE SCHEME

As set out in the Sanction Announcement, the Scheme was sanctioned (without modification) by the Grand Court at the petition hearing held on Tuesday, 17 September 2024 (Cayman Islands time). The reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was also confirmed by the Grand Court on the same day at the same hearing.

A copy of the order of the Grand Court sanctioning the Scheme and confirming the Capital Reduction was delivered to the Registrar of Companies in the Cayman Islands for registration on Friday, 20 September 2024 (Cayman Islands time).

All of the Conditions as set out in the section headed “3. Conditions of the Proposal and the Scheme” in Part VII — Explanatory Memorandum of the Scheme Document were fulfilled, and the Scheme became effective on Friday, 20 September 2024 (Cayman Islands time).

## RESULTS OF THE OPTION OFFER

The Option Offer closed at 4:30 p.m. on Friday, 20 September 2024.

As at 4:30 p.m. on Friday, 20 September 2024 (being the latest time and date for lodging the Form of Acceptance in relation to the Option Offer), the Company has received valid acceptances of the Option Offer in respect of (i) 1,100,000 Share Options with an exercise price of HK\$0.439 held by Mr. Chan Yiu Kwong; and (ii) 900,000 Share Options with an exercise price of HK\$0.439 held by Ms. Wu Shihong; representing 98.035% of the outstanding Share Options granted under the Share Option Schemes (other than those held by Mr. Liu).

The Option Offer has not been revised or extended.

Any Share Options (including the Share Options held by Mr. Liu) that are not exercised on or prior to the Latest Option Exercise Date or (if applicable) cancelled pursuant to the acceptance of the Option Offer have automatically lapsed upon the Scheme became effective. Option Holders who have not accepted the Option Offer by 4:30 p.m. on Friday, 20 September 2024 will not receive the Option Offer Price from the Offeror.

## **OPTION OFFER BECOMES UNCONDITIONAL**

The Option Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer became unconditional Friday, 20 September 2024 (Cayman Islands time).

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

It is expected that the listing of the Shares on the Stock Exchange will be withdrawn with effect from 4:00 p.m. on Tuesday, 24 September 2024.

## **PAYMENT OF THE CANCELLATION PRICE UNDER THE SCHEME AND THE OPTION OFFER PRICE UNDER THE OPTION OFFER**

Cheques for the payment of the Cancellation Price payable under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Wednesday, 2 October 2024.

Payments in respect of the Option Offer Price will be made to the Company as the agent of the Option Holders, by cheque(s), or at the election of the Offeror, by wire transfer no later than seven business days (as defined in the Takeovers Code) after the Effective Date. The Company will make payments in respect of the Option Offer Price to the respective Option Holders by wire transfer.

By order of the board of directors of  
**LuxOrigo Investment Limited**  
**LIU Xiaosong**  
*Director*

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

Hong Kong, 23 September 2024

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Liu.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Liu and Mr. Ji Bo as executive directors, and Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Gao Shenglin as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*