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This document is the Form of Acceptance referred to in the composite scheme document addressed to the Scheme Shareholders and the Option Holders dated 29 July 2024 (the “Scheme Document”) for use by the Option Holders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by LuxOrigo Investment Limited dated 29 July 2024 in relation to the Option Offer.

本文件乃日期為2024年7月29日發出予計劃股東及購股權持有人的綜合計劃文件(「計劃文件」)所述的接納表格，以供購股權持有人使用，聲明彼等關於購股權要約的選擇。閣下應將本文件連同計劃文件及LuxOrigo Investment Limited就購股權要約的日期為2024年7月29日發出之購股權要約函件一併閱讀。

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.

計劃文件所界定的詞彙於本接納表格具有相同涵義。



A8 New Media Group Limited

A8新媒體集團有限公司

LuxOrigo Investment Limited

(incorporated in the British Virgin Islands with limited liability)

(於英屬維京群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code 股份代號: 800)

**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
OPTION OFFER FORM OF ACCEPTANCE**

**LUXORIGO INVESTMENT LIMITED
建議根據開曼群島公司法第86條以協議安排方式私有化
A8新媒體集團有限公司
購股權要約的接納表格**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.

閣下如對本接納表格任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券交易商或證券註冊機構、銀行經理、律師、專業會計師或其他專業顧問。

You should return the completed Form of Acceptance to the Company at 25/F, A8 Music Building, No. 1002, Keyuan Road, Hi-tech Park, Nanshan District, Shenzhen City, Guangdong Province, the PRC and marked “A8 New Media Group Limited — Option Offer”, by no later than 4:30 p.m. (Hong Kong time) on Friday, 20 September 2024 (or such later date and time as may be notified to you by the Offeror and the Company or by way of joint announcement by the Offeror and the Company on the website of the Stock Exchange).

閣下應於填妥接納表格後不遲於2024年9月20日(星期五)下午四時三十分(香港時間)(或要約人及公司可能通知閣下的或要約人及公司通過於聯交所網站聯合刊發公告的方式可能通知閣下的有關較後日期及時間)交回公司，地址為中國廣東省深圳市南山區科技園科園路1002號A8音樂大廈25樓，並註明「A8新媒體集團有限公司—購股權要約」。

Before returning the Form of Acceptance to the Company, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

向公司交回接納表格前，請確保閣下已填妥及簽署接納表格，而閣下的簽署亦經見證。

To: The Offeror, the Company and Gram Capital

致：要約人、公司及嘉林資本

With reference to the Option Offer set out in the Option Offer Letter from the Offeror dated 29 July 2024, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Option Offer Record Date on the terms and subject to the conditions set out in the Option Offer ^(Note 1):

參照要約人日期為2024年7月29日的購股權要約函件所載的購股權要約，本人謹此按照購股權要約所載的條款及條件，就本人於購股權要約記錄日期持有的全部購股權在下列有關空欄加上「✓」，以聲明本人就購股權要約的選擇^(附註1)：

ACCEPT 接納	
REJECT 拒絕	

By signing and returning this Form of Acceptance, I:

本接納表格一經簽署及交回，即表示本人：

- (a) confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;
確認本人已閱讀、理解及同意購股權要約的條款及條件(包括但不限於購股權要約函件及本接納表格所載者)，以及本人已收到計劃文件及購股權要約函件；
- (b) confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever;
確認涉及本人接納購股權要約的所有購股權均為有效及存續，且不附帶一切留置權、押記、按揭及任何性質的第三方權益；
- (c) acknowledge that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of such Share Option I hold in respect of which I accept the Option Offer, and I agree that all rights and obligations under all Share Options held by me in respect of which I accept the Option Offer will be cancelled;
承認本人不再就本人持有涉及本人接納購股權要約的所有購股權擁有任何權利或義務並就此放棄針對任何人士(包括要約人及公司)的一切權利及索償，且本人同意本人持有涉及本人接納購股權要約的所有購股權項下的一切權利與義務將被註銷；
- (d) confirm that any acceptance of the Option Offer cannot be withdrawn or altered;
確認購股權要約的任何接納不得被撤銷或更改；
- (e) authorise the Company and the Offeror, jointly and severally, or any director or officer of the Company or the Offeror or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance (including consenting to the Company, the Board or the Offeror, as applicable, exercising its rights to amend the terms of my Share Options such that they may be transferred to the Offeror); and 授權公司及要約人共同及個別地，或公司或要約人的任何董事或高級職員或該人士的任何代理人作出一切行為及事宜，以及簽立為使購股權要約有效或因本人接納購股權要約而可能必要或適當的任何文件；而本人謹此承諾簽立就該項接納而可能需要簽署的任何其他保證書(包括同意公司、董事會或要約人(如適用)行使其權利以修訂本人購股權的條款以便有關購股權可轉讓予要約人)；及
- (f) undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.
承諾確認及追認根據或依據購股權要約函件或本接納表格所委任的任何受權人或代理人代表本人適當地或合法地採取的任何行動。

This Form of Acceptance is governed by and shall be construed in accordance with the laws of Hong Kong.

本接納表格受香港法例規管並須按其詮釋。

Dated this _____ day of _____ 2024

本文件日期為2024年 _____ 月 _____ 日

Signed by the Option Holder in the presence of:

由購股權持有人在下列人士見證下簽署：

Name of witness ^(Note 3) 見證人姓名 ^(附註3)

Name of Option Holder 購股權持有人姓名

Signature of witness ^(Note 3) 見證人簽署 ^(附註3)

Signature of the Option Holder ^(Note 2) 購股權持有人簽署 ^(附註2)

Address of witness 見證人地址

Occupation of witness 見證人職業

Notes:

附註：

- This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by the Offeror dated 29 July 2024 in relation to the Option Offer. The Option Offer is made in respect of your Share Options that have not lapsed as at the Option Offer Record Date or exercised on or prior to the Latest Option Exercise Date.
本接納表格受由要約人就購股權要約寄發的日期為2024年7月29日的購股權要約函件所載的購股權要約條款及條件所規限。購股權要約乃針對閣下的購股權而作出，而購股權於購股權要約記錄日期尚未失效或於最後購股權行使日期或之前尚未行使。
- Please sign at the place indicated to signify your choice in respect of the Option Offer and insert the date of signing. If you fail to sign and return the Form of Acceptance to the Offeror as instructed above, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Option Offer Record Date notwithstanding completion of the other parts of this Form of Acceptance.
請於所指明的地方簽署，以表明閣下就購股權要約的選擇及填寫簽署日期。儘管閣下填寫接納表格的其他部分，倘閣下並無按照上述指示簽署接納表格並交回要約人，則閣下將被視為並未就閣下於購股權要約記錄日期持有的全部購股權接納購股權要約。
- The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
閣下簽署本接納表格時，見證人必須親身到場。見證人應為個人，但不得為閣下的近親、未成年人士、破產或精神不健全的人士。
- You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

閣下如對購股權要約的稅務影響有任何疑問，尤其是收取購股權要約的代價是否會令閣下須繳納香港或其他司法權區的稅項方面的疑問，應諮詢專業顧問。倘閣下並非居於香港，則接納購股權要約或就接納購股權要約收取代價可能須遵從閣下所在有關司法權區的法例。閣下應自行了解及遵守任何適用法律及監管規定。閣下如有意接納購股權要約，則有責任自行全面遵守有關司法權區就此方面的法例，包括按規定取得任何政府、外匯管制或其他方面的同意，或辦理其他必要的正式手續及支付閣下於該司法權區所應繳的任何發行、轉讓或其他稅項。