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A8 Digital Music Holdings Limited

A8 電媒音樂控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 800)

GRANT OF SHARES PURSUANT TO

SHARE AWARD SCHEME

On 11 October 2010, the Company awarded 2,014,000 Shares to Mr. Lin Yizhong, an executive Director as well as the Chief Executive Officer of the Company, representing approximately 0.44% of the total issued share capital of the Company as at the date of this announcement.

The board of directors (the “**Board**”) of A8 Digital Music Holdings Limited (the “**Company**”) announces that after the market close on 11 October 2010, the Company provisionally awarded 2,014,000 ordinary shares of HK\$0.01 each in the capital of the Company (“**Awarded Shares**”) to Mr. Lin Yizhong (“**Mr. Lin**”), an executive Director as well as the Chief Executive Officer of the Company under the share award scheme (“**Scheme**”) adopted by the Company pursuant to a resolution passed by the Board on 16 August 2010, representing approximately 0.44% of the total issued share capital of the Company as at the date of this announcement. The grant of Awarded Shares is exempt from independent shareholders’ approval requirements under Rule 14A.31(6) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as it forms part of the remuneration of Mr. Lin under his service contract.

The Awarded Shares are held by Law Debenture Trust (Asia) Limited, the trustee of the Scheme, in accordance with the terms of the relevant trust deed dated 27 August 2010 and subject to the rules of the Scheme.

Details of the provisional grant of Awarded Shares are set out below:

Date of grant	11 October 2010
Closing price of the Shares of the Company on the date of grant	HK\$ 3.25
Number of Shares provisionally granted	2,014,000 Shares
Vesting schedule	The Awarded Shares Period shall commence from date of grant to the date falling 5 years from the date of grant of such Awarded Shares. The actual portion of Awarded Shares and the date could be vested is subject to the performance benchmarks as set out in the offer letter dated 11 October 2010 entered into between the Company and Mr. Lin.
Vesting condition	<ol style="list-style-type: none"> 1. Mr. Lin should be continually working with the Company and has legal labour relations with the Company; and would not in any way be interested in any business which is or may be in competition with the business of the Company or any member of the Company directly or indirectly. 2. As appraised by the Company, Mr. Lin has achieved the set performance benchmarks.

By order of the Board
A8 DIGITAL MUSIC HOLDINGS LIMITED
Liu Xiaosong
Chairman & Executive Director

Hong Kong, 11 October 2010

As at the date of this announcement, the board of Directors comprises:

- (1) Executive Directors namely Mr. Liu Xiaosong, Ms. Ho Yip, Betty and Mr. Lin Yizhong;*
- (2) Non-executive Director namely Mr. Li Wei; and*
- (3) Independent non-executive Directors namely Mr. Chan Yiu Kwong, Mr. Zeng Liqing and Mr. Hui, Harry Chi.*