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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of A8 Digital Music Holdings Limited (the “**Company**”) will be held at Suites 903-905, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on 11 December 2012, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the subscription agreement dated 17 September 2012 (the “**Second Duomi Music Share Subscription Agreement**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purposes of identification, and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved; and
- (b) the Board be and is hereby authorised to take all such actions and sign all documents, agreements or deeds on behalf of the Company as the board shall in its absolute discretion as it considers necessary or desirable to implement and give effect to the Second Duomi Music Share Subscription Agreement and the transactions contemplated thereunder.”

By order of the Board  
**A8 Digital Music Holdings Limited**  
**Liu Xiaosong**  
*Chairman and Executive Director*

Hong Kong, 20 November 2012

*Head office and principal place of business in Hong Kong:*

Suites 06-12

33/F., Shui On Centre

6-8 Harbour Road

Wanchai, Hong Kong

Notes:

- (a) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In the case of joint holders of a share, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- (c) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) All the resolutions at the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.

*As at the date of this notice, the board of Directors comprises:*

*(1) executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin; and*

*(2) independent non-executive Directors namely Mr. Chan Yiu Kwong, Mr. Zeng Liqing and Ms. Wu Shihong.*