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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)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that based on the preliminary information currently available from the unaudited consolidated management accounts of the Company (which have not been reviewed by the auditors of the Company), the Group is expected to record a significant increase in the profit attributable to shareholders of the Company for the six months ended 30 June 2015 of not less than 200% as compared to the corresponding period in 2014 which recorded a profit of approximately RMB1.01 million.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by A8 New Media Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Reference is also made to the announcement of the Company dated 16 July 2015 (“**Announcement**”) in relation to the Subscription and the Whitewash Waiver. Unless otherwise defined, terms used in this announcement shall have the same meaning as defined in the Announcement.

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary information currently available from the unaudited consolidated management accounts of the Company (which have not been reviewed by the auditors of the Company), the Group is expected to record a significant increase in the profit attributable to shareholders of the Company for the six months ended 30 June 2015 (the “**Period**”) of not less than 200% as

compared to the corresponding period in 2014 which recorded a profit of approximately RMB1.01 million. Such increase is mainly attributable to the commencement of business operation of A8 Music Building in the first half of 2014, which brought: (1) the gradual increase of the gross rental and management fee income; and (2) the increase of fair value gain on investment property of A8 Music Building, in the Period as compared to the corresponding period in 2014, despite the specific amount of increase of fair value gain is yet to be confirmed.

The music-based entertainment revenue and the game-related revenue of the Group for the Period are expected to decrease as compared to the corresponding period in 2014 which mainly due to: (1) the traditional wireless music service shrunk continually following the transformation of the strategy of the Company as disclosed in the 2012 annual report that the Group disposed of certain traditional wireless value-added business and shifted its strategic focus to the rapid layout in the field of digital music and mobile internet; and (2) the delay in launching several mobile games which resulted in lower than expected performance of the mobile game publishing business of the Group.

The positive profit alert referred to in this announcement constitutes a profit forecast for the purposes of Rule 10 of the Code on Takeovers and Mergers (the “Takeovers Code”), which is required to be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. This announcement is required to be made pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO, which requires the Company to announce a positive profit alert announcement as soon as practicable. The Company would like to draw to the attention of the Shareholders and potential investors that this announcement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecast in assessing the merits and demerits of the Subscription and the Whitewash Waiver. Pursuant to the Rule 10.4 of the Takeovers Code, unless the interim results for the Period are published in accordance with Rule 10.9 of the Takeovers Code before the dispatch of the Circular in relation to the Subscription and the Whitewash Waiver, reports from the Company’s financial advisers and auditors or accountants on the positive profit alert are required to be included in the next document to be despatched to Shareholders in relation to the Subscription and the Whitewash Waiver.

Since the Company is still in the process of finalising the interim results of the Group for the Period, the information contained in this announcement is only based on a preliminary assessment by the Board with reference to the unaudited management accounts of the Group and on the information available for the time being. It is not based on any data or information which has been reviewed by the auditors of the Company. Financial information and other details of the Group will be disclosed in the interim results announcement of the Group for the Period which is expected to be published in late August 2015.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 5 August 2015

As at the date of this announcement, the Board of the Company comprises:

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Liu Pun Leung; and*
- (2) Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Song Ke.*

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 statement in this announcement misleading.