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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)

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING
HELD ON 13 FEBRUARY 2017**

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 13
FEBRUARY 2017**

The Board is pleased to announce that the ordinary resolutions as set out in the notice of the EGM contained in the Circular were duly passed by the Independent Shareholders by way of poll at the EGM held on 13 February 2017.

Reference is made to the circular of the Company dated 25 January 2017 (“**Circular**”) in relation to (1) connected transaction – issue of new Shares under Specific Mandate; and (2) application for the Whitewash Waiver. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 13 FEBRUARY 2017

The Board is pleased to announce that the ordinary resolutions proposed at the EGM held on 13 February 2017 were duly passed by the Independent Shareholders by way of poll as more than 50% of the votes were cast in favour of the resolutions. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Subscription Agreement and all the transactions contemplated thereunder and the grant of the Specific Mandate; to authorise any one director of the Company to allot and issue the Subscription Shares under the Specific Mandate and to authorise any one director of the Company to do all things necessary or desirable to implement any of the matters relating to or incidental to the Subscription Agreement and the Specific Mandate.	290,596,632 (approximately 98.86%)	3,357,789 (approximately 1.14%)
2.	To approve the Whitewash Waiver.	290,596,632 (approximately 98.86%)	3,357,789 (approximately 1.14%)

As a majority of the votes were cast in favour of each of the resolutions 1 and 2, all such ordinary resolutions were duly passed.

As stated in the Circular, the Subscription and the Whitewash Waiver were subject to the approval of the Independent Shareholders at the EGM. The Subscriber and parties acting in concert with it (including Mr. Liu, Prime Century, Grand Idea, Ms. Xie Yuanbi and Ms. Wang Gang) are interested or involved in the Subscription and the Whitewash Waiver and shall abstain and had abstained from voting on the relevant resolutions proposed at the EGM to approve the Subscription and the Whitewash Waiver.

As at the date of the EGM, the number of issued Shares was 1,835,192,628 Shares, among which 617,713,398 Shares were held by the Shareholders who were required to abstain from voting or to abstain from voting in favour of the relevant resolutions at the EGM pursuant to the Listing Rules and the Takeovers Code and the remaining 1,217,479,230 Shares were held by the Independent Shareholders, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM.

As stated in the Circular, Mr. Chan Yiu Kwong, an independent non-executive Director and the beneficial owner of 105,000 Shares as at the date of this announcement, intended to vote in favour of the resolutions approving the Subscription and the Whitewash Waiver at the EGM in respect of his shareholdings in the Company. Mr. Chan Yiu Kwong voted in favour of the resolutions approving the Subscription and the Whitewash Waiver at the EGM. None of the Independent Shareholders have stated their intention in the Circular to vote against any of the ordinary resolutions at the EGM.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the EGM.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there is no other change to the issued share capital of the Company from the date of this announcement and up to the Completion Date); and (iii) for illustration purpose only, immediately upon Completion and upon the exercise in full of all outstanding share options of the Company:

	As at the date of this announcement		Upon Completion (assuming that there is no other change to the issued share capital of the Company from the date of this announcement and up to the Completion Date)		Upon Completion (assuming that all the outstanding share options of the Company are exercised in full and Shares have been issued pursuant thereto immediately after the Completion Date)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
The Subscriber and parties acting in concert with it (Note 1)	617,713,398	33.66	1,549,513,398	56.00	1,571,428,308	55.86
The Subscriber (Note 1)	144,571,095	7.88	1,076,371,095	38.90	1,076,371,095	38.26
Prime Century (Note 1)	379,496,303	20.68	379,496,303	13.72	379,496,303	13.49
Grand Idea (Note 1)	87,880,000	4.79	87,880,000	3.18	87,880,000	3.12
Mr. Liu (Note 1)	5,766,000	0.31	5,766,000	0.21	27,680,910	0.98
Mr. Chan Yiu Kwong (Note 2)	105,000	0.01	105,000	(Note 3)	420,000	0.01
Mr. Liu Pun Leung (Note 4)	-	-	-	-	1,250,000	0.04
Ms. Wu Shihong (Note 5)	-	-	-	-	420,000	0.01
Public Shareholders	1,217,374,230	66.33	1,217,374,230	44.00	1,239,856,658	44.07
	<u>1,835,192,628</u>	<u>100.00</u>	<u>2,766,992,628</u>	<u>100.00</u>	<u>2,813,374,966</u>	<u>100.00</u>

Notes:

- Mr. Liu, the chairman of the Board and an executive Director, is the founder of a family trust which is owned by HSBC International Trustee Limited as trustee of such discretionary trust. These 617,713,398 Shares (representing approximately 33.66% of the issued share capital of the Company as at the date of this announcement) comprised (i) 524,067,398 Shares (representing approximately 28.56% of the issued share capital of the Company as at the date of this announcement) interested or deemed to be interested by the various companies controlled by such family trust, of which 379,496,303 Shares (representing approximately 20.68% of the issued share capital of the Company as at the date of this announcement) and 144,571,095 Shares (representing approximately 7.88% of the issued share capital of the Company as at the date of this announcement) are directly held by Prime Century and the Subscriber respectively; (ii) 5,766,000 Shares (representing approximately 0.31% of the issued share capital of the Company as at the date of this announcement) directly held by Mr. Liu; and (iii) 87,880,000 Shares (representing approximately 4.79% of the issued share capital of the Company as at the date of this announcement) directly held by Grand Idea which is interested or deemed to be interested by an associate of Mr. Liu. As at the date of this announcement, Mr. Liu has Share Options to subscribe for an aggregate of 21,914,910 Shares granted by the Company under the Share Option Scheme.

2. Mr. Chan Yiu Kwong is an independent non-executive Director.
3. The Shares held by Mr. Chan Yiu Kwong will represent approximately 0.0038% of the issued share capital of the Company upon Completion (assuming that there is no other change to the issued share capital of the Company from the date of this announcement and up to the Completion Date).
4. Mr. Liu Pun Leung is an executive Director.
5. Ms. Wu Shihong is an independent non-executive Director.
6. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding them.

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

Hong Kong, 13 February 2017

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. Li Feng.*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Subscriber and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Subscriber and parties acting in concert with it) 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.

The sole director of the Subscriber, namely Mr. Liu Xiaosong, accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Company) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Directors and the Company) 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.