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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)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT

The Board is pleased to announce that on 14 November 2013, Huadong Feitian subscribed for the Wealth Management Product issued by Ping'an Trust at the subscription amount of RMB40 million (equivalent to HK\$50.7 million).

As the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the Subscription exceed 5% but are less than 25%, the Subscription by itself constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rules, the Subscription will be aggregated with the First Subscription, and the relevant applicable percentage ratios (defined under the Listing Rules) also exceed 5% but are lower than 25%. Therefore, the Subscription, when aggregated with the First Subscription, constitutes a discloseable transaction of the Company for the purposes of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

THE SUBSCRIPTION

The Board is pleased to announce that on 14 November 2013, Huadong Feitian subscribed for the Wealth Management Product issued by Ping'an Trust at the subscription amount of RMB40 million (equivalent to HK\$50.7 million). A summary of the principal terms of the Wealth Management Product are set out below:

Date of Subscription: 14 November 2013

Name of the Wealth Management Product: Ping'an Wealth • Gold Daily Cross-market Monetary Fund No.1 under Capital-accumulated Trust Scheme (平安財富 • 日聚金跨市場貨幣基金 1 號集合資金信託計劃)

Parties: Huadong Feitian (the Client)
Ping'an Trust (the Trustee)

Ping'an Trust is a financial institution engaged in trust business incorporated under the laws of the PRC. To the best of the knowledge, information and belief of the Directors having made all reasonable inquiry, the Trustee is an independent third party of the Company and its connected persons.

Subscription Amount: RMB40 million (equivalent to HK\$50.7 million)

Term of Subscription: from 14 November 2013 to 30 December 2013, 46 days totally

Investment Scope of Trust Scheme:

Bank deposits, money-market funds, bond funds, bond as well as low-risk fixed-income products in the stock exchanges and inter-bank market.

Risk and Return:

The Trustee, Ping'an Trust, has not undertaken to provide guarantee on the principal and minimum returns of this wealth management product.

The expected rate of return per annum of the wealth management product is up to 5.7% (after deduction of all relevant fees). The actual return of the Wealth Management Product is calculated as follows: the Subscription amount x actual rate of return x actual dates of investment / 365.

INFORMATION ON THE COMPANY

The Company is principally engaged in providing music and mobile internet related service.

REASONS FOR THE SUBSCRIPTION

Following completion of the rights issue in March 2013, the Company has applied the proceeds therefrom for the repayment of all the bank borrowings for the construction of the A8 building. For the fact that the remaining construction cost of A8 building shall be paid by way of installments and there are no favorable investments, the Company has surplus proceeds left over and unused in the accounts. In order to make the best use of the idled surplus for the benefit of the Group as a whole, the Company would apply part of such idled rights issue proceeds for short-term investment strictly in accordance with the internal Treasury Policy.

The Subscription with certain temporarily idle raised proceeds was conducted on the premises that the safety of proceeds is guaranteed. The Directors are of the view that the Subscription will not cause any adverse effects on the Group's working capital. Meanwhile, the Subscription could improve the capital usage efficiency and earn certain investment return. The Directors (including the independent non-executive Directors) consider that the Subscription are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the Subscription exceed 5% but are less than 25%, the Subscription by itself constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rules, the Subscription will be aggregated with the First Subscription, and the relevant applicable percentage ratios (defined under the Listing Rules) also exceed 5% but are lower than 25%. Therefore, the Subscription, when aggregated with the First Subscription, constitutes a discloseable transaction of the Company for the purposes of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Applicable percentage ratios”	has the meaning ascribed to the term in Chapter 14 of the Listing Rules
“Board”	the board of the directors of the Company
“Company”	A8 Digital Music Holdings Limited (A8 電媒音樂控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 800)
“Director”	The director of the Company
“First Subscription”	the subscription by the Company in the amount of RMB60 million on 11 October 2013 for the wealth management products issued by Ping'an Trust
“Group”	the Company and its subsidiaries
“Huadong Feitian”	Shenzhen Huadong Feitian Network Development Co., Ltd. (深圳市華動飛天網路技術開發有限公司), a limited liability company incorporated in the PRC and an wholly-owned subsidiary of the Company which is indirectly controlled by the Company through contractual arrangements
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Ping’an Trust”	Ping’an Trust Co., Ltd. (平安信託有限公司), a financial institutions engaged in trust business incorporated under the laws of the PRC
“PRC”	the People’s Republic of China, and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Wealth Management Product
“Wealth Management Product”	the wealth management product issued by Ping’an Trust, the principal terms of which are summarised in this announcement
“%”	percent

In this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.789 = HK\$1 for the purpose of illustration.

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

Hong Kong, 14 November 2013

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

- (1) Executive Directors namely Mr. Liu Xiaosong and Mr. Lu Bin; and*
(2) Independent Non-Executive Directors namely Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Songke.