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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)**

**VOLUNTARY ANNOUNCEMENT IN RELATION TO  
COMPLETION OF DUOMI MUSIC PREFERRED SHARES SUBSCRIPTION BY KTB/NHN  
CHINA VENTURES I LIMITED AND EMPIRE DAY LIMITED**

References are made to the announcements of the Company dated 19 September 2011, 21 December 2011, 23 April 2012, 17 September 2012, 10 and 26 October 2012, the circular and the notice of EGM both dated 20 November 2012, the poll results announcement with respect to the EGM dated 11 December 2012 and the announcements of the Company dated 14 December 2012 and 16 January 2013, all in connection with the Duomi Music Share Subscription and the Second Duomi Music Share Subscription by Phoenix Success, a wholly-owned subsidiary of the Company, and the announcement of the Company dated 30 January 2013 in relation to the Duomi Music Preferred Shares subscription by KTB/Nhn China Ventures I Limited (“**KTB**”) and Empire Day Limited (“**Empire**”) (collectively, the “**Documents**”). Terms used in this announcement shall have the same meanings as those defined in the Documents unless otherwise stated herein.

**COMPLETION OF DUOMI MUSIC PREFERRED SHARES SUBSCRIPTION BY KTB AND  
EMPIRE**

The Board is notified by Duomi Music that all conditions precedent to the completion as stated in the subscription agreement dated 28 January 2013 and entered into between, among others, Duomi Music, KTB, Empire and Phoenix Success in relation to the subscription of Duomi Music Preferred Shares by KTB and Empire, have been fulfilled and completion took place on 26 February 2013. On completion, each of KTB and Empire paid all subscription price in the respective amounts of US\$3 million (equivalent to approximately HK\$23.4 million) and US\$1 million (equivalent to approximately HK\$7.8 million) to Duomi Music, and Duomi Music allotted and issued 6,933,146 and 2,311,049 Duomi Music Preferred Shares to KTB and Empire respectively.

Assuming a full conversion of the Duomi Music Preferred Shares, the 6,933,146 Duomi Music Shares held by KTB, the 2,311,049 Duomi Music Shares held by Empire, and the 50,247,228 Duomi Music Shares (consisting of 36,393,360 Duomi Music Shares and 13,853,868 Duomi Music Preferred Shares)

held by Phoenix Success will represent (A) approximately 5.90%, 1.97% and 42.73% respectively of the then issued share capital of Duomi Music assuming no exercise of the options under the existing ESOP, and (B) approximately 5.19%, 1.73% and 37.64% respectively of the then issued share capital of Duomi Music assuming an exercise of the options under the existing ESOP in full, as enlarged by the Duomi Music Preferred Shares subscription by KTB and Empire.

**THE SHAREHOLDING STRUCTURE OF DUOMI MUSIC IMMEDIATELY FOLLOWING COMPLETION OF THE DUOMI MUSIC PREFERRED SHARES SUBSCRIPTION BY KTB AND EMPIRE**

The shareholding structure of Duomi Music immediately following completion of the Duomi Music Preferred Shares subscription by KTB and Empire is as follows:

Shareholders of Duomi Music	Immediately following completion of the subscription by KTB and Empire (assuming no option under the existing ESOP has been exercised)		Immediately following completion of the subscription by KTB and Empire (assuming options under the existing ESOP have been exercised in full)		Immediately following completion of the subscription by KTB and Empire (assuming options under the existing ESOP and additional ESOP have been exercised in full)	
	Number	%	Number	%	Number	%
Phoenix Success	50,247,228	42.73	50,247,228	37.64	50,247,228	34.85
Fortune Light	35,435,640	30.13	35,435,640	26.55	35,435,640	24.58
Hero Victory Investments Limited	7,661,760	6.51	7,661,760	5.74	7,661,760	5.31
Bile Investments Limited	3,264,694	2.78	3,264,694	2.45	3,264,694	2.27
Beyond Faith Limited	2,489,328	2.11	2,489,328	1.86	2,489,328	1.73
Huayi	6,933,146	5.90	6,933,146	5.19	6,933,146	4.81
Hina	2,311,049	1.97	2,311,049	1.73	2,311,049	1.60
KTB	6,933,146	5.90	6,933,146	5.19	6,933,146	4.81
Empire	2,311,049	1.97	2,311,049	1.73	2,311,049	1.60
the existing ESOP	-	-	15,907,090	11.92	15,907,090	11.03
The additional ESOP	-	-	-	-	10,679,530	7.41
<b>Total</b>	<b>117,587,040</b>	<b>100</b>	<b>133,494,130</b>	<b>100</b>	<b>144,173,660</b>	<b>100</b>

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

Hong Kong, 26 February 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, Mr. Zeng Liqing and Ms. Wu Shihong.*