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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



First Shanghai Securities Limited

The Board is pleased to announce that the condition set out in the Placing Agreement was fulfilled on 21 April 2015 and completion of the Placing took place on 27 April 2015 in accordance with the terms of the Placing Agreement.

An aggregate of 285,768,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees who and (where applicable) whose ultimate beneficial owners are Independent Third Parties. The net proceeds from the Placing are approximately HK\$205.3 million.

Reference is made to the announcement of A8 New Media Group Limited (“**Company**”) dated 16 April 2015 (“**Announcement**”) in relation to, among other matters, the Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Board is pleased to announce that the condition set out in the Placing Agreement was fulfilled on 21 April 2015 and completion of the Placing took place on 27 April 2015 in accordance with the terms of the Placing Agreement. An aggregate of 285,768,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.73 per Placing Share.

To the best of the Directors’ knowledge, information and belief having made all

reasonable enquiries, (i) the Placees and (where applicable) their respective ultimate beneficial owners, are Independent Third Party; and (ii) the Placees have not become a substantial shareholder of the Company (within the meaning of the Listing Rules) as a result of subscribing for and/or purchasing of the Placing Shares upon completion of the Placing.

The net proceeds from the Placing are approximately HK\$205.3 million, which will be utilised as general working capital and/or future investment of the Group as and when opportunities arise.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the effects on the shareholding structure of the Company as a result of the completion of the Placing:

Shareholders	Immediately before completion of the Placing		As at the date of completion of the Placing (taking into account of the allotment and issue of the Placing Shares)	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. Liu and his associates (Note 1)	581,557,398	40.70	581,557,398	33.91
Placees	-	-	285,768,000	16.67
Other public Shareholders	<u>847,439,730</u> (Note 2)	<u>59.30</u>	<u>847,579,730</u> (Note 3)	<u>49.42</u>
TOTAL:	<u>1,428,997,128</u>	<u>100.00</u>	<u>1,714,905,128</u>	<u>100.00</u>

Note:

1. 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 581,557,398 Shares comprised (i) 510,991,398 Shares interested or deemed to be interested by the intermediate companies of such family trust, of which 369,360,303 Shares and 141,631,095 Shares are directly held by Prime Century Technology Limited and Ever Novel Holdings Limited respectively; (ii) 5,766,000 Shares directly held by Mr. Liu; and (iii) 64,800,000 Shares interested or deemed to be interested by an associate of Mr. Liu.
2. On 23 April 2015, 150,000 Shares were issued to an employee upon exercise of the options. Details of the grant of such options are set out in the announcement of the Company dated 14 January 2014.
3. On 27 April 2015, 140,000 Shares were issued to an employee upon exercise of the options. Details of the grant of such options are set out in the announcement of the Company dated 23 April 2014.

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

Hong Kong, 27 April 2015

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

- (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 Shi Hong and Mr. Song Ke.*