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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of A8 New Media Group Limited (“**Company**”) will be held on Monday, 13 February 2017 at 10:30 a.m. at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, passing, with or without modification, each of the following resolutions as an ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Subscription Agreement (as defined in the circular of the Company dated 25 January 2017) (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 19 December 2016 entered into by the Company (as issuer) and Ever Novel Holdings Limited (the “**Subscriber**”) (as subscriber) in respect of the subscription of 931,800,000 new ordinary shares (the “**Subscription Shares**”) of HK\$0.01 each in the Company by the Subscriber at the subscription price of HK\$0.41 per Subscription Share and the grant of the Specific Mandate (as defined in the Circular) be and are hereby approved, confirmed and ratified, and any one director of the Company be and is hereby authorised to do all such things and take all such actions (including but not limited to the allotment and issue of the Subscription Shares under the Specific Mandate) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Subscription Agreement and the Specific Mandate, and further to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate; and

- (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Subscription Agreement and the Specific Mandate for and on behalf of the Company.”
2. “**THAT** subject to the Executive (as defined in the circular of the Company dated 25 January 2017) (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification)) granting the Whitewash Waiver (as defined in the Circular) to the Subscriber (as defined in the Circular) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of the Subscriber (as defined in the Circular) and parties acting in concert with it to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be purchased by the Subscriber and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the completion of the Subscription (as defined in the Circular), be and is hereby approved and **THAT** any one director of the Company be and is hereby authorised to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

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

25 January 2017

Registered office:
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Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Suites 06–12, 33/F.
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

Notes:

- (a) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

- (b) In the case of joint holders of a share, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- (c) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) The resolutions at the Meeting will be taken by poll.

As at the date of this notice, 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.*