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## **LuxOrigo Investment Limited**

*(incorporated in the British Virgin Islands with limited liability)*



## **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)**

### **JOINT ANNOUNCEMENT**

#### **DELAY IN DESPATCH OF SCHEME DOCUMENT RELATING TO**

**(1) PROPOSAL FOR THE PRIVATISATION OF A8 NEW MEDIA GROUP LIMITED**

**BY LUXORIGO INVESTMENT LIMITED BY WAY OF A SCHEME**

**OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT**

**OF THE CAYMAN ISLANDS**

**(2) PROPOSED WITHDRAWAL OF LISTING OF A8 NEW MEDIA GROUP LIMITED**

#### **Financial Adviser to the Offeror**



**Gram Capital Limited**

**嘉林資本有限公司**

#### **Independent Financial Adviser to the Independent Board Committee**



**綽耀資本**  
**REDSOLAR**

Reference is made to the joint announcement (the “**Joint Announcement**”) dated 12 June 2024 jointly announced by LuxOrigo Investment Limited (the “**Offeror**”) and A8 New Media Group Limited (the “**Company**”) in relation to, among other things, (1) the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act; and (2) proposed withdrawal of listing of the Company. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless specified otherwise.

## **DELAY IN DESPATCH OF SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Scheme Document is required to be despatched to the Shareholders no later than twenty-one (21) days after the date of the Joint Announcement (i.e. on or before 3 July 2024), unless consent to extend such deadline is obtained from the Executive.

As stated in the Joint Announcement, the Scheme will only become effective if, among other Conditions, the Scheme is approved at the Court Meeting. A court hearing is required for the Grand Court to convene the Court Meeting for the holders of Scheme Shares to vote upon and approve the Scheme.

As additional time is required to (i) accommodate the Grand Court's timetable in relation to the hearing of the Grand Court to issue directions for convening the Court Meeting; and (ii) finalise the Scheme Document, an application for consent has been made to the Executive and the Executive has indicated that it is minded to grant consent to an extension of the time limit for despatching the Scheme Document from 3 July 2024 to 30 July 2024.

A detailed timetable for the Proposal, the Scheme and the Option Offer will be set out in the Scheme Document and in the announcement to be made upon despatch of the Scheme Document.

### **WARNING**

**Shareholders, Option Holders and/or potential investors should be aware that the implementation of the Proposal, the Scheme or the Option Offer is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal, the Scheme and the Option Offer may or may not be implemented and the Scheme may or may not become effective. Shareholders, Option Holders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.**

By order of the board of directors of  
**LuxOrigo Investment Limited**  
**Liu Xiaosong**  
*Director*

By order of the Board of  
**A8 New Media Group Limited**  
**Liu Xiaosong**  
*Chairman & Executive Director*

Hong Kong, 3 July 2024

*As at the Announcement Date, the sole director of Offeror is Mr. Liu Xiaosong.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the Announcement Date, the executive Directors are Mr. Liu Xiaosong and Mr. Ji Bo, the independent non-executive Directors are Mr. Chan Yiu Kwong, Ms. Wu Shihong and Mr. Gao Shenglin.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*