



**HMV Digital China Group Limited**  
**HMV 數碼中國集團有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 8078)

**Form of proxy for use at the New Special General Meeting  
(or at any adjournment thereof)**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup>  
of par value HK\$0.01 each in the share capital of HMV Digital China Group Limited (the “Company”), **HEREBY APPOINT** the  
chairman of the new special general meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the new special general meeting (the “New SGM”) (or at any adjournment thereof) of the Company,  
to be held at Units B–D, 8/F, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong at 3:00 p.m. on 22 May  
2019 for the purpose of considering the resolution set out in the notice convening the New SGM (the “Notice”) and at the New SGM  
(or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereinafter indicated, and if  
no such indication is given, as my/our proxy thinks fit.

<b>SPECIAL RESOLUTION</b>	<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
To approve the Capital Reorganisation and the transactions contemplated thereunder as set out in the Notice <sup>(Note 9)</sup>		

Signature <sup>(Note 6)</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the New SGM is preferred, strike out “the chairman of the new special general meeting or” and insert the name and address of proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the New SGM other than those referred to in the Notice.
5. In order to be valid this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the New SGM or any adjournment thereof.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, 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 will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the New SGM and at any adjournment thereof in person to represent you. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
9. The description of the special resolution is by way of summary. The full text of the special resolution is set out in the Notice dated 29 April 2019.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the New SGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.