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**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)**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 10 FEBRUARY 2017 IN RELATION TO THE ACQUISITION OF  
THE ENTIRE ISSUED SHARE CAPITAL OF ANYPLEX HONG KONG  
LIMITED AND PROPOSED ALLOTMENT AND ISSUE OF  
CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the ordinary resolution regarding the acquisition of the entire issued share capital of Anyplex Hong Kong Limited, proposed allotment and issue of consideration shares under specific mandate as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 10 February 2017.

Reference is made to the circular of HMV Digital China Group Limited (the “**Company**”) dated 23 January 2017 (the “**Circular**”) and the notice of the special general meeting (the “**Notice**”) of the Company dated 23 January 2017 in relation to, among other things, the acquisition of the entire issued share capital of Anyplex Hong Kong Limited, proposed allotment and issue of consideration shares under specific mandate. Unless the context requires otherwise, terms used herein have the same meanings as those defined in the Circular.

**RESULT OF THE SGM**

The Board is pleased to announce that the ordinary resolution in relation to the approval of the Sale and Purchase Agreement, the Specific Mandate to issue and allot the Consideration Shares and the transactions contemplated thereunder as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 10 February 2017.

The Company’s Hong Kong branch share registrars and transfer office, Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll result of the resolution is as follows:

Ordinary Resolution	Number of votes		Total number of votes
	For	Against	
To approve the Sale and Purchase Agreement, the specific mandate to issue and allot the Consideration Shares and the transactions contemplated thereunder #	1,104,909,230 (100%)	0 (0%)	1,104,909,230

# The full text of the resolution was set out in the Notice.

As at the date of the SGM, the total number of Shares in issue was 5,471,099,035 Shares. No Shareholder was required to abstain from voting at the SGM for the approval of the Sale and Purchase Agreement, the Specific Mandate and the transactions contemplated thereunder. The total number of Shares held by the Shareholders who were entitled to attend and vote for or against the resolution was 5,471,099,035 Shares and there was no Shareholder entitling to attend the SGM but who was entitled to vote only against the resolution proposed at the SGM.

By Order of the Board  
**HMV Digital China Group Limited**  
**Shiu Stephen Junior**  
*Chairman*

Hong Kong, 10 February 2016

*As at the date of this announcement, the Board comprises Mr. Shiu Stephen Junior (Chairman), Ms. Li Mau (Co-Chairman), Mr. Sun Lap Key, Christopher, Mr. Lee Wing Ho, Albert and Mr. Ho Gilbert Chi Hang as executive Directors; Mr. Wu King Shiu, Kelvin as non-executive director; Mr. Chan Chi Ho, Mr. Kam Tik Lun and Mr. Tam Kwok Ming, Banny as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at [www.china3d8078.com](http://www.china3d8078.com).*