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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)

ADJUSTMENTS TO CONVERSION PRICE AND NUMBER OF SHARES TO BE ISSUED UPON CONVERSION OF THE CONVERTIBLE BONDS

References are made to the announcements of the HMV Digital China Group Limited (the “**Company**”) dated 3 March 2017 and 21 March 2017 (the “**Announcements**”) in relation to, among other things, the Placing of New Shares under General Mandate and Specific Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meaning as defined in the Announcements.

ADJUSTMENTS TO CONVERSION PRICE AND NUMBER OF SHARES FALLING TO BE ISSUED UPON CONVERSION OF THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding zero coupon bonds with a nominal value of HK\$3.5 million which could be converted into 18,716,577 Shares at conversion price of HK\$0.187 per Share (“**Convertible Bonds**”). Save for the Convertible Bonds, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as the date of this announcement.

As a result of the completion of GM Placing, the conversion price of the Convertible Bonds and the number of Shares falling to be issued upon conversion of the Convertible Bonds will be adjusted pursuant to the terms and conditions of the Convertible Bonds with effect from 21 March 2017.

The table below sets out the conversion price in respect of and the number of Shares falling to be issued upon conversion of the Convertible Bonds before and after the completion of the GM Placing.

Before completion of GM Placing		After completion of GM Placing	
Conversion Price	Number of Shares falling to be issued upon conversion of Convertible Bonds	Conversion Price	Number of Shares falling to be issued upon conversion of Convertible Bonds
(HK\$)		(HK\$)	
0.187	18,716,577	0.186	18,817,204

Save for the above adjustments, all other terms and conditions of the Convertible Bonds remain unchanged. ZHONGHUI ANDA CPA Limited, Certified Public Accountants (Practising) being the reporting accountant of the Company, has reviewed and confirmed in writing the adjustment to the conversion price and the number of Shares falling to be issued upon conversion of the Convertible Bonds.

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

Hong Kong, 24 March 2017

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 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.