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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 25 APRIL 2017 IN RELATION TO THE ACQUISITION OF THE
ENTIRE ISSUED SHARE CAPITAL OF TIME EDGE LIMITED AND
PROPOSED ISSUE OF CONVERTIBLE BOND AND INTEREST PAYMENT
SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the ordinary resolution regarding the acquisition of the entire issued share capital of Time Edge Limited, proposed issue of Convertible Bond under Specific Mandate as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on 25 April 2017.

Reference is made to the circular of HMV Digital China Group Limited (the “**Company**”) dated 10 April 2017 (the “**Circular**”) and the notice of the special general meeting (the “**Notice**”) of the Company dated 10 April 2017 in relation to, among other things, the acquisition of the entire issued share capital of Time Edge Limited, proposed issue of Convertible Bond and Interest Payment 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 Convertible Bond and Interest Payment Shares and the transactions contemplated thereunder as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on 25 April 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 Convertible Bond and Interest Payment Shares and the transactions contemplated thereunder # | 2,162,020,062 (99.9999%) | 112 (0.0001%) | 2,162,020,174 |

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 11,550,383,680 Shares. AID Partners Technology, AID Partners Urban Development Company Limited and AID Treasure Investment Limited were required to abstain from voting at the SGM for the approval of the Sale and Purchase Agreement, the Specific Mandate to issue and allot the Convertible Bond and Interest Payment Shares 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 8,795,731,360 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, 25 April 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.