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## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of HMV Digital China Group Limited (the “**Company**”) will be held at Units B-D, 8/F, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on at 4:00 p.m. on Tuesday, 18 September 2018 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### ORDINARY RESOLUTIONS

#### 1. “**THAT**:

- (a) the terms and conditions of the sale and purchase agreement dated 9 January 2017 (the “**Panorama Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Mr. Fung Yu Hing Allan (“**Panorama Vendor**”) and Digital Joyful Limited (the “**Purchaser**”), and the Company in relation to:
  - i. the acquisition of 7,000 ordinary shares (“**Panorama Sale Shares**”) of Panorama Corporation Limited (“**Panorama Corporation**”), representing 70% issued share capital of Panorama Corporation from Panorama Vendor, pursuant to which the Company shall issue the Panorama Consideration Shares (as defined below) as part of the consideration for the Panorama Sale Shares; and

be and are hereby approved, confirmed and ratified.

- (b) the terms and conditions of the sale and purchase agreement dated 9 January 2017 (the “**Parkway Agreement**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into between Mr. Fung Yu Hing Allan (“**Parkway Vendor I**”), Mr. Wong Wing Kelvin (“**Parkway Vendor II**”), Ingate International Company Limited (“**Parkway Vendor III**”), Digital Joyful Limited (the “**Purchaser**”), and the Company in relation to the acquisition of 36,000 ordinary shares (“**Parkway Sale Shares I**”) of Parkway Licensing Company Limited (“**Parkway Licensing**”) from Parkway Vendor I, 6,000 ordinary shares of Parkway (“**Parkway Sale Shares II**”) from Parkway Vendor II, and 28,000 ordinary shares of Parkway (“**Parkway Sale Shares III**”) from Parkway Vendor III, in aggregate representing 70% of the issued share capital of Parkway, pursuant to which the Company shall issue the Parkway Consideration Shares (as defined below) as part of the consideration for the Parkway Sale Shares I, Parkway Sale Shares II and Parkway Sale Shares III, be and are hereby approved, confirmed and ratified.
- (c) the grant of specific mandate to the directors (the “**Directors**”) of the Company to allot and issue 86,896,551 Panorama Consideration Shares (as defined in the circular of the Company dated 3 September 2018) at an issue price of HK\$0.3625 per Panorama Consideration Share to the Panorama Vendor pursuant to the Panorama Agreement be and is hereby approved, confirmed and ratified;
- (d) the allotment and issue 9,931,034 Parkway Consideration Shares (as defined in the circular of the Company dated 3 September 2018), 1,103,448 Parkway Consideration Shares and 5,517,241 Parkway Consideration Shares at an issue price of HK\$0.3625 per Parkway Consideration Share to the Parkway Vendor I, Parkway Vendor II and Parkway Vendor III respectively in accordance with the Parkway Agreement be and is hereby approved, confirmed and ratified; and
- (e) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Panorama Agreement, the Parkway Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Panorama Consideration Shares to the Panorama Vendor and the allotment and issue of the Parkway Consideration Shares to the Parkway Vendor I, Parkway Vendor II and Parkway Vendor III”.

On behalf of the Board  
**HMV Digital China Group Limited**  
**Shiu Stephen Junior**  
*Chairman*

Hong Kong, 3 September 2018

*Registered office:  
business*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of*

*in Hong Kong:*  
Units B-D, 8/F  
D2 Place Two  
15 Cheung Shun Street  
Cheung Sha Wan  
Kowloon, Hong Kong

*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the directors of the Company are Mr. Shiu Stephen Junior (Chairman), Ms. Li Mau (Co-Chairlady), Mr. Sun Lap Key, Christopher, Mr. Lee Wing Ho, Albert and Mr. Cheung Hung Lui, as executive directors of the Company; Mr. Chan Chi Ho, Mr. Kam Tik Lun and Ms. Yang Yusi as independent non-executive directors of the Company.