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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)

**(I) REVISED EXPECTED TIMETABLE
IN RESPECT OF THE PROPOSED CAPITAL REORGANISATION
AND CHANGE IN BOARD LOT SIZE; AND
(II) CLOSURE OF REGISTER OF MEMBERS**

References are made to the announcement of HMV Digital China Group Limited (the “**Company**”) dated 25 January 2019 (the “**Announcement**”) and the announcement of the Company dated 14 February 2019 in relation to, among other matters, the Capital Reorganisation and Change in Board Lot Size. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

**REVISED EXPECTED TIMETABLE OF THE PROPOSED CAPITAL REORGANISATION
AND CHANGE IN BOARD LOT SIZE**

It is expected that the Circular containing, amongst others, further details in relation to the Capital Reorganisation, the Change in Board Lot Size and the notice of the SGM will be despatched on 4 March 2019. The expected timetable for the Capital Reorganisation and the Change in Board Lot Size has been revised as follows:

Event	2019
Despatch date of Circular in relation to the Capital Reorganisation and the Change in Board Lot Size with notice of the SGM	Monday, 4 March
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM.	4:30 p.m. on Wednesday, 20 March
Closure of register of members for determining the entitlement to attend and vote at the SGM (both dates inclusive)	Thursday, 21 March to Wednesday, 27 March

Event

2019

Latest date and time for lodging forms of proxy for the SGM 3:00 p.m. on
Monday, 25 March

Expected date and time of the SGM 3:00 p.m. on
Wednesday, 27 March

Announcement of poll results of the SGM. Wednesday, 27 March

The following events are conditional upon the fulfilment of the conditions for the Capital Reorganisation.

Effective date of the Capital Reorganisation Thursday, 28 March

First day of free exchange of existing share certificates
for new share certificates for the Adjusted Shares Thursday, 28 March

Dealing in the Adjusted Shares commences. 9:00 a.m. on
Thursday, 28 March

Original counter for trading in the Existing Shares
in board lots of 20,000 Existing Shares
(in the form of existing share certificates) temporarily closes 9:00 a.m. on
Thursday, 28 March

Temporary counter for trading in the Adjusted Shares
in board lots of 500 Adjusted Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Thursday, 28 March

Original counter for trading in the Adjusted Shares
in board lots of 10,000 Adjusted Shares
(in the form of new share certificates) re-opens. 9:00 a.m. on
Friday, 12 April

Parallel trading in the Adjusted Shares (in the form
of new share certificates for the Adjusted Shares
and existing share certificates) commences 9:00 a.m. on
Friday, 12 April

Event**2019**

Designated broker starts to stand in the market
to provide matching services for odd lots of the Adjusted Shares 9:00 a.m. on
Friday, 12 April

Parallel trading in the Adjusted Shares (in the form
of new share certificates for the Adjusted Shares
and existing share certificates) ends. 4:00 p.m. on
Tuesday, 7 May

Designated broker ceases to stand in the market
to provide matching services for odd lots of the Adjusted Shares 4:00 p.m. on
Tuesday, 7 May

Temporary counter for trading in the Adjusted Shares
in board lots of 500 Adjusted Shares
(in the form of existing share certificates) closes. 4:00 p.m. on
Tuesday, 7 May

Last day for free exchange of existing share certificates
for new share certificates for the Adjusted Shares 4:30 p.m. on
Thursday, 9 May

All the times and dates in this announcement refer Hong Kong local times and dates. Dates or deadlines specified in the timetable above are indicative only and is subject to the Capital Reorganisation having become unconditional, and may be extended or varied by the Company. Any changes to the anticipated timetable for the Capital Reorganisation will be announced as and when appropriate.

CLOSURE OF REGISTER OF MEMBERS

Based on the above revised expected timetable, the register of members of the Company will be closed from Thursday, 21 March 2019 to Wednesday, 27 March 2019, both dates inclusive, for the purpose of determining the entitlement to attend and vote at the SGM. No transfers of Shares will be registered during the book closure period. In order to qualify for attending and voting at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, 20 March 2019.

WARNING

Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Capital Reorganisation” on the Announcement. Therefore, the Capital Reorganisation may or may not proceed.

Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.

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

Hong Kong, 28 February 2019

As at the date of this announcement, the Board comprises Mr. Shiu Stephen Junior (Chairman), Mr. Sun Lap Key, Christopher and Mr. Lee Wing Ho, Albert as executive Directors; Mr. Chan Chi Ho, Mr. Kam Tik Lun and Ms. Yang Yusi as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.