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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 AND
ADJOURNMENT OF SPECIAL GENERAL MEETING**

References are made to: (i) the circular (the “SGM Circular”) of HMV Digital China Group Limited (the “Company”) dated 4 March 2019 in relation to, among other matters, the Capital Reorganisation and Change in Board Lot Size ; and (ii) the notice of the Company dated 4 March 2019 regarding the special general meeting (the “Original SGM”) originally scheduled to be held at 3:00 p.m. on 27 March 2019 for considering and approving the Capital Reorganisation and Change in Board Lot Size. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the SGM Circular.

ADJOURNMENT OF THE SGM

The Board has received some comments from a Shareholder in relation to the Capital Reorganisation and Change in Board Lot Size. The Board considers that the comments should be taken into consideration and would re-consider, amongst other things, the structure of the Capital Reorganisation and the Change in Board Lot Size. Accordingly, upon the commencement of the Original SGM at which a quorum was present, the chairman of the Original SGM (“Original SGM Chairman”) invited the Shareholders present at the Original SGM to consider the option to adjourn the Original SGM until further notice. A motion to adjourn the Original SGM in accordance with bye-law 64 of the Bye-Laws of the Company (the “Adjournment Resolution”) was put forward by the Original SGM Chairman.

At the Original SGM, a poll was demanded by the Original SGM Chairman for voting on the Adjournment Resolution. The branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the purpose of vote-taking at the Original SGM.

The poll results in respect of the Adjournment Resolution is as follows:

Resolution		No. of Shares (%)	
		For	Against
1.	To approve the adjournment of the Original SGM.	543,745,466 (100%)	0 (0%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by Shareholders who attended and voted at the Original SGM in person, by authorised corporate representatives or by proxy.

As at the date of the Original SGM, the total number of issued ordinary shares of the Company was 13,570,388,971 Shares, the holders of which were entitled to attend and vote for or against the Adjournment Resolution at the Original SGM. There were no Shares entitling the holder to attend and vote only against the Adjournment Resolution or abstain from voting at the Original SGM under the GEM Listing Rules.

Given the adjournment of the Original SGM, the expected timetable for the Capital Reorganisation and the Change in Board Lot Size will be postponed accordingly. Accordingly, the Capital Reorganisation would not become effective on Thursday, 28 March 2019. Further announcement(s) will be made by the Company regarding the structure of the Capital Reorganisation and Change in Board Lot Size, the date of the adjourned SGM and the expected timetable for the Capital Reorganisation and Change in Board Lot Size as and when appropriate.

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

Hong Kong, 27 March 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 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.