



HMV DIGITAL CHINA GROUP LIMITED
H M V 數碼中國集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8078)

FORM OF PROXY

Special General Meeting (“SGM”) – 4:00 p.m. on Friday, 10 February 2017

Number of Shares of HK\$0.01 each to which this proxy form relates <i>(Note 1)</i>	
--	--

I/We *(Note 2)* _____
of _____
being the registered holder(s) of shares of HK\$0.01 each in the capital of **HMV Digital China Group Limited** (the “Company”), HEREBY APPOINT *(Note 3)* _____
of _____

or failing him/her, the Chairman of the SGM as my/our proxy to vote and act for me/us at the SGM and at any adjournment thereof to be held at 7th Floor, Zung Fu Industrial Building, 1067 King’s Road, Quarry Bay, Hong Kong at 4:00 p.m. on Friday, 10 February 2017 for the purpose of considering and, if thought fit, passing the resolution set out in the notice of the SGM dated 23 January 2017 in relation to the convening of the SGM and at any adjournment thereof (“**Notice of SGM**”) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Please put a “✓” in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTION <i>(Note 5)</i>	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
To approve the Sale and Purchase Agreement, the specific mandate to issue and allot the Consideration Shares and the transactions contemplated thereunder		

Dated this _____ day of _____ 2017 Signed: _____ *(Note 6)*

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the SGM will act as your proxy. A shareholder who is the holder of two or more shares may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the SGM other than those referred to in the Notice of SGM.
- The full text of the resolution is set out in the Notice of SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the branch share registrar of the Company 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 for the holding of the SGM and any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, the proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the above address.