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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)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 2 FEBRUARY 2017 IN RELATION TO THE BONUS ISSUE
AND
(2) ADJUSTMENTS TO CONVERTIBLE BONDS**

The Board is pleased to announce that the ordinary resolution regarding the Bonus Issue as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 2 February 2017.

References are made to the circular of HMV Digital China Group Limited (the “**Company**”) dated 13 January 2017 (the “**Circular**”) and the notice of the special general meeting (the “**Notice**”) of the Company dated 13 January 2017 in relation to, amongst other things, the Bonus Issue. Unless the context requires otherwise, terms used herein have the same meanings as those defined in the Circular.

POLL RESULT OF THE SGM

The Board is pleased to announce that the ordinary resolution in relation to the Bonus Issue as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 2 February 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 Capitalisation of Share Premium and the Bonus Issue [#]	3,230,497,206 (100%)	0 (0%)	3,230,497,206

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 5,471,099,035 Shares. No Shareholder was required to abstain from voting at the SGM for the approval of the Capitalisation of Share Premium and the Bonus Issue. The total number of Shares held by the Shareholders who were entitled to attend and vote for or against the resolution was 5,471,099,035 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.

ADJUSTMENTS TO CONVERSION PRICE AND NUMBER OF SHARES FALLING TO BE ISSUED UPON CONVERSION OF THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding zero coupon bonds with a nominal value of HK\$3.5 million which could be converted into 9,370,816 shares at an initial conversion price of HK\$0.3735 per share (“**Convertible Bonds**”). Save for the Convertible Bonds, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as the date of this announcement.

As a result of the Bonus Issue, the conversion price of the Convertible Bonds and the number of Shares falling to be issued upon conversion of the Convertible Bonds will be adjusted pursuant to the terms and conditions of the Convertible Bonds with effect from 14 February 2017.

The table below sets out the conversion price in respect of and the number of Shares falling to be issued upon conversion of the Convertible Bonds before and after the completion of the Bonus Issue.

Before completion of the Bonus Issue		After completion of the Bonus Issue	
Conversion price	Number of Shares falling to be issued upon conversion of the Convertible Bonds	Conversion price	Number of Shares falling to be issued upon conversion of the Convertible Bonds
<i>(HK\$)</i>		<i>(HK\$)</i>	
0.3735	9,370,816	0.187	18,716,577

Save for the above adjustments, all other terms and conditions of the Convertible Bonds remain unchanged. ZHONGHUI ANDA CPA Limited, Certified Public Accountants (Practising) being the reporting accountant of the Company, has reviewed and confirmed in writing the adjustment to the conversion price and the number of Shares falling to be issued upon conversion of the Convertible Bonds.

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

Hong Kong, 2 February 2017

As at the date of this announcement, the Directors are 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.