

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5**FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET**

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: **HMV Digital China Group Limited**

Stock code (ordinary shares): **8078**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30 June 2017

A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 19 December 2000

Name of Sponsor(s): Nil

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors
Mr. Stephen Shiu Junior
Ms. Li Mau
Mr. Sun Lap Key, Christopher
Mr. Lee Wing Ho, Albert
Mr. Cheung Hung Lui

Independent Non-Executive Directors
Mr. Chan Chi Ho
Mr. Kam Tik Lun
Mr. Tam Kwok Ming, Banny

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| Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company | <u>Name</u> | <u>No. of shares</u> | <u>Percentage</u> |
|--|------------------------------------|----------------------|-------------------|
| | AID Treasure Investment Ltd (Note) | 2,236,438,356 shares | 16.6% |

Note: AID Treasure Investment Ltd is an indirect wholly-owned subsidiary of AID Partners Technology Holdings Limited, a listed company on GEM (Stock code: 8088)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 30 June

Registered address: Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business: 7/F, Zung Fu Industrial Building
1067 King's Road, Quarry Bay
Hong Kong

Web-site address (if applicable): www.china3d8078.com

Share registrar: Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: ZHONGHUI ANDA CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company is principally engaged in the entertainment business, with a focus in television programme and film production, distribution, distribution licensing, cinema operation and management in both Hong Kong and the PRC, artists management, money lending activities and acquisitions of corporate bonds, preference shares as well as investment in securities.

C. Ordinary shares

Number of ordinary shares in issue: 13,475,783,680 shares

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 20,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

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| | |
|---|-----|
| Expiry date: | N/A |
| Exercise price: | N/A |
| Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right) | N/A |
| No. of warrants outstanding: | N/A |
| No. of shares falling to be issued upon the exercise of outstanding warrants: | N/A |

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

I. Share Options

At the special general meeting of the Company held on 9 July 2014, the shareholders of the Company approved the adoption of a new share option scheme (the “Scheme”) for the purpose of providing incentives or rewards to the participants. The Scheme is valid and effective for a period of ten years from 16 July 2014 and permits the Company to grant options to any employee or proposed employee (whether full-time or part-time employee, including any executive director), non-executive director of the Company, its subsidiaries or any invested entity, any supplier of goods or services, any customer, any person or entity that provide research, development or other technological support, any shareholders or any participants who contribute to the development and growth of the Group or any invested entity. The subscription price for the shares will be a price determined by the directors, but shall not be lower than the highest of (i) the closing price of the shares on GEM of the Stock Exchange on the date of grant of the option which must be a trading day, (ii) the average closing price of shares as stated in the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the date of grant and (iii) the nominal value of the shares. An offer for the grant of options must be accepted within 28 days from the date of the offer and a nominal consideration of HK\$1 is payable on acceptance of the grant of options.

The maximum number of shares in respect of which options may be granted under the Scheme shall not in aggregated exceed 10% of the issued share capital of the Company on the adoption date unless the shareholders approve to refresh the 10% limit. The overall limit in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes shall not exceed 30% of the shares of the Company in issue from time to time.

The Company had no outstanding option under the Scheme.

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II. Convertible Bonds

1. Zero Coupon Convertible Bonds

Principal sum : HK\$7,000,000.00

Exercise period : 31 December 2016 and 31 December 2017

Conversion price: HK\$0.181 per share (adjusted with effect from 12 June 2017 for the completion of specific mandate placing, details of which were set out in the circular of the Company dated 24 April 2017)

Principal sum of convertible bonds outstanding:) see monthly returns submitted /
No. of shares falling to be issued upon the) to be submitted by the Company
exercise of outstanding convertible bonds:)

2. 5% Coupon Convertible Bonds

Date of Issue : 26 April 2017

Principal sum : HK\$50,000,000.00

Conversion period: (a) Tranche 1 conversion period: 24 months after the issue date of the Convertible Bond

(b) Tranche 2 conversion period: 30 months after the issue date of the Convertible Bond

(c) Tranche 3 conversion period: 36 months after the issue date of the Convertible Bond

Conversion price: HK\$0.305 per share (adjusted with effect from 12 June 2017 for the completion of specific mandate placing, details of which were set out in the circular of the Company dated 24 April 2017)

Principal sum of convertible bonds outstanding:) see monthly returns submitted /
No. of shares falling to be issued upon the) to be submitted by the Company
exercise of outstanding convertible bonds:)

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

Stephen Shiu Junior as the attorney
 for all the Directors

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*