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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Digital Video Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (“**AGM**”) to be held at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC at 10:30 a.m. on 28 June 2019 is set out on pages 15 to 18 of this circular. A form of proxy for use at the 2019 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cdv.com).

Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2019 AGM or any adjourned meeting thereof if they so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.cdv.com.

20 May 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

“2019 AGM”	the annual general meeting of the Company to be held at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC on 28 June 2019 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2019 AGM set out on pages 15 to 18 of this circular
“Articles”	the memorandum and articles of association of the Company
“Board”	the board of Directors
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	China Digital Video Holdings Limited (中國數字視頻控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined on page 4 of the section headed “Letter from the Board” of this circular
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined on page 4 of the Letter from the Board
“Latest Practicable Date”	10 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	27 June 2016, being the date on which the Shares first commenced dealings on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined on page 4 of the Letter from the Board
“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) in the issued capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong



China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

Executive Directors:

Mr. ZHENG Fushuang (*Chairman*)

Mr. LIU Baodong

Mr. XU Da

Independent Non-executive Directors:

Mr. Frank CHRISTIAENS

Ms. CAO Qian

Dr. LI Wanshou

*Principal place of business and
headquarters in the PRC*

China Digital Video Technical Plaza
No. 131 West Fourth Ring Road N
Haidian District
Beijing
PRC

Registered office:

P.O. Box 309, Umland House
Grand Cayman KY1-1104
Cayman Islands

20 May 2019

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2019 AGM, and information on matters to be dealt with at the 2019 AGM, being:

- (a) details of granting of the Issuance Mandate to the Directors;
- (b) details of granting of Repurchase Mandate to the Directors;
- (c) details of granting of the Extension Mandate to the Directors;
- (d) details of the re-election of the retiring Directors; and

LETTER FROM THE BOARD

- (e) the notice of the 2019 AGM.

PROPOSED GRANTING OF THE ISSUANCE MANDATE AND REPURCHASE MANDATE

At the 2018 annual general meeting of the Company held on 28 June 2018, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the 2019 AGM.

Ordinary resolutions will be proposed at the 2019 AGM to approve the granting of the following new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the 2019 AGM (the “**Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the 2019 AGM (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate referred to in paragraph (b) above (the “**Extension Mandate**”).

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. The Issuance Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) the revocation or variation of the authority given to the Directors by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the 2019 AGM).

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 16.3 of the Article, any Director appointed by ordinary resolution shall hold office only until the next following general meeting of the Company and shall then be eligible for the re-election. As such, Dr. LI Wanshou will retire at the 2019 AGM and, being eligible, offer himself for re-election at the 2019 AGM.

LETTER FROM THE BOARD

Pursuant to Article 16.18, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. As such, Mr. ZHENG Fushuang and Mr. Frank CHRISTIAENS shall retire at the 2019 AGM and, being eligible, offer themselves for re-election at the 2019 AGM.

The requisite details of the above Directors proposed to be re-elected at the 2019 AGM are set out in Appendix II to this circular.

2019 AGM AND PROXY ARRANGEMENT

A notice convening the 2019 AGM to be held on 28 June 2019 at 10:30 a.m. at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC on pages 15 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2019 AGM. An announcement on the results of the poll will be published by the Company after the 2019 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2018 annual report incorporating the audited consolidated financial statement of the Group for the year ended 31 December 2018 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

You will find enclosed with this circular a form of proxy for use at the 2019 AGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cdv.com). Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2019 AGM, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; and (iv) the re-election of the retiring Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all such resolutions as set out in the AGM Notice to be proposed at the 2019 AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the 2019 AGM, the transfer books and the register of members of the Company will be closed from 25 June 2019 to 28 June 2019 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the 2019 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 24 June 2019.

STATEMENT OF RESPONSIBILITY

This circular, 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 circular 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 circular misleading.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
China Digital Video Holdings Limited
ZHENG Fushuang
Chairman

The following is an explanatory statement required by the GEM Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2019 AGM in relation to the granting of the Repurchase Mandate.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 630,332,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2019 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2019 AGM, i.e. being 630,332,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 63,033,200 Shares, being 10% of the issued share capital of the Company as at the date of 2019 AGM.

FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the Cayman Islands law, any repurchases by the Company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2018 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the only controlling Shareholder of the Company is Wing Success Holdings Limited ("**Wing Success**"), a company wholly owned by Mr. ZHENG Fushuang. Wing Success owned 214,278,278 Shares (approximately 33.99% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Wing Success would be increased from approximately 33.99% to approximately 37.77%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's Shares in public hands.

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell any Shares to the Company. No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the last six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices of the Shares at which the Shares were traded on GEM during each of the previous twelve months (up to the Latest Practicable Date) were as follows:

Month	Share Price (Per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
March	0.800	0.700
April	0.790	0.630
May	0.720	0.620
June	0.740	0.600
July	0.700	0.540
August	0.560	0.355
September	0.620	0.275
October	0.475	0.224
November	0.265	0.191
December	0.229	0.187
2019		
January	0.245	0.183
February	0.202	0.167
March	0.232	0.167
April	0.210	0.165
May (up to the Latest Practicable Date)	0.192	0.152

The biographical details of the Director proposed to be retired at the conclusion of the 2019 AGM and be proposed to be re-elected at the 2019 AGM are set out as follows:

1. Dr. LI Wanshou (李萬壽博士)

Dr. LI Wanshou (“**Dr. LI**”), aged 55, is an independent non-executive Director of the Company. He was appointed to the Board on 28 June 2018. He is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Dr. LI is currently the founder and chairman of the board of Synergetic Innovation Fund Management Co., Limited (協同創新基金管理有限公司). Dr. LI has over 18 years’ experience in the venture capital industry. He was the former president of the Shenzhen Capital Group Co., Limited (深圳市創新投資集團有限公司).

Dr. LI obtained his doctoral degree in economics from the Chinese Academy of Social Sciences Graduate School (中國社會科學院研究生院) and another doctoral degree in management from Xi’an Jiaotong University (西安交通大學). He also obtained a master degree in sociology from Sun Yat-Sen University (中山大學) and a bachelor degree in philosophy from Wuhan University (武漢大學).

Dr. LI obtained a number of honors and awards including “Outstanding Achievement Award” issued by the National Development and Reform Commission, 2009-2011 China’s top ten venture capitalists issued by Zero2IPO Partners, the Forbes China best venture capitalists, and “the venture capitalists most deserved to be presented to the whole world” jointly issued by the Russian global partner BBS and the National Development and Reform Commission.

Dr. LI also serves as the honorary president of Chinese Equity Investors Alliance, the vice director of Huaxia New Supply-side Economics Research Institute, the vice director of China Centre for Promotion of SME Development, the vice director of China Overseas-Educated Scholars Development Foundation, the director of the Equity Investment Center of Sun Yat-Sen University and the Enterprise Tutor of Newhuadu Business School. Dr. LI is also a visiting professor of each of the Chinese Academy of Social Sciences Graduate School, the graduate school of Tsinghua University and the graduate school of Wuhan University.

Dr. LI has served as an independent director of Inner Mongolia North Hauler Joint Stock Co., Limited which is listed on the Shanghai Stock Exchange (stock code: 600262) since 2017. In addition, Dr. LI was the independent non-executive Director of Unisplendour Technology (Holdings) Limited, a company listed on the Stock Exchange (stock code: 365) and resigned on 27 September 2016. Saved as disclosed above, Dr. LI did not hold any directorships in any public listed companies in the last three years.

As far as the Directors are aware, as at the Latest Practicable Date, Dr. LI did not have any interest in and did not hold any short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has executed an appointment letter with Dr. LI with the appointment period of 3 years commencing from 28 June 2018 and is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. The emoluments paid to Dr. LI for the year ended 31 December 2018 is RMB100,000. The emolument of Dr. LI have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Dr. LI is not related to any other Directors, senior management or substantial Shareholders or controlling Shareholders. As far as the Directors are aware, there is no information of Dr. LI to be disclosed pursuant to any of the requirements under Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no other matters concerning Dr. LI that need to be brought to the attention of the Shareholders.

2. MR. ZHENG Fushuang (鄭福雙先生)

Mr. ZHENG Fushuang (“**Mr. ZHENG**”), aged 53, is the founder of the Group. He is the chairman of the Board, the chief executive officer of the Group and an executive Director. He is the chairman of the nomination committee of the Company. He is primarily responsible for the overall corporate strategies and management of the Group. Mr. ZHENG was appointed to the Board on 8 January 2008.

Mr. ZHENG has been the chairman of China Digital Video (Beijing) Limited (“**CDV WFOE**”), the principal operating PRC subsidiary of the Group, since December 2008. Mr. ZHENG has served as a director of Xinxin Holding Co., Ltd (信心控股有限公司) (“**Xinxin Holding**”), a connected person of the Company, since 2005. Prior to that, Mr. ZHENG was the chairman of Beijing Xin'aote Electronic Company Ltd. (“**Xin'aote Electronic**”) from December 1990 to November 2005, where he was mainly responsible for the overall management of the company. Before the incorporation of Xin'aote Electronic, Mr. ZHENG worked in Beijing Liming Electronic Technology Company Limited (北京黎明電子技術公司) as a general staff who provided technical support to the company from October 1988 to June 1989 and worked in Beijing Aote Electronic Company Limited (北京奧特電子公司) as a manager in the application technology department from January 1990 to November 1990.

Mr. ZHENG has over 20 years of experiences in the digital video technology industry. He has received various honors, including the “May Fourth Medal” in Beijing (北京市“五四獎章”) in April 2004, “The Bauhinia Cup Outstanding Entrepreneur Award”(香港金紫荊花杯傑出企業家獎) in December 2002, the “Best Technology Entrepreneur of Private Enterprise in China (中國優秀民營科技企業家)” in November 2002 and October 2004, and the “Broadcasting Science and Technology Award (廣播電視科學技術大獎)” in January 2010. Mr. ZHENG has been a member of the 15th People's Congress of Haidian District, Beijing since 8 November 2011, and was a member of the 6th and the 10th Chinese People's Political Consultative Conference in Beijing in December 1998 and December 2002, respectively.

Mr. ZHENG is affiliated with certain social organizations, including as a deputy director of Energy and Resources of Democratic construction committee (民建中央能源與資源環境委員會), a member of the GAPPRFT Professional Committee of Science and Television Technology (國家廣電總局科技委電視專業委員會) and an executive committee member of the Beijing Federation of Industry and Commerce (北京工商業聯合會).

Mr. ZHENG graduated from the National University of Defense Technology (國防科技大學) with a bachelor's degree in radar and electromagnetic countermeasure in July 1985. Mr. ZHENG graduated from the Institute of Electronics, Chinese Academy of Sciences (中國科學院電子學研究所) with a master's degree in engineering in December 1988. Mr. ZHENG was awarded an executive master's degree in business administration (EMBA) from Peking University (北京大學) in January 2005.

Since 2006, Mr. ZHENG has been the executive director of Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司), a company listed on the Stock Exchange (stock code: 0618) which is principally engaged in real estate development and commercial real estate operations.

Saved as disclosed, in the three years preceding the Latest Practicable Date, Mr. ZHENG did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. ZHENG was deemed to be interested in 214,278,278 Shares pursuant to Part XV of the SFO.

Mr. ZHENG does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Pursuant to the service agreement entered into between the Company and Mr. ZHENG, his initial current term of office is for a period of three years commenced from the Listing Date, unless terminated by either party giving to the other not less than three months' prior notice in writing. Mr. ZHENG is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to the service agreement, Mr. ZHENG is entitled to a fixed director fee and bonus. The emoluments paid to Mr. ZHENG for the year ended 31 December 2018 is RMB1,325,000. The emoluments of Mr. ZHENG have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

As far as the Directors are aware, there is no information of Mr. ZHENG to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. ZHENG that need to be brought to the attention of the Shareholders.

3. Mr. Frank CHRISTIAENS

Mr. Frank CHRISTIAENS ("Mr. CHRISTIAENS"), aged 52, is an independent non-executive Director of the Company. He was appointed to the Board on 28 January 2011. He is the chairman of remuneration committee, and a member of the audit committee of the Company.

Mr. CHRISTIAENS is currently the chief executive officer , chairman and a member of the board of CLEARink Display Corporation (USA) which is principally engaged in developing reflective display technology. He is also the chairman and a member of the board of ELIX Wireless Charging Systems Inc. (Canada) whose principal business is to develop wireless charging technology. In addition, Mr. CHRISTIAENS is a managing partner (overseeing the company's overall administrative operation and coordination) of XPCP Management Corporation (Canada), a company which is principally engaged in investing in technology with relevance to Asia. Mr. CHRISTIAENS was the president of Greater China for Barco N.V. (NYSE Euronext Brussels: BAR), which is a provider of professional display products, from May 2002 to December 2009. From March 1996 to August 2000, Mr. CHRISTIAENS worked as regional vice-president, marketing, sales & customer services of Alcatel-Lucent Bell (Euronext ALU) (the "Alcatel"), a telecommunications equipment manufacturer, where he was responsible for Alcatel's internet division for Asia Pacific.

Mr. CHRISTIAENS graduated from the University of Leuven (Belgium) with bachelor's and master's degrees in electronics engineering in July 1990, and wrote his thesis on digital signal processing and artificial intelligence at the Imperial College of London. Mr. CHRISTIAENS obtained a master's degree in business administration from Vlerick School of Business, Belgium which was previously part of the University of Leuven (Belgium) in July 1992.

Mr. CHRISTIAENS did not hold directorship in any listed public company in the last three years. As far as the Directors are aware, Mr. CHRISTIAENS does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. CHRISTIAENS was interested in 750,596 underlying Shares (450,596 underlying Shares are interests in options granted pursuant to the pre-IPO share option scheme and 300,000 underlying Shares are interests in options granted pursuant to the share option scheme) pursuant to Part XV of the SFO.

Pursuant to the appointment letter entered into between the Company and Mr. CHRISTIAENS, his initial current term of office is for a period of three years commenced from the Listing Date, unless terminated by either party giving to the other not less than three month's prior notice in writing. Mr. CHRISTIAENS is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles

Pursuant to the appointment letter, Mr. CHRISTIAENS is entitled to a fixed director fee. The emoluments paid to Mr. CHRISTIAENS for the year ended 31 December 2018 is RMB202,000. The emoluments of Mr. CHRISTIAENS have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decisions of the Board based on the recommendation of the Company's remuneration committee.

As far as the Directors are aware, there is no information of Mr. CHRISTIAENS to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning Mr. CHRISTIAENS that need to be brought to the attention of the Shareholders.



China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Digital Video Holdings Limited (the “**Company**”) will be held on 28 June 2019 at 10:30 a.m. at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2018.
2. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and authorise the board of directors of the Company (the “**Board**”) to fix their remuneration.
3.
 - (a) To re-elect Dr. LI Wanshou as an independent non-executive Director.
 - (b) To re-elect Mr. ZHENG Fushuang as an executive Director.
 - (c) To re-elect Mr. Frank CHRISTIAENS as an independent non-executive Director.
4. To authorise the Board to fix the respective Directors’ remuneration.
5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company (the “**Shares**”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the Directors be and are hereby authorised during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into Shares;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for Shares in the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in the Company in lieu of the whole or part of a dividend in accordance with with the articles of association of the Company (the “**Articles**”) from time to time,

shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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6. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares on Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined below) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT** conditional upon the passing of the ordinary resolutions 5 and 6 as set out in this notice convening the Meeting (the **“Notice”**), the general mandate granted to the Directors pursuant to ordinary resolution 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board
China Digital Video Holdings Limited
ZHENG Fushuang
Chairman

Hong Kong, 20 May 2019

NOTICE OF THE 2019 AGM

As at the date of this notice, the executive Directors are Mr. ZHENG Fushuang, Mr. LIU Baodong and Mr. XU Da, and the independent non-executive Directors are Mr. Frank CHRISTIAENS, Ms. CAO Qian and Dr. LI Wanshou.

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from 25 June 2019 to 28 June 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m., on 24 June 2019.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution 6 as set out in this notice is set out in Appendix I to this circular.
8. Details of the retiring directors proposed to be re-elected as Directors of the Company at the Meeting are set out in Appendix II to this circular.
9. A form of proxy for use at the Meeting is enclosed.