
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in hmvod Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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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PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A notice convening the AGM to be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Thursday, 1 August 2019 at 10:00 a.m., is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company at <http://www.hmvod.com.hk>.

28 June 2019

CHARACTERISTICS OF GEM

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 expressions as stated below will have the following meanings:

“AGM”	an annual general meeting of the Company to be held on Thursday, 1 August 2019 at 10:00 a.m. at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong;
“Articles of Association”	the articles of association of the Company currently in force, and “Article” shall mean an article thereof;
“Board”	the board of Directors of the Company;
“Business Day”	a day (other than a Saturday and a Sunday) on which the Stock Exchange is open for business of dealings in securities;
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Company”	hmvod Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8103);
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time;
“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;
“Latest Practicable Date”	27 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;
“Option(s)”	the option(s) to subscribe for Shares granted pursuant to the Share Option Scheme;

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting of repurchase mandate by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) with par value of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 12 November 2014 and is valid and effective for a period of ten years;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

LETTER FROM THE BOARD



hmvod Limited
hmvod 視頻有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8103)

Executive Directors:

Mr. Lau Kelly (*Chief Executive Officer*)
Ms. Ho Chi Na
Mr. Yuen Koon Tung

Independent non-executive Directors:

Mr. Hau Chi Kit
Mr. Ma Stephen Tsz On
Mr. Ho Siu King, Stanley

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit B, 29/F
CKK Commercial Centre
289–295 Hennessy Road
Wanchai, Hong Kong

28 June 2019

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the New Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

The purpose of this circular is to give you notice of the AGM and provide you with information regarding the resolutions to be proposed at the AGM, including amongst others, (i) the granting to the New Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

New Issue Mandate

The existing general mandate granted to the Directors to allot and issue new Shares at the annual general meeting of the Company held on 22 August 2018 will lapse at the conclusion of the AGM. As at the Latest Practicable Date, the existing general mandate has not been utilised and it will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant the New Issue Mandate to allot, issue or deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, up to the aggregate of 20% of the total number of the issued Shares as at the date of the passing of such resolution.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant thereto.

In addition, a separate ordinary resolution will be proposed to extend the New Issue Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 142,256,878 Shares in issue. Subject to the passing of the resolution for the approval of the New Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the New Issue Mandate to allot, issue and deal with a maximum of 28,451,375 Shares.

Repurchase Mandate

The existing general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held on 22 August 2018 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of resolution granting of the Repurchase Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 142,256,878 Shares in issue. Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 14,225,687 Shares.

LETTER FROM THE BOARD

An explanatory statement containing all relevant information in relation to the Repurchase Mandate as required under Rule 13.08 of the GEM Listing Rules is set out in Appendix I to this circular.

The New Issue Mandate (including the extended New Issue Mandate) and the Repurchase Mandate shall continue to be in force until 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 Articles of Association or laws of the Cayman Islands or any applicable laws to be held; or (iii) the revocation or variation of the New Issue Mandate (including the extended New Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised three executive Directors, namely Mr. Lau Kelly, Ms. Ho Chi Na and Mr. Yuen Koon Tung and three independent non-executive Directors, namely Mr. Hau Chi Kit, Mr. Ma Stephen Tsz On and Mr. Ho Siu King, Stanley.

In accordance with Article 87(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation; and in accordance with Article 87(2), any Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Lau Kelly and Ms. Ho Chi Na shall retire by rotation at the AGM and each of them, being eligible, offer himself/herself for re-election as a Director at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to Shareholders' approval at the relevant general meeting. A brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Thursday, 1 August 2019 at 10:00 a.m. is set out on pages 12 to 16 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the New Issue Mandate (including the extended New Issue Mandate), the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the AGM must be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

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.

RECOMMENDATION

The Directors consider that the New Issue Mandate (including the extended New Issue Mandate), the Repurchase Mandate and the re-election of Directors referred to in this circular are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions proposed at the AGM.

GENERAL INFORMATION

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

Yours faithfully,
On behalf of the Board of
hmvod Limited
Lau Kelly
Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to an ordinary resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 142,256,878 Shares.

Subject to the passing of the resolution for the grant of the Repurchase Mandate and on the basis that no further Shares is issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 14,225,687 Shares, representing 10% of the total number of the issued Shares as at the date of passing of the resolution, until 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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

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 GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per share of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands such as internal resources of the Company.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account the current capital position of the Company, the Directors consider that, the exercise in full of the Repurchase Mandate to repurchase Shares might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2019). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

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

7. 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 purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholders were as follows:

Name of the substantial Shareholder	Capacity	Number of Shares held	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Full Times Investments Limited ("Full Times")	Beneficial owner	36,777,000	25.85%	28.73%
HMV Digital China Group Limited	Interest in controlled corporation	37,957,000 (Note)	26.68%	29.65%
	Beneficial owner	3,348,000	2.35%	2.61%

Note:

The 37,957,000 shares refer to the aggregate of (a) 36,777,000 shares held by Full Times; and (b) 1,180,000 shares held by New Smart International Creation Limited ("New Smart"). Both Full Times and New Smart are direct wholly-owned subsidiaries of HMV Digital China Group Limited, whose shares are listed on the GEM (stock code: 8078).

On the basis that the total number of Shares in issue remains unchanged and no further Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the interests of all of the above substantial Shareholders would be increased to such percentages of the total number of issued Shares as set out in the fifth column of the above table. On the basis of the current shareholding of all the above substantial Shareholders as at the Latest Practicable Date, none of the above substantial Shareholders may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. REPURCHASES OF SHARES BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

9. CORE CONNECTED PERSONS

No core connected persons of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders and the Company is authorized to make purchases of the Shares.

10. SHARE PRICES

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

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
July	2.30	1.70
August	2.06	1.50
September	2.25	1.20
October	2.03	1.25
November	2.00	1.41
December	1.74	1.08
2019		
January	1.42	1.05
February	1.60	1.00
March	1.99	1.11
April	1.40	1.11
May	1.42	1.01
June (up to the Latest Practicable Date)	1.20	1.00

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Lau Kelly (“**Mr. Lau**”), aged 40, was appointed as executive Director on 31 December 2015. Mr. Lau is the chief executive officer of the Company and the general manager of the money lending business of the Group. Prior to joining the Group, Mr. Lau has worked with the Hong Kong Police Force for twelve years receiving commendations from Secretary of Civil Service and Secretary of Home Affairs for highly rated performances during his tenure. Mr. Lau has worked with Easy Finance Limited as Principal Consultant from 1 May 2011 to 31 October 2015 responsible for all regulatory and legal compliances.

The Company entered into a service agreement with Mr. Lau with a term of three years commencing on 31 December 2018. His emoluments from the Company amount of HK\$455,000 per annum which is determined with reference to his duties and responsibilities with the Group. Save as disclosed above, Mr. Lau did not hold (i) any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (ii) other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Lau does not hold any Shares or options of the Company. Mr. Lau has no interest in the Shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance and does not have any relationship with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

Ms. Ho Chi Na (“**Ms. Ho**”), aged 39, was appointed as executive Director on 1 November 2017. Ms. Ho is a director of Anyplex Hong Kong Limited and Anyplex Taiwan Limited, subsidiaries of the Company. She has over 15 years of experience in TV and digital industry and was a Head of Pay TV department in Hong Kong Broadband Network Limited from 2009 to 2012. She then joined Anyplex Hong Kong Limited as general manager in 2012 and was promoted to CEO in 2016 with her tremendous contribution to OTT services growth. Ms. Ho received her bachelor’s degree in business administration from the City University of Hong Kong in 2001 and master degree in business administration from University of Hong Kong in 2013.

Save as disclosed above, Ms. Ho did not hold (i) any other directorship in any public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) any other positions with the Company and its subsidiaries; and (iii) other major appointments and professional qualifications.

The Company entered into a service agreement with Ms. Ho with a term of three years commencing from 1 November 2017. Ms. Ho is entitled to an annual director's fee of HK\$1,040,000, which is determined by the Board based on the recommendation by the remuneration committee of the Board, with reference to her experience as an executive Director, her duties and responsibilities with the Company and the market rate for the position.

As at the Latest Practicable Date, Ms. Ho does not hold any Shares or options of the Company. Ms. Ho has no interest in the Shares of the Company and its associated corporations within the meaning of Part XV of the SFO and does not have any relationship with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF AGM



hmvod Limited
hmvod 視頻有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8103)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of hmvod Limited (the “**Company**”) will be held on Thursday, 1 August 2019 at 10:00 a.m. at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2019.
2. To re-elect Mr. Lau Kelly as an executive Director.
3. To re-elect Ms. Ho Chi Na as an executive Director.
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Elite Partners CPA Limited as auditor of the Company and authorize the Board to fix its remuneration.

To consider as special business and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

6. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on the GEM (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, and debentures convertibles into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, and debentures convertibles into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined in this resolution);
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent. of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (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 or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF AGM

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase its own shares on GEM or any other stock exchange on which shares in the capital of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM (the **“GEM Listing Rules”**), 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 authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined in this resolution) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company which may be purchased by the Company on GEM or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate number of the issued shares of the Company as at the date of passing of this resolution and the authority granted to the Directors pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

8. “**THAT** conditional upon the passing of resolution no. 6 and resolution no. 7 above, the general mandate granted to the Directors pursuant to resolution no. 6 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate number of shares of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares, provided that such amount of shares shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of passing this resolution.”

By order of the Board of
hmvod Limited
Lau Kelly
Executive Director

Hong Kong, 28 June 2019

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit B, 29/F
CKK Commercial Centre
289–295 Hennessy Road
Wanchai, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the AGM or any adjourned meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM (or any adjourned meeting), and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF AGM

As at the date of this notice, the Board comprises the following Directors:

Executive Directors:

Mr. Lau Kelly (*Chief Executive Officer*)

Ms. Ho Chi Na

Mr. Yuen Koon Tung

Independent Non-executive Directors:

Mr. Hau Chi Kit

Mr. Ho Siu King, Stanley

Mr. Ma Stephen Tsz On

This notice, 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 notice 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 notice misleading.

This notice will remain on the page of “Latest Company Announcement” on the GEM website for at least 7 days from the date of its postings and on the website of the Company at <http://www.hmvod.com.hk>.