
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Digital Domain Holdings Limited** (the “Company”), you should at once hand this supplementary circular and the accompanying revised form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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DIGITAL DOMAIN HOLDINGS LIMITED

數字王國集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 547)

**SUPPLEMENTARY CIRCULAR
TO THE CIRCULAR DATED 29 APRIL 2020
RE-ELECTION OF RETIRING DIRECTORS
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplementary circular (the “**Supplementary Circular**”) should be read together with the circular to shareholders of the Company (the “**Shareholders**”) dated 29 April 2020 (the “**First Circular**”).

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at the Conference Room, Suite 1201, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 5 June 2020 at 10:30 a.m. was set out in the First Circular. The supplementary notice of the AGM (the “**Supplementary Notice**”) is set out on pages 5 to 6 of this Supplementary Circular.

A revised form of proxy (the “**Revised Proxy Form**”) is enclosed herewith and shall supersede the first form of proxy despatched to the Shareholders on 29 April 2020. Whether or not you are able to attend the AGM, please complete the Revised Proxy Form enclosed with this Supplementary Circular in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, 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 fixed for holding the meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the Revised Proxy Form shall be deemed to be revoked.

6 May 2020

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LETTER FROM THE BOARD



DIGITAL DOMAIN HOLDINGS LIMITED

數字王國集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 547)

Executive Directors:

Mr. Peter Chou (*Chairman*)

Mr. Seah Ang (*Chief Executive Officer*)

Non-executive Directors:

Mr. Jiang Yingchun

Mr. Cui Hao

Mr. Wang Wei-Chung

Independent Non-executive Directors:

Mr. Duan Xiongfei

Ms. Lau Cheong

Mr. Wong Ka Kong Adam

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Suite 1201, 12/F.

Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

6 May 2020

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR
TO THE CIRCULAR DATED 29 APRIL 2020
RE-ELECTION OF RETIRING DIRECTORS
AND**

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This Supplementary Circular should be read together with the First Circular. Unless indicated otherwise, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplementary Circular is to provide you with the Supplementary Notice which is set out on pages 5 to 6 of this Supplementary Circular with requisite information regarding resolution to be proposed at the AGM to re-elect the retiring Director.

LETTER FROM THE BOARD

1. RE-ELECTION OF RETIRING DIRECTOR

Mr. John Alexander Lagerling (“**Mr. Lagerling**”) has resigned as the independent non-executive Director with effect from 1 May 2020 and accordingly, a resolution will not be proposed at the AGM to re-elect him as independent non-executive Director.

In accordance with Bye-law 87(1) of the Bye-laws, one-third of the Directors (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 pursuant to Bye-law 87(2) of the Bye-laws, the Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment. The retiring Director(s) shall also be eligible for re-election.

In this connection, Mr. Seah Ang is the retiring Director and, being eligible, offers himself for re-election at the AGM.

Details of Mr. Seah Ang who is proposed to be re-elected at the AGM are set out in Appendix to this Supplementary Circular.

2. AGM

The Supplementary Notice is set out on pages 5 to 6 of this Supplementary Circular. The AGM will be held as originally scheduled at the Conference Room, Suite 1201, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 5 June 2020 at 10:30 a.m.

Please refer to the notice of the AGM dated 29 April 2020 for details in respect of other resolution(s) to be considered at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members, procedures on demanding a poll and other relevant matters.

3. RECOMMENDATIONS

The Directors consider that the proposed resolution as set out in the Supplementary Notice is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution.

4. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this Supplementary Circular. The English text of this Supplementary Circular shall prevail over the Chinese text.

LETTER FROM THE BOARD

This Supplementary Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 Supplementary Circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplementary Circular misleading.

Yours faithfully,

For and on behalf of the Board

DIGITAL DOMAIN HOLDINGS LIMITED

Seah Ang

Executive Director and Chief Executive Officer

APPENDIX DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION

This appendix sets out the details of the Director proposed for re-election at the AGM.

Seah Ang, aged 35, joined the Group in 2013 as an executive vice president and was appointed as executive Director and the chief executive officer of the Company on 29 September 2014. He was the chairman of the Board during the period from 12 January 2015 to 10 September 2015 as well. Mr. Seah is presently a member of the executive committee, the nomination committee and the remuneration committee of the Company, and the authorised representative of the Company for the acceptance of service of any process or notice required to be served on the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). He is also a director of most of the subsidiaries and an officer of certain subsidiaries of the Company. Mr. Seah graduated from Peking University with a Master Degree of Law (major in international politics) and Bachelor of Arts Degree in Law. He previously worked as an investment banker at Barclays and has extensive experience in the financial industry with expertise in securities, options, fund management and international businesses development. His in-depth knowledge of the private equity markets in Greater China and global markets enabled him to focus on business development around the world. From May 2010 to March 2013, Mr. Seah was also a senior management of United Simsen Securities Limited (now known as Huarong International Securities Limited), a company which provides brokerage services on securities, foreign exchange, gold bullion, futures and mutual funds. From June 2012 to March 2013, Mr. Seah was a non-executive director of King Stone Energy Group Limited (stock code: 663), a company whose shares are listed on the Stock Exchange.

Mr. Seah has entered into a service agreement with a subsidiary of the Company for no fixed term and the appointment is terminable by either party by giving three months' written notice. He is subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Seah is entitled to an annual director's fee of HK\$2,025,000, a rental allowance of not more than HK\$40,000 per month plus a discretionary bonus under the aforesaid service agreement, and an annual salary of US\$125,000 from a subsidiary of the Company with reference to his experience, qualifications, duties and responsibilities in the Company and current market conditions. As at the Latest Practicable Date, Mr. Seah is deemed to be interested in 2,008,531,324 Shares (long position) and 502,134,789 Shares (short position). He also holds share options granted under the Company's share option scheme, conferring the right to subscribe for 100,000,000 Shares.

Save as disclosed above, Mr. Seah: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Mr. Seah that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING



DIGITAL DOMAIN HOLDINGS LIMITED

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SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (“AGM”) of Digital Domain Holdings Limited (the “**Company**”) dated 29 April 2020 which set out the resolution(s) to be considered by members of the Company at the AGM to be convened at the Conference Room, Suite 1201, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 5 June 2020 at 10:30 a.m. Unless indicated otherwise, capitalised terms used in this supplementary notice (the “**Supplementary Notice**”) shall have the same meanings as those defined in the circular and supplementary circular of the Company dated 29 April 2020 and 6 May 2020, respectively.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled and the following resolution will be put before members of the Company at the AGM as resolution no. 2(f):

2. (f) to re-elect the following retiring director as a director of the Company:

Mr. Seah Ang as an executive director of the Company.

By Order of the Board
DIGITAL DOMAIN HOLDINGS LIMITED
Seah Ang
Executive Director and Chief Executive Officer

Hong Kong, 6 May 2020

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Save for the inclusion of the newly submitted resolution no. 2(f) and that resolution no. 2(e) as set out in the notice of the AGM dated 29 April 2020 (the “**First Notice**”) will be withdrawn due to the resignation of that director, there are no other changes to the resolutions set out in the First Notice. For the details and other matters in relation to the other resolution(s) to be considered at the AGM, please refer to the First Notice and the circular of the Company dated 29 April 2020. All notes to the First Notice are incorporated herein by reference.
2. Since the form of proxy despatched to the members of the Company on 29 April 2020 (the “**First Proxy Form**”) does not contain the additional proposed resolution as set out in this Supplementary Notice, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Supplementary Notice.
3. The Revised Proxy Form and the power of attorney or other authority, if any, under which it is signed, or certified copy of such power or authority, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, 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 Revised Proxy Form shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the Revised Proxy Form shall be deemed to be revoked.
4. Any member of the Company who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form (instead of the First Proxy Form) if he or she wishes to appoint proxies to attend the AGM on his or her behalf.
5. Any member of the Company who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) if no duly completed Revised Proxy Form is lodged in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof, his/her First Proxy Form will be treated as the only valid form of proxy lodged by the member of the Company if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote at his discretion on any resolution(s) properly put to the AGM other than those referred to in the First Notice, including the additional proposed resolution as set out in this Supplementary Notice.
 - (ii) If he/she lodges a duly completed Revised Proxy Form lodged in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof, the First Proxy Form he/she has previously submitted will be deemed revoked.
6. Members of the Company are reminded that completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.