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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China Digital Video Holdings Limited (the “**Company**”) will be held on Wednesday, 30 June 2021 at 10:30 a.m. at 1/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 the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the entering into of the property lease agreement dated 17 May 2021 (the “**Property Lease Agreement**”) between China Digital Video (Beijing) Limited (新奧特(北京)視頻技術有限公司) (“**CDV WFOE**”), an indirect wholly-owned subsidiary of the Company, and China Digital Video Investment Group Co., Ltd. (新奧特投資集團有限公司) (“**CDV Investment**”) (a copy of which is marked “A” and produced to the Meeting and initialled by the chairman of the Meeting for identification purpose), pursuant to which CDV WFOE has agreed to lease certain office and warehouse premises from CDV Investment during the period from 1 January 2022 to 31 December 2024, the transactions contemplated thereunder and the proposed annual caps be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised to execute the Property Lease Agreement and all such other documents and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate, necessary or desirable to give effect to the transactions contemplated under the Property Lease Agreement.”

2. **“THAT:**

- (a) the entering into of the supply framework agreement dated 17 May 2021 (the **“Supply Framework Agreement”**) between CDV WFOE and Xin’aote Group Co. Ltd. (北京新奥特集團有限公司) (**“Xin’aote Group”**) (a copy of which is marked “B” and produced to the Meeting and initialled by the chairman of the Meeting for identification purpose), pursuant to which Xin’aote Group has agreed to purchase solutions, products and services from CDV WFOE on an exclusive basis during the period from 1 January 2022 to 31 December 2024, the transactions contemplated thereunder and the proposed annual caps be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised to execute the Supply Framework Agreement and all such other documents and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate, necessary or desirable to give effect to the transactions contemplated under the Supply Framework Agreement.”

Yours faithfully  
By order of the Board  
**China Digital Video Holdings Limited**  
**ZHENG Fushuang**  
*Chairman*

Hong Kong, 15 June 2021

*As at the date of this notice, the executive directors of the Company are Mr. ZHENG Fushuang, Mr. PANG Gang and Mr. LIU Baodong, and the independent non-executive directors of the Company are Mr. Frank CHRISTIAENS, Ms. CAO Qian and Dr. LI Wanshou.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and be posted on the website of the Company at [www.cdv.com](http://www.cdv.com).*

*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 the Meeting, the register of members of the Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 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 Thursday, 24 June 2021.
7. A form of proxy for use at the Meeting is enclosed.