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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“SGM”) of Digital Domain Holdings Limited (the “Company”) will be held at the Conference Room, Suite 2005, 20/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 1 December 2023 at 10:30 a.m. to consider as special business and, if thought fit, passing with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the allotment and issue of up to 1,745,450,000 new shares (the “**Subscription Shares**”) of the Company to 美音投資股份有限公司 (formerly known as 美音投資有限公司 in Chinese) (Meiyin Investment Co., Ltd.) (“**Subscriber A**”), 華采國際股份有限公司 (Irobot Innovation Co., Ltd.) (“**Subscriber B**”), and 宏享投資開發股份有限公司 (Whole Share Capital Inc.) (“**Subscriber C**”, collectively with Subscriber A and Subscriber B, the “**Subscribers**”), respectively, at the subscription price of HK\$0.207 per Subscription Share in accordance with the terms of the three subscription agreements dated 19 October 2023 (the “**Subscription Agreements**”) (a copy of each of which is marked “A”, “B” and “C”, respectively, produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and each of the Subscribers and other transactions contemplated thereunder are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable, or expedient to implement and give effect to the terms of, and all transactions contemplated under, the Subscription Agreements for and on behalf of the Company and to approve any change and amendment thereto as they may consider necessary, desirable or expedient.”

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

Hong Kong, 14 November 2023

Notes:

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) The form of proxy 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 forty-eight (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 convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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.
- (5) A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- (6) The resolution is to be voted by way of poll.
- (7) The register of members of the Company will be closed from Tuesday, 28 November 2023 to Friday, 1 December 2023, both days inclusive, during such period no transfer of shares of the Company will be registered. In order to determine the identity of members of the Company who are entitled to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 November 2023.
- (8) If a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify members of the Company of the date, time and venue of the rescheduled SGM.

Having considered their own situations, members of the Company should decide on their own whether or not they would attend the SGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, Mr. Seah Ang and Dr. Sun Ta-Chien are the executive directors of the Company; Mr. Li Weiqiang, Mr. Cui Hao, Ms. Alla Y Alenikova and Mr. Brian Thomas McConville are the non-executive directors of the Company; and Ms. Lau Cheong, Mr. Duan Xiongfei, Dr. Elizabeth Monk Daley and Mr. Woo King Hang are the independent non-executive directors of the Company.