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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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**

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A notice convening an annual general meeting of the Company (the “AGM”) to be held at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC at 10:00 a.m. on 26 September 2024 is set out on pages 15 to 18 of this circular. A form of proxy for use at the 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](http://www.hkexnews.hk)) and the Company ([www.cdv.com](http://www.cdv.com)).

Whether or not you are able to attend the 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 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 AGM or any adjourned meeting thereof if they so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and on the website of the Company at [www.cdv.com](http://www.cdv.com).

30 August 2024

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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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

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

“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 at 10:00 a.m. on 26 September 2024 to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Articles”	the existing memorandum and articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 (stock code: 8280)
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined on page 4 in 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, as amended, supplemented or otherwise modified 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 PRC
“Issuance Mandate”	as defined on page 4 in the section headed “Letter from the Board” of this circular

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## DEFINITIONS

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“Latest Practicable Date”	23 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined on page 4 in the section headed “Letter from the Board” of this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“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 Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. ZHENG Fushuang (*Chairman*)

Mr. LIU Baodong

Mr. PANG Gang

Ms. CAO Lingyi

*Independent Non-executive Directors:*

Dr. LI Wanshou

Mr. LI Youliang

Mr. JIAN Nianqiang

*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, Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

30 August 2024

*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 AGM, and information on matters to be dealt with at the 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;

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## LETTER FROM THE BOARD

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- (d) details of the re-election of the retiring Directors; and
- (e) the notice of the AGM.

### PROPOSED GRANTING OF THE ISSUANCE MANDATE AND REPURCHASE MANDATE

At the 2023 annual general meeting of the Company held on 28 September 2023, 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 AGM.

Ordinary resolutions will be proposed at the 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 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 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 AGM).

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 16.2 of the Articles, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for the re-election at that meeting. As such, Ms. CAO Lingyi and Mr. JIAN Nianqiang shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Article 16.18 of the Articles, 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 of the Articles 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 Dr. LI Wanshou shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board has received from each of Dr. LI Wanshou (“**Dr. LI**”) and Mr. JIAN Nianqiang (“**Mr. JIAN**”) a confirmation on their independence pursuant to the GEM Listing Rules. The Board is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by Dr. LI and Mr. JIAN is of such character, integrity and experience commensurate with office of an independent non-executive Director. The professional background, knowledge and experience of Dr. LI and Mr. JIAN have also contributed to the diversity of the Board. Based on the above mentioned considerations, the Board, on the recommendation of the nomination committee of the Company, would recommend Dr. LI and Mr. JIAN for re-election at the AGM.

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

### AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held on 26 September 2024 at 10:00 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 the resolutions set out therein is set out on pages 15 to 18 of this circular.

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 AGM. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The annual report containing the audited consolidated financial statement of the Group for the year ended 31 March 2024 and the reports of the Directors and the Company's auditors has been dispatched to the Shareholders.

You will find enclosed with this circular a form of proxy for use at the AGM and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cdv.com](http://www.cdv.com)). Whether or not you are able to attend the AGM, please complete and sign the



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## LETTER FROM THE BOARD

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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 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 AGM and, in such event, your proxy form shall be deemed to be revoked.

No Shareholder is required to abstain from voting on any resolutions at the AGM pursuant to the GEM Listing Rules or the Articles.

### RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and the 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 AGM.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from 23 September 2024 to 26 September 2024 (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 AGM, all transfers, 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 no later than 4:30 p.m. on 20 September 2024.

### 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 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 AGM Notice 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 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 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 Act, 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 Act, 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 March 2024 (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 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, Mr. ZHENG Fushuang, the chairman of the Company, held and/or is deemed to be interested in 223,706,278 Shares (approximately 35.49% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Mr. ZHENG would be increased from approximately 35.49% to approximately 39.43%. 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 would result in the number of Shares held by the public being less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of Shares in issue.

#### **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.

#### **DIRECTORS' POWER FOR REPURCHASES**

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

**DIRECTORS, THEIR CLOSE 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 close 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 he/she has a present intention to sell any Shares to the Company, or that he/she has undertaken not to sell any of the Shares held by him/her to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

**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.

**NO UNUSUAL FEATURES**

The Company and the Directors are of the view that neither the explanatory statement contained in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

**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:

<b>Month</b>	<b>Share Price (Per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
July	0.046	0.027
August	0.033	0.028
September	0.032	0.022
October	0.030	0.019
November	0.030	0.021
December	0.044	0.025
<b>2024</b>		
January	0.059	0.028
February	0.057	0.035
March	0.047	0.024
April	0.032	0.026
May	0.038	0.027
June	0.036	0.027
July	0.028	0.028
August (up to the Latest Practicable Date)	0.028	0.028

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

### 1.    **Mr. ZHENG Fushuang**

Mr. ZHENG Fushuang (“**Mr. ZHENG**”), aged 58, 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, the principal operating PRC subsidiary of the Group, since December 2008. Prior to that, Mr. ZHENG was the chairman of Beijing Xin’aote Electronic Company Ltd. from December 1990 to November 2005, where he was mainly responsible for the overall management of the company. Before the incorporation of Beijing Xin’aote Electronic Company Ltd, Mr. ZHENG worked in Beijing Liming Electronic Technology Company Limited 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 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 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 an executive vice president of Zhongguan Village Technology Entrepreneurs Association (中關村科技企業家協會), 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) and 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).

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## **APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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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.

From September 2006 to July 2022, Mr. ZHENG was an 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 223,706,278 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 of the Company.

Pursuant to the renewed service agreement entered into between the Company and Mr. ZHENG, his current term of office is for a period of three years commencing from 22 May 2022, 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 March 2024 is RMB737,000. 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 (w) 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.

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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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### 2.     Dr. LI Wanshou

Dr. LI Wanshou (“**Dr. LI**”), aged 60, 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 25 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’s degree in sociology from Sun Yat-Sen University (中山大學) and a bachelor’s 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.

Saved as disclosed above, Dr. LI did not hold any directorships in any listed public 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.



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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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The Company has executed an appointment letter with Dr. LI with the appointment period of 3 years commencing from 28 June 2024 and is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. The emoluments of Dr. LI for the year ended 31 March 2024 is RMB210,000. 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 (w) 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.

### 3.    **Ms. CAO Lingyi**

Ms. CAO Lingyi ("**Ms. CAO**"), aged 61, is an executive Director. She was appointed to the Board on 1 June 2024. Ms. CAO has worked within our Group since 1994. From 1994 to 2007, she served in various management roles within our Group's predecessor companies, such as 北京市新奥特电子有限公司 (Beijing Xin'aote Electronic Company Ltd) and 北京新奥特集团有限公司 (Xin'aote Group Co. Ltd). Since 2007 and up until present, Ms. CAO has served as the senior vice president of 新奥特(北京)视讯技术有限公司 (China Digital Video (Beijing) Limited\*), a subsidiary of the Company.

Ms. CAO obtained her bachelor's degree in philosophy from 北京師範大學 (Beijing Normal University) in July 1985 and later obtained an EMBA degree from 清華大學經濟管理學院 (School of Economics and Management, Tsinghua University) in 2005 in the PRC.

Saved as disclosed, in the three years preceding the Latest Practicable Date, Ms. CAO did not hold any directorship in other listed companies. As far as the Directors are aware, as at the Latest Practicable Date, Ms. CAO was interested in 635,000 underlying Shares pursuant to share options granted to her by the Company pursuant to Part XV of the SFO. Ms. CAO does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the service contract entered into between the Company and Ms. CAO, her current term of office is for a period of three years commencing from 1 June 2024, unless terminated by either party giving to the other not less than three months' prior notice in writing. Ms. CAO 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 contract, Ms. CAO is entitled to a director's fee of RMB180,000 per annum. The emoluments of Ms. CAO have been determined with reference to her 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.



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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

#### 4. Mr. JIAN Nianqiang

Mr. JIAN Nianqiang (“**Mr. JIAN**”), aged 57, is an independent non-executive Director. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. JIAN was appointed to the Board on 1 June 2024.

Mr. JIAN has been serving as the chairman of the board and is the actual controller of 北京尊豐投資有限公司 (Beijing Zunfeng Investment Co., Ltd) since 2003. From 1991 to 2003, Mr. Jian held senior management roles at 深圳匯華集團有限公司 (Shenzhen Huihua Group Co., Ltd) and at 北京匯凱集團有限公司 (Beijing Huikai Group Co., Ltd).

Mr. Jian obtained both his master’s degree and doctorate degree in economics from 武漢大學 (Wuhan University) in July 1991 and in 2006, respectively.

Saved as disclosed, in the three years preceding the Latest Practicable Date, Mr. JIAN did not hold any directorship in other listed companies. As far as the Directors are aware, as at the Latest Practicable Date, Mr. JIAN does not have any interest in the Shares or underlying Shares pursuant to Part XV of the SFO. Mr. JIAN does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the letter of appointment entered into between the Company and Mr. JIAN, his current term of office is for a period of three years commencing from 1 June 2024, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. JIAN 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 letter of appointment, Mr. JIAN is entitled to a director’s fee of HKD120,000 per annum. The emoluments of Mr. JIAN 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. JIAN to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules and there are no other matters concerning Mr. JIAN that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE AGM

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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 IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of China Digital Video Holdings Limited (the “**Company**”) will be held on 26 September 2024 at 10:00 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**

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 auditor of the Company for the year ended 31 March 2024.
2. To re-appoint Prism Hong Kong Limited as the auditor of the Company and authorise the board of directors of the Company (the “**Board**”) to fix its remuneration.
3.
  - (a) To re-elect Mr. ZHENG Fushuang as an executive Director.
  - (b) To re-elect Dr. LI Wanshou as an independent non-executive Director.
  - (c) To re-elect Ms. CAO Lingyi as an executive Director.
  - (d) To re-elect Mr. JIAN Nianqiang 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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## NOTICE OF THE AGM

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- (b) the Directors be and are hereby authorised during the Relevant Period 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) during or after the end of the Relevant Period;
- (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, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the rights of subscription or conversion under the terms of any warrants of the Company which may be issued by the Company or any securities 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(s) 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; or
  - (iv) any scrip dividend scheme(s) or similar arrangement(s) providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance 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 articles of association of the Company 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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## NOTICE OF THE AGM

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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 Shares on The Stock Exchange of Hong Kong Limited 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 to procure the Company to repurchase 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 articles of association of the Company 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, 30 August 2024

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## NOTICE OF THE AGM

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*As at the date of this notice, the executive Directors are Mr. ZHENG Fushuang, Mr. LIU Baodong, Mr. PANG Gang and Ms. CAO Lingyi, and the independent non-executive Directors are Dr. LI Wanshou, Mr. LI Youliang and Mr. JIAN Nianqiang.*

*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 23 September 2024 to 26 September 2024 (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 20 September 2024.
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 the Company's circular dated 30 August 2024.
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 the Company's circular dated 30 August 2024.
9. A form of proxy for use at the Meeting is enclosed.