
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 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.

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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**

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 30 September 2025 is set out on pages 16 to 19 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) and the Company (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 for at least 7 days from the date of its posting and on the website of the Company at www.cdv.com.

3 September 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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 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 30 September 2025 to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 16 to 19 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 16 to 19 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

DEFINITIONS

“Latest Practicable Date”	27 August 2025, 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

LETTER FROM THE BOARD



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. GUO Langhua (*Chairman*)

Mr. PANG Gang

Mr. LIU Baodong

Independent Non-executive Directors:

Dr. LI Wanshou

Mr. LI Youliang

Mr. JIAN Nianqiang

Ms. XU Mei

*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

3 September 2025

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;

LETTER FROM THE BOARD

- (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 2024 annual general meeting of the Company held on 26 September 2024, 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 (excluding any treasury 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 (excluding any treasury 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).

LETTER FROM THE BOARD

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, Mr. GUO Langhua and Ms. XU Mei ("**Ms. XU**") 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. PANG Gang and Mr. LI Youliang ("**Mr. LI**") shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board has received from each of Mr. LI and Ms. XU a confirmation on his/her 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 Mr. LI and Ms. XU, each of Mr. LI and Ms. XU is of such character, integrity and experience commensurate with office of an independent non-executive Director. The professional background, knowledge and experience of Mr. LI and Ms. XU 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 Mr. LI and Ms. XU for re-election at the AGM.

Ms. XU, who is a Director and a member of the Nomination Committee, had abstained from voting on the respective resolution approving the recommendation on her own re-election as a Director in the relevant Nomination Committee meeting and Board meeting.

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 30 September 2025 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 16 to 19 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 2025 and the reports of the Directors and the Company's auditors has been dispatched to the Shareholders.

LETTER FROM THE BOARD

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) and the Company (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, 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 25 September 2025 to 30 September 2025 (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 24 September 2025.

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.

LETTER FROM THE BOARD

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
GUO Langhua
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.

As compared with the financial position of the Company as at 31 March 2025 (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 ("Mr. ZHENG") 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.

The Company may cancel the repurchased Shares or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time of repurchases. To the extent that any treasury Shares are deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either reregister them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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:

Month	Share Price (Per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
July	0.028	0.028
August	0.028	0.028
September	0.028	0.021
October	0.065	0.023
November	0.044	0.027
December	0.042	0.028
2025		
January	0.059	0.032
February	0.118	0.044
March	0.111	0.061
April	0.064	0.049
May	0.088	0.036
June	0.067	0.053
July	0.068	0.052
August (up to the Latest Practicable Date)	0.086	0.050

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

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. GUO Langhua**

Mr. GUO Langua (“**Mr. GUO**”), aged 58, is an executive Director, the chairman of the Board, the chief executive officer of the Group, the chairman of the Nomination Committee and authorised representative of the Company. He was appointed to the Board on 3 February 2025. He has been serving as the chief strategic advisor of the Company since June 2018. From January 2008 to June 2018, Mr. GUO served as the vice chairman of the Board, an executive Director and compliance officer of the Company.

From September 2022 to August 2023, Mr. GUO 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.

Mr. GUO has been the vice-chairman of Xin’aote Investment Group Co., Ltd. (新奧特投資集團有限公司), since May 2021, where he was primarily responsible for strategic planning. Mr. GUO was the vice chairman of China Digital Video (Beijing) Limited (新奧特(北京)視頻技術有限公司), the Company’s principal operating PRC subsidiary, during the period from 2008 to 2018. From January 2015 to June 2021, Mr. GUO has served as the president of Xinxin Holding Co., Ltd (信心控股有限公司), where he was primarily responsible for the evaluation, improvement and monitoring of the company’s management and operation.

Mr. GUO graduated from Wuhan University (武漢大學) with a bachelor’s degree in economy in June 1988 and obtained a master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2003.

Saved as disclosed, in the three years preceding the Latest Practicable Date, Mr. GUO did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. GUO is interested in 46,257,053 Shares and 3,000,000 underlying Shares (being interests in options granted pursuant to the share option scheme) within the meaning of Part XV of the SFO.

Mr. GUO 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 Mr. GUO, his current term of office is for a period of three years commenced from 3 February 2025, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. GUO is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

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

Pursuant to the service agreement, Mr. GUO is entitled to a director's fee of RMB600,000 and bonus. The emoluments paid to Mr. GUO for the year ended 31 March 2025 is RMB100,000. The emoluments of Mr. GUO 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. GUO 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. GUO that need to be brought to the attention of the Shareholders.

2. Mr. PANG Gang

Mr. PANG Gang ("**Mr. PANG**"), aged 45, is an executive Director and the president of the Company. He was appointed to the Board on 2 February 2021.

Mr. PANG has approximately 20 years of experience in the broadcasting industry. He is currently a director of China Digital Video (Beijing) Limited (新奧特(北京)視頻技術有限公司), a wholly-owned subsidiary of the Company, a director of ZhengQi (Beijing) Video Technology Co., Ltd. (北京正奇聯訊科技有限公司), a wholly-owned subsidiary of the Company, the chairman and president of Xin'aote Group Co. Ltd. (北京新奧特集團有限公司), the vice-chairman of Beijing International Cloud Broadcasting Technology Co., Ltd. (北京國際雲轉播科技有限公司) and the supervisor of Beijing United Ultra High-Definition Video Technology Collaboration Center Co., Ltd. (北京中聯合超高清協同技術中心有限公司). He had previously served as the general manager of Xin'aote Silicon Valley Video Technology Co., Ltd. (新奧特硅谷視頻技術有限公司) and the executive president of China Digital Video (Beijing) Limited (新奧特(北京)視頻技術有限公司).

Mr. PANG obtained a bachelor's degree in engineering at Anshan Normal University (鞍山師範學院) in PRC, and a master's degree in engineering at Beijing University of Posts and Telecommunications (北京郵電大學) in PRC. He was awarded the "Outstanding Individual Award in Science and Technology Innovation (科技創新優秀個人獎)" in the 2019 CRTA Science and Technology Innovation Awards.

Save as disclosed, in the three years preceding the Latest Practicable Date, Mr. PANG did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. PANG held 405,000 underlying Shares (being interests in options granted pursuant to the share option scheme) within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. PANG does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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

Pursuant to the service agreement entered into between the Company and Mr. PANG, his current term of office is for a period of three years commenced from 2 February 2024, unless terminated by either party giving to the other not less than three months' prior notice in writing. The emolument of Mr. PANG for the 12 months ended 31 March 2025 is RMB773,000. Mr. PANG is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The emoluments of Mr. PANG 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. PANG to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and there are no other matters concerning Mr. PANG that need to be brought to the attention of the Shareholders.

3. Mr. LI Youliang

Mr. LI Youliang ("**Mr. LI**"), aged 60, is an independent non-executive Director. He is also the chairman of the audit committee. Mr. LI was appointed to the Board on 1 March 2023.

Mr. LI has extensive accounting and managing experience in state ministries, financial institutions and state-owned enterprises in PRC. He served as a general manager of the capital operations department and the responsible officer of the management department of China Far East International Trading Corporation in China, which is a wholly-owned subsidiary of the State Council of the PRC, since October 2009. Mr. LI obtained his bachelor's degree in finance and accounting from Zhongnan University of Economics and Law (formerly known as Zhongnan University of Finance and Economics) in PRC in July 1987.

Save as disclose above, Mr. LI did not hold directorship in any public listed companies in the last three years.

As far as the Directors are aware, there is no other information of Mr. LI to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, and there are no other matters concerning Mr. LI that need to be brought to the attention of the Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LI held 388,000 underlying shares (being interests in option granted pursuant to the share option scheme) within the meaning of Part XV of the SFO.

The Company has executed an appointment letter with Mr. LI with the appointment period of 3 years commencing from 1 March 2023 and is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. Mr. LI is entitled to a director's fee of HKD120,000 per annum. The emolument of Mr. LI for the 12 months ended 31 March 2025 is RMB110,000. The emolument of Mr. 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.

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

Mr. 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 Mr. LI to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning Mr. LI that need to be brought to the attention of the Shareholders.

4. Ms. XU Mei

Ms. XU Mei (“**Ms. XU**”), aged 48, is an independent non-executive Director. She is also a member of the nomination committee of the Company. Ms. XU was appointed to the Board on 1 July 2025. Ms. XU has extensive leadership and team management skills. From 2010 to 2017, Ms. XU served as the chairperson of Zunyi Meichen Trading Co., Ltd.* (遵義美辰貿易有限公司). From 2019 to 2025, Ms. XU consecutively served as the chairperson Zunyi Zhongyi Health Industry Co., Ltd.* (遵義中頤大健康產業股份有限公司) and Shenzhen Zhongke Medical Technology (Guangdong) Group Co., Ltd.* (深圳中科醫學科技(廣東)集團有限公司).

Ms. XU is a member of the Chinese Peasants’ and Workers’ Democratic Party. She graduated from Zunyi Open University* (遵義開放大學) with a bachelor’s degree in business administration in 2000.

Save as disclose above, Ms. XU did not hold directorship in any public listed companies in the last three years.

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

As far as the Directors are aware, as at the Latest Practicable Date, Ms. XU did not held any Shares or underlying Shares within the meaning of Part XV of the SFO.

The Company has executed an appointment letter with Ms. XU with the appointment period of 3 years commencing from 1 July 2025 and is subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles. Ms. XU is entitled to a director’s fee of HKD120,000 per annum. The emolument of Ms. XU have been determined with reference to her 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.

Ms. XU 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 Ms. XU to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning Ms. XU that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



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 30 September 2025 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 2025.
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. GUO Langhua as an executive Director.
 - (b) To re-elect Mr. PANG Gang as an executive Director.
 - (c) To re-elect Mr. LI Youliang as an independent non-executive Director.
 - (d) To re-elect Ms. XU Mei 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 shares of the Company (“**Shares**”) (including any sale or transfer of treasury 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) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (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 (excluding any treasury 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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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 (excluding any treasury 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 (excluding any treasury Shares) as at the date of passing this resolution.”

By Order of the Board
China Digital Video Holdings Limited
GUO Langhua
Chairman

Hong Kong, 3 September 2025

NOTICE OF THE AGM

As at the date of this notice, the executive Directors are Mr. GUO Langhua, Mr. PANG Gang and Mr. LIU Baodong, and the independent non-executive Directors are Dr. LI Wanshou, Mr. LI Youliang, Mr. JIAN Nianqiang and Ms. XU Mei.

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 25 September 2025 to 30 September 2025 (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 24 September 2025.
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 3 September 2025.
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 3 September 2025.
9. A form of proxy for use at the Meeting is enclosed.