



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)

PROXY FORM

Form of proxy for use at the
2024 Annual General Meeting
(or at any adjournment thereof)

I/We¹ _____
of (address)¹ _____, being the shareholder(s) of
China Digital Video Holdings Limited (the “Company”) holding _____
shares², hereby appoint the Chairman of the 2024 Annual General Meeting (the “Meeting”) of the Company or³ _____
of (address) _____
as my/our proxy to attend and vote for on my/our behalf at the meeting to be held at 10:00 a.m. on 26 September 2024, at 8/F, China Digital
Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC, or at any adjournment thereof as indicated hereunder
or, if no such indication is given, as the proxy thinks fit.

Please make a mark (“/”) in the appropriate boxes to indicate how you wish your vote(s) to be cast⁴.

	Ordinary Resolutions	For	Against
1	To receive and adopt the audited consolidated financial statements of the Company and reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 March 2024.		
2	To re-appoint Prism Hong Kong Limited as auditor of the Company and authorise 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	Ordinary Resolution No. 5 of the Notice of the Meeting (To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution).		
6	Ordinary Resolution No. 6 of the Notice of the Meeting (To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution).		
7	Ordinary Resolution No. 7 of the Notice of the Meeting (To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by an amount not exceeding the total number of shares repurchased by the Company).		

Date: _____

Signature(s)⁵: _____

Notes:

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members of the Company to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to which this proxy form relates registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the 2024 Annual General Meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT:** Please indicate with a “/” in the appropriate box under the column marked “For” if you wish to vote in favour of a resolution. Please indicate with a “/” in the appropriate box under the column marked “Against” if you wish to vote against. If no direction is given, the proxy is entitled to vote or abstain as he/she thinks fit. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he/she thinks fit for any resolution duly submitted to the Meeting in addition to those set out in the notice of the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing, or under the Common Seal or the hand of a director or an attorney duly authorised to sign the proxy form in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
- In cases of joint holders of a share, any one of such holders is entitled to vote at the Meeting either in person or by proxy, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the Meeting personally or by proxy.
- This proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 48 hours before the time appointed for holding the Meeting or any of its adjournments (as the case may be) at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- The Meeting is expected to last half a day. Members attending the Meeting shall take care of their own transportation and lodging expenses. Members or their proxies attending the Meeting must produce their identification documents.