



# NEXT DIGITAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

## FORM OF PROXY FOR 2018 ANNUAL GENERAL MEETING

I/We, <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
("Shares") of Next Digital Limited (the "Company"), **HEREBY APPOINT** <sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") to be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 27 July 2018 at 3:00 p.m. (or any adjournment thereof) in respect of the resolutions as set out in the notice convening the Meeting as hereunder indicated and on any other business that may properly come before the Meeting.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 March 2018		
2.	(a) To re-elect Mr. Lai Chee Ying as a non-executive director		
	(b) To re-elect Mr. Cheung Kim Hung as an executive director		
	(c) To re-elect Mr. Mark Lambert Clifford as an independent non-executive director		
	(d) To re-elect Mr. Louis Gordon Crovitz as an independent non-executive director		
	(e) To re-elect Dr. Bradley Jay Hamm as an independent non-executive director		
	(f) To re-elect Mr. Lam Chung Yan, Elic as an independent non-executive director		
3.	To approve a sum not exceeding HK\$3,000,000 to be paid to the directors of the Company ("Director") as fees of the Directors for the year ending 31 March 2019		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix its remuneration		
5.	To grant a general mandate to the Directors to issue additional Shares not exceeding 10% of the issued Shares as at the date of the Meeting <sup>5</sup>		
6.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the issued Shares as at the date of the Meeting <sup>5</sup>		
7.	To extend the general mandate granted to Directors to issue Shares by the number of Shares bought back by the Company <sup>5</sup>		

Signature(s) <sup>6</sup>: \_\_\_\_\_

Dated this: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the Chairman is appointed, strike out "or THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of Meeting.
- The respective full text of resolutions 5 to 7 is set out in the notice of the Meeting dated 27 June 2018.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, 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. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited with the Company's share registrar, 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.

### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ("PDPO"). Your supply of your and your proxy's (or proxies') Personal Data (including name(s) and address(es)) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). Your and your proxy's (or proxies') Personal Data may be disclosed or transferred to our subsidiaries, share registrar (Computershare Hong Kong Investor Services Limited), agent, contractor or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.