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NEXT DIGITAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Next Digital Limited (the “Company”) will 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, 16 August 2019 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor for the year ended 31 March 2019.
2. To re-elect the following directors of the Company:
 - (a) Mr. Lai Chee Ying;
 - (b) Mr. Ip Yut Kin; and
 - (c) Mr. Chow Tat Kuen, Royston.
3. To approve a sum not exceeding HK\$3,000,000 to be paid to the directors of the Company (the “Directors”) as fees of the Directors for the year ending 31 March 2020.
4. To re-appoint Deloitte Touche Tohmatsu as independent auditor and to authorise the board of directors to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without modification the following as Ordinary Resolutions:

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all of the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options and rights to subscribe for, or to convert securities into, shares of the Company (“Shares”), which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
 - (iii) the exercise of the subscription rights under any option scheme or similar arrangement 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 acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 10% of the aggregate number of the Shares in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from 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 law or the articles of association of the Company to be held; and

(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, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares on the register of members of the Company 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 the relevant jurisdiction, or the requirements of any recognised regulatory body, or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all of the powers of the Company to buy back Shares, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be bought back pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from 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 law or the articles of association of the Company to be held; and

(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 Resolutions 5 and 6 set out in the notice of this meeting, the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the mandate granted under Resolution 5 set out in the notice of this meeting be and is hereby increased and extended by adding the aggregate number of Shares which may be bought back by the Company pursuant to and in accordance with the mandate granted under Resolution 6 set out in the notice of this meeting provided that such number of Shares so bought back shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of this Resolution.”

By Order of the Board
Chow Tat Kuen, Royston
Executive Director

Hong Kong, 12 July 2019

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be received by the Company’s Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting or any adjournment thereof and voting in person. In such event, his form of proxy will deemed to have been revoked.
3. The Register of Members of the Company will be closed from Tuesday, 13 August 2019 to Friday, 16 August 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 12 August 2019.
4. In relation to Resolution 3 in this notice, it is proposed that a sum not exceeding HK\$3,000,000 be paid as fees to the Directors, such sum to be divided between the Directors in such ways as may be determined by the board of Directors. The executive directors of the Company are paid in accordance with their remuneration packages and in such sums as determined by the board of Directors.
5. Further information on the proposals regarding the (i) re-election of Directors; and (ii) granting of general mandates to issue and buy back Shares are contained in this circular dated 12 July 2019.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Annual General Meeting.

7. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 1:00 p.m. on 16 August 2019 and/or the Hong Kong Observatory has announced at or before 1:00 p.m. on 16 August 2019 that either of the above mentioned warnings is to be issued within the next two hours, the Annual General Meeting shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 1:00 p.m. to 3:00 p.m. and in such case the Annual General Meeting shall be held at 3:00 p.m. on that Business Day at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong. “Business Day”, in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business.

As at the date of this notice, the Board comprises:

Non-executive Directors:

Mr. Lai Chee Ying (*Non-executive Chairman*)

Mr. Ip Yut Kin

Executive Directors:

Mr. Cheung Kim Hung

Mr. Chow Tat Kuen, Royston

Independent Non-executive Directors:

Mr. Louis Gordon Crovitz

Mr. Mark Lambert Clifford

Mr. Lam Chung Yan, Elic