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NEXTDIGITAL

NEXT DIGITAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary 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, 28 December 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company (unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 11 December 2018):

ORDINARY RESOLUTIONS

“THAT:

- (a) the terms and conditions of the Sale and Purchase Agreement in relation to the sale and purchase of the Property between Easy Finder Publishing Limited as Vendor and Taiwan Life Insurance Co., Ltd. as Purchaser dated 9 November 2018 (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman of this meeting for the purpose of identification) be and are hereby approved, ratified and confirmed;
- (b) the transactions contemplated under the Sale and Purchase Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (c) the execution of the Sale and Purchase Agreement by Mr. Ip Yut Kin, legal representative of the Taiwan branch of the Vendor, Mr. Lei Wei Hsin, or any one director of the Vendor (the “**Designated Persons**”) be and is hereby approved, confirmed and ratified in all respects; and any one of the Designated Persons be and is/are hereby authorized to do such acts or things and execute such documents (and, where necessary, to affix the common seal of the Vendor in accordance with the articles of association of the Vendor) which in his/their opinion may be necessary, desirable or expedient to carry out or to give effect to the Sale and Purchase Agreement and the transactions contemplated under the Sale and Purchase Agreement and to agree to such variations, amendments, supplements or waivers of matters relating thereto as are, in the opinion of the Directors, in the interest of the Company;

- (d) the allotment and issue of an aggregate of 1,117,699 ordinary shares of the Company (“**1,117,699 Award Shares**”) to Mr. Cheung Kim Hung, an executive director of the Company, at an aggregate subscription price of HK\$10.00, subject to obtaining approval for the listing of and permission to deal in such 1,117,699 Award Shares, be and is hereby approved and the directors of the Company be and are hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said 1,117,699 Award Shares to Mr. Cheung Kim Hung; and
- (e) the allotment and issue of an aggregate of 924,539 ordinary shares of the Company (“**924,539 Award Shares**”) to Mr. Chow Tat Kuen, Royston, an executive director of the Company, at an aggregate subscription price of HK\$10.00, subject to obtaining approval for the listing of and permission to deal in such 924,539 Award Shares, be and is hereby approved and the directors of the Company be and are hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said 924,539 Award Shares to Mr. Chow Tat Kuen, Royston.”

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

Hong Kong, 11 December 2018

Notes:

1. Any member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint one or more proxies to attend and vote instead of such member in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
2. In the case of joint holders of a share 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, the first named being the senior.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 48 hours before the time for holding the Extraordinary General Meeting of the Company or any adjournment thereof. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should they so wish.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of member at the Extraordinary General Meeting of the Company must be taken by poll except where the chairman of the Extraordinary General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

5. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 9:00 a.m. on 28 December 2018 and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on 28 December 2018 that either of the above mentioned warnings is to be issued within the next two hours, the Extraordinary 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 9:00 a.m. to 11:00 a.m. and in such case the Extraordinary General Meeting shall be held at 11:00 a.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

Independent Non-executive Directors:

Mr. Louis Gordon Crovitz

Mr. Mark Lambert Clifford

Mr. Lam Chung Yan, Elic

Executive Directors:

Mr. Cheung Kim Hung

Mr. Chow Tat Kuen, Royston