

NEXTDIGITAL

NEXT DIGITAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00282)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 DECEMBER 2018

I/We, ¹ _____
of _____
being the registered holder(s) of ² _____ shares in Next Digital Limited (the “Company”), HEREBY APPOINT ³
THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (the “EGM”) or _____ of
_____ as my/our proxy to attend and vote for me/us and
on my/our behalf at the EGM (or at any adjournment thereof) of the Company, to be held on Friday, 28 December 2018 at 11:00 a.m.
at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories,
Hong Kong in respect of the resolutions as set out in the notice convening the EGM (the “Notice”) as hereinafter indicated and on
any other business that may properly come before the EGM. Unless the context requires otherwise, terms used in this Form of Proxy
shall have the same meanings as those defined in the Notice.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder		
2.	To approve the allotment and issue of an aggregate of 1,117,699 Award Shares to Mr. Cheung Kim Hung, an executive Director and to authorise the Directors of the Company 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		
3.	To approve the allotment and issue of an aggregate of 924,539 Award Shares to Mr. Chow Tat Kuen, Royston, an executive Director and to authorise the Directors of the Company 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		

Signature(s) ⁵: _____

Date: _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the EGM is appointed, strike out “THE CHAIRMAN OF THE EGM or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK (“✓”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK (“✓”) 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 or to abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice of the EGM.
5. The full text of the resolutions to be considered at the EGM is set out in the Notice.
6. 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.
7. 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.
8. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially 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 EGM or any adjourned meeting thereof.
9. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting in person at the EGM 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 EGM (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.