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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Digital Domain Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**DIGITAL DOMAIN HOLDINGS LIMITED**

**數字王國集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 547)**

**RENEWAL OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF ISSUE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at the Conference Room, 9/F., Henley Building, No. 5 Queen’s Road Central, Central, Hong Kong on Thursday, 7 June 2018 at 10:30 a.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, please complete the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, 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 fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

27 April 2018

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at the Conference Room, 9/F., Henley Building, No. 5 Queen’s Road Central, Central, Hong Kong on Thursday, 7 June 2018 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Digital Domain Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 547)
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	a general and unconditional mandate granted to the Directors on 1 June 2017 to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate number of Shares in issue as at 1 June 2017
“Existing Repurchase Mandate”	a general and unconditional mandate granted to the Directors on 1 June 2017 to repurchase Shares representing up to a maximum number equivalent to 10% of the aggregate number of Shares in issue as at 1 June 2017
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder”	Shareholders other than those who are required by the Listing Rules to abstain from voting on the relevant resolutions at the AGM
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in resolution no. 5(2) in the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in resolution no. 5(1) in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**DIGITAL DOMAIN HOLDINGS LIMITED**

**數字王國集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 547)**

*Executive Directors:*

Mr. Peter Chou (*Chairman*)  
Mr. Seah Ang (*Chief Executive Officer*)  
Mr. Amit Chopra (*Chief Operating Officer*)  
Mr. Wei Ming (*Vice-Chairman*)

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Directors:*

Mr. Pu Jian  
Dr. Song Alan Anlan

*Head Office and Principal Place*

*of Business in Hong Kong:*  
9/F., Henley Building  
No. 5 Queen's Road Central  
Central, Hong Kong

*Independent Non-executive Directors:*

Mr. Duan Xiongfei  
Ms. Lau Cheong  
Mr. Wong Ka Kong Adam  
Mr. John Alexander Lagerling

27 April 2018

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF ISSUE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this document is to provide you with requisite information regarding resolutions to be proposed at the AGM: (i) to grant the Issue Mandate and the Repurchase Mandate, and to extend the Issue Mandate and (ii) to re-elect the retiring Directors.

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## LETTER FROM THE BOARD

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### 1. RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE

At the annual general meeting of the Company held on 1 June 2017, ordinary resolutions were passed for the granting (i) the Existing Issue Mandate and (ii) the Existing Repurchase Mandate. The Existing Issue Mandate and the Existing Repurchase Mandate will lapse upon the conclusion of the AGM.

Resolutions to grant the Issue Mandate and the Repurchase Mandate to the Directors to, inter alia, exercise all powers of the Company to allot, issue or otherwise deal with Shares up to 20% of the total number of the Shares in issue as at the date of passing the resolutions and to repurchase Shares up to 10% of the total number of the Shares in issue as at the date of passing the resolutions, respectively, (details of which are set out in resolutions nos. 5(2) and 5(1) respectively of the AGM Notice) will be proposed at the AGM. A separate resolution authorising the extension of the Issue Mandate to issue Shares by additional number equal to the aggregate number of the Shares repurchased by the Company under the Repurchase Mandate will also be proposed as resolution no. 5(3) at the AGM.

The Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions nos. 5(2) and 5(1) set out in the AGM Notice. On the assumption that there will not be any change to the issued share capital of the Company between the Latest Practicable Date and the AGM, the Directors would be authorised under the Issue Mandate to issue a maximum of 5,323,606,818 Shares based on the issued share capital of 26,618,034,094 Shares as at the Latest Practicable Date. The Directors have no current plans to issue any new Shares or repurchase Shares issued by the Company pursuant to the relevant mandates.

An explanatory statement containing the information required under the Listing Rules in respect of the Repurchase Mandate is set out in Appendix I to this circular.

### 2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and be eligible for re-election. Any Director appointed pursuant to the aforesaid Bye-law shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation according to Bye-law 87(2) of the Bye-laws.

Mr. Wei Ming (“**Mr. Wei**”) has been appointed as an executive Director, Mr. Pu Jian (“**Mr. Pu**”) and Dr. Song Alan Anlan (“**Dr. Song**”) have been appointed as non-executive Directors, and Mr. John Alexander Lagerling (“**Mr. Lagerling**”) has been appointed as an independent non-executive Director all with effect from 5 July 2017. In accordance with Bye-law 86(2) of the Bye-laws, Mr. Wei, Mr. Pu, Dr. Song and Mr. Lagerling shall hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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In accordance with Bye-law 87(1) of the Bye-laws, one-third of the Directors (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation; and pursuant to Bye-law 87(2) of the Bye-laws, the Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment. The retiring Director(s) shall also be eligible for re-election.

In this connection, Mr. Amit Chopra and Ms. Lau Cheong are the retiring Directors and, being eligible, offer themselves for re-election at the AGM. Ms. Lau Cheong has been serving as an independent non-executive Director for nearly 9 years as at the Latest Practicable Date. As an independent non-executive Director, Ms. Lau did not participate in the day-to-day management of the Company. She has developed an in-depth understanding of the business of the Company and remains in a position to provide an independent view and guidance to the Company over the years. The Board is of the opinion that Ms. Lau Cheong remains independent and is being eligible and recommended for further appointment subject to a separate resolution to be approved by Shareholders at the AGM.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **3. AGM**

The AGM will be held at the Conference Room, 9/F., Henley Building, No. 5 Queen's Road Central, Central, Hong Kong on Thursday, 7 June 2018 at 10:30 a.m. The AGM Notice is set out on pages 15 to 19 of this circular at which, among other businesses, resolutions will be proposed to approve (i) the grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate and (ii) re-election of the retiring Directors.

A form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, 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 fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **4. LISTING RULES IMPLICATION AND VOTING AT THE AGM**

Pursuant to Bye-law 66 of the Bye-laws and Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the proposed resolutions.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 4 June 2018 to Thursday, 7 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 1 June 2018.

### 6. RECOMMENDATIONS

The Directors consider that the proposed resolutions (i) to grant the Issue Mandate and the Repurchase Mandate, and to extend the Issue Mandate and (ii) to re-elect the retiring Directors, as set out in the AGM Notice, are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**DIGITAL DOMAIN HOLDINGS LIMITED**  
**Seah Ang**  
*Executive Director and Chief Executive Officer*



*This appendix serves as an explanatory statement, as required by the Listing Rules, to be included in this circular concerning the Repurchase Mandate of the Company.*

**(A) SHARE CAPITAL**

As at the Latest Practicable Date, the number of the Shares in issue was 26,618,034,094 Shares, all of which are fully paid.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 2,661,803,409 Shares, representing not more than 10% of the total number of the Shares in issue as at the Latest Practicable Date.

**(B) REASONS FOR PURCHASES**

Although the Directors have no present intention of purchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Such purchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Such repurchase will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

**(C) FUNDING OF PURCHASES**

The Directors propose that repurchases of Shares under the Repurchase Mandate would be financed from the Company's internal resources. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2017) in the event that the Repurchase Mandate is exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels of the Company.

**(D) SHARE REPURCHASE MADE BY THE COMPANY**

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

**(E) DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined under the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Jade Link Holdings Limited ("**Jade Link**"), holding approximately 18.92% of the total number of Shares in issue. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interest of Jade Link in the Company would be increased to approximately 21.03% of the total number of Shares in issue and therefore no obligation to make a general offer to Shareholders under Rule 26 of the Takeovers Code would arise.

The Directors will be cautious in exercising the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such extent as to jeopardize the public float requirement of 25% or such other prescribed minimum percentage as determined by the Stock Exchange.

**(F) SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	2017										2018		
	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
<b>Highest</b>	0.420	0.370	0.325	0.360	0.300	0.260	0.335	0.231	0.196	0.216	0.192	0.190	0.179*
<b>Lowest</b>	0.260	0.295	0.260	0.285	0.238	0.230	0.220	0.193	0.156	0.173	0.159	0.168	0.168*

\* up to the Latest Practicable Date

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*This appendix sets out the details of Directors proposed for re-election at the AGM.*

**Amit Chopra**, aged 43, joined the Group in 2012 and was appointed as an executive Director and the chief operating officer of the Company as well as a member of the executive committee of the Company on 18 May 2015. Mr. Chopra was the executive vice president of the Company. He is also a director and an officer of certain subsidiaries of the Company respectively. Mr. Chopra holds a Master of Business Administration from Pepperdine University and a Bachelor of Science degree in finance and accounting from California State University, Northridge. He brings over 19 years of experience in accounting, finance and operations, with focused expertise in corporate restructuring. Prior to joining the Group, he spent about four years at Reliance MediaWorks Limited (“**RMW**”), last serving as vice president of finance of its US operation. RMW is one of India’s leading media and entertainment companies, with a presence across several businesses including theatrical exhibition of films, film and media services and television content production and distribution. Before that Mr. Chopra held financial controller and other senior level financial and accounting positions at companies in the entertainment, semiconductor, logistics, IT consulting and software industries.

Mr. Chopra has entered into a service agreement with a subsidiary of the Company for no fixed term and the appointment is terminable by either party by giving six month’s prior notice. He will be subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Chopra is presently entitled to a remuneration package comprising an annual director’s fee of HK\$1,440,000 plus a discretionary bonus, and an annual salary of US\$200,000 from the Group with reference to his experience, qualifications, duties and responsibilities in the Company as well as current market conditions. As at the Latest Practicable Date, Mr. Chopra is deemed to be interested in 2,458,171,442 Shares (long position) and 502,134,789 Shares (short position). He also holds share options granted under the Company’s share option scheme, conferring the right to subscribe for a total of 163,000,000 Shares.

Save as disclosed above, Mr. Chopra: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Mr. Chopra that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Wei Ming**, aged 43, joined the Group in January 2017. He was appointed as executive Director and vice chairman of the Board as well as a member of the executive committee of the Company on 5 July 2017. Mr. Wei is also a supervisor of Sichuan Xunyou Network Technology Co. Ltd.\* (四川迅遊網絡科技股份有限公司), the shares of which are listed on the ChiNext Shenzhen Stock Exchange. He was formerly a VR fund partner of 1 Verge Group. Mr. Wei was also the digital entertainment business unit general manager of Alibaba Group and the business group co-president of Youku Tudou Inc. In addition, he spent over eight years at Youku.com, last serving as president. Prior to joining that, Mr. Wei worked for Sohu.com. Mr. Wei holds a Bachelor's Degree in Computer Science and Technology in Southwest China Normal University (now known as Southwest University) and an Executive Master of Business Administration in Cheung Kong Graduate School of Business.

Mr. Wei has entered into a letter of appointment with the Company and a service agreement with a subsidiary of the Company both with no fixed term but he is subject to retirement by rotation according to the Bye-laws and the appointment is terminable by either party by giving three months' prior notice. Pursuant to the aforesaid service agreement, Mr. Wei is entitled to receive an annual emolument of HK\$600,000 plus discretionary bonus, which was determined by the Board and the remuneration committee of the Company with reference to his experience, qualifications, duties and responsibilities in the Company, as well as current market conditions. As at the Latest Practicable Date, Mr. Wei holds share options granted under the share option scheme of the Company, conferring the right to subscribe for 300,000,000 Shares.

Save as disclosed above, Mr. Wei: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Mr. Wei that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

\* For identification purpose only

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Pu Jian**, aged 59, was appointed as non-executive Director on 5 July 2017. Mr. Pu is currently an executive director, vice president and a member of the executive committee of CITIC Limited (stock code: 267), the shares of which are listed on the Main Board of the Stock Exchange. He is an executive director of CITIC Group Corporation and an executive director and a vice president of CITIC Corporation Limited as well. Mr. Pu was formerly vice president of CITIC Securities Co., Ltd, vice chairman of China Offshore Helicopter Co., Ltd, president of CITIC Offshore Helicopter Co., Ltd, director of CITIC Group, and president and chairman of CITIC Trust Co., Ltd. He has held management positions in the financial industry and the general aviation industry for years, and has over 20 years' experience in financial institutions, particularly in the securities and trust fields. Mr. Pu holds a Master's Degree in Business Administration in Fordham University in the United States of America.

Mr. Pu entered into an appointment letter with the Company for no fixed term and the appointment is terminable by either party by giving one month's prior notice. He is subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Pursuant to the appointment letter, Mr. Pu will not receive any emolument from the Company. As at the Latest Practicable Date, Mr. Pu is a director of Master Time Global Limited which is a wholly-owned subsidiary of CITIC Limited and is interested in 2,281,818,182 Shares.

Save as disclosed above, Mr. Pu: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Mr. Pu that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Song Alan Anlan**, aged 61, was appointed as non-executive Director on 5 July 2017. Dr. Song is currently one of the managing partners of SB China Venture Capital (“SBCVC”). He is also a director of Shanghai Precise Packaging Co., Ltd.\* (上海普麗盛包裝股份有限公司), the shares of which are listed on the ChiNext of Shenzhen Stock Exchange, and a director of both Shenzhen Easou Technology Co., Ltd.\* (深圳宜搜天下科技股份有限公司) and Shanghai YiFang Rural Technology Holdings Co., Ltd.\* (上海奕方農業科技股份有限公司), the shares of which are quoted on the National Equities Exchange and Quotations (the “NEEQ”). In addition, Dr. Song serves as the special advisor for China Association of Small and Medium Enterprises. He was formerly the chairman of the supervisory board of Dehong International Cashmere Co., Ltd\* (德泓國際絨業股份有限公司), the shares of which are quoted on the NEEQ. Prior to joining SBCVC, Dr. Song was a member of UTStarcom’s founding team and worked as the director of information technology. He was also the chief technical officer of MDC Telecom, and a founder and director of Global Data Solutions Limited. Prior to that, Dr. Song was an assistant professor of School of Engineering at the University of Connecticut in the United States of America. He has rich experiences in both investment and entrepreneurship and in-depth knowledge in a broad range of technologies. Dr. Song holds a Bachelor Degree and a Master Degree in Department of Automation from Tsinghua University and a Ph.D. Degree from School of Economics and Management of Tsinghua University.

Dr. Song entered into an appointment letter with the Company for no fixed term and the appointment is terminable by either party by giving one month’s prior notice. He is subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Pursuant to the appointment letter, Dr. Song will not receive any emolument from the Company. As at the Latest Practicable Date, SBCVC Digital Fund, L.P., an exempted limited partnership registered in the Cayman Islands and managed by SBCVC, is interested in 2,281,818,182 Shares.

Save as disclosed above, Dr. Song: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Dr. Song that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

*(\* for identification purpose only)*

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Lau Cheong**, aged 34, was appointed as an independent non-executive Director on 21 July 2009 and is presently a member of the audit committee, the nomination committee and the remuneration committee of the Company. Ms. Lau holds a Master's Degree in Public Policy and Management and a Bachelor's Degree in Business Administration from University of Southern California. She obtained three broker qualifications in the United States of America and previously worked in Morgan Stanley & Co. Incorporated. She is currently the chief executive officer of Sino Jet Management Limited and the president of Ponticello International Group Incorporated.

Ms. Lau entered into an appointment letter with the Company for no fixed term and the appointment is terminable by either party by giving one month's prior notice. She is subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Pursuant to the appointment letter, the director's fee of Ms. Lau is HK\$156,000 per annum, which was determined with reference to her experience, qualifications, duties and responsibilities in the Company as well as current market conditions.

Save as disclosed above, Ms. Lau: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Ms. Lau that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**John Alexander Lagerling**, aged 41, was appointed as an independent non-executive Director on 5 July 2017. Mr. Lagerling was the vice president of business development for mobile and product partnerships of Facebook, Inc. and joined in June 2017 as an executive director and chief business officer of Mercari, Inc. He is also a non-executive director and a member of the audit committee of Modern Times Group MTG AB, the class A and class B shares of which are listed on Nasdaq Stockholm's Large Cap list. Mr. Lagerling was the co-founder and board member of Cronologics Corporation, acquired by Google in 2016. In addition, he spent over seven years at Google, last serving as director of Android Global Partnerships. Prior to joining that, he worked for NTT DOCOMO, INC. Mr. Lagerling holds a Master of Science Degree in Economics, Marketing and International Business in Stockholm School of Economics.

Mr. Lagerling entered into an appointment letter with the Company for no fixed term and the appointment is terminable by either party by giving one month's prior notice. He is subject to retirement by rotation and will be eligible for re-election at the annual general meeting of the Company in accordance with the Bye-laws. Pursuant to the appointment letter, the director's fee of Mr. Lagerling is US\$200,000 per annum, which was determined with reference to his experience, qualifications, duties and responsibilities in the Company as well as current market conditions.

Save as disclosed above, Mr. Lagerling: (i) did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (ii) does not hold any other position with the Company or other members of the Group; (iii) has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any director, senior management or substantial or controlling Shareholders; and (v) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the re-election of Mr. Lagerling that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.



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## NOTICE OF ANNUAL GENERAL MEETING

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### DIGITAL DOMAIN HOLDINGS LIMITED

數字王國集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 547)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**AGM**”) of Digital Domain Holdings Limited (the “**Company**”) will be held at the Conference Room, 9/F., Henley Building, No. 5 Queen’s Road Central, Central, Hong Kong on Thursday, 7 June 2018 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the independent auditor for the year ended 31 December 2017;
2. Each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
  - (a) Mr. Amit Chopra as an executive director of the Company;
  - (b) Mr. Wei Ming as an executive director of the Company;
  - (c) Mr. Pu Jian as a non-executive director of the Company;
  - (d) Dr. Song Alan Anlan as a non-executive director of the Company;
  - (e) Ms. Lau Cheong as an independent non-executive director of the Company; and
  - (f) Mr. John Alexander Lagerling as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company;
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

- (1) **“THAT:**
- (a) subject to paragraph (1)(b), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares issued by the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of shares of the Company to be repurchased pursuant to paragraph (1)(a) shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to 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 date of passing 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 its bye-laws or any applicable laws to be held; and
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.”
- (2) **“THAT:**
- (a) subject to paragraph (2)(c), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (2)(a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (2)(a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company which are convertible into shares of the Company; or (iii) any Share Option Scheme (as hereinafter defined) of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate number of shares of the Company in issue at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of passing 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 its bye-laws or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

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## NOTICE OF ANNUAL GENERAL MEETING

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“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to directors and employees of the Company and its subsidiaries and any other persons, in the sole discretion of the Board, have contributed or will contribute to the Company and its subsidiaries of rights to acquire shares of the Company.”

- (3) “**THAT** the exercise by the directors of the Company of all the powers of the Company to allot, issue and deal with additional shares in the ordinary share capital of the Company in accordance with the general mandate granted pursuant to resolution no. 5(2) above be and is hereby extended by the addition thereto of such number of shares of the Company purchased by the Company under the authority granted pursuant to resolution no. 5(1) above provided that such number of shares shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue at the date of passing this resolution (subject to adjustment in the case of any share subdivision or consolidation subsequent to the passing of this resolution).”

By Order of the Board  
**DIGITAL DOMAIN HOLDINGS LIMITED**  
**Seah Ang**  
*Executive Director and Chief Executive Officer*

Hong Kong, 27 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) The form of proxy and the power of attorney or other authority, if any, under which it is signed, or certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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.
- (5) A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- (6) The resolutions are to be voted by way of poll.
- (7) The form of proxy is enclosed.
- (8) The register of members of the Company will be closed from Monday, 4 June 2018 to Thursday, 7 June 2018, both days inclusive, during such period no transfer of shares of the Company will be registered. In order to determine the identity of shareholders of the Company who are entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 1 June 2018.
- (9) If a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and venue of the rescheduled AGM.

Having considered their own situations, shareholders of the Company should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.