



hmvod Limited
hmvod 視頻有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8103)

FORM OF PROXY
FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON
26 SEPTEMBER 2023 (OR AT ANY ADJOURNMENT THEREOF)
(THE “MEETING”)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
ordinary share(s) of HK\$0.01 each in the capital of hmvod Limited (the “Company”) HEREBY APPOINT ^(note 3) _____ the chairman of the Meeting,
or _____
of _____

as my/our proxy to attend and to act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held on Tuesday, 26 September 2023 at 5:00 p.m. at Room 2301B, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, for the purpose of considering and, if thought fit, passing the resolutions set out in the notice (the “Notice”) convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/us and in my/our name(s) in respect of the resolutions set out in the Notice as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your vote in respect of the resolutions to be cast ^(note 4).

Ordinary Resolutions*		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditor of the Company for the year ended 31 March 2023.		
2A.	To re-elect Mr. Chong Tung Yan Benedict as an executive Director.		
2B.	To re-elect Mr. Tsang Hing Bun as an independent non-executive Director.		
2C.	To re-elect Mr. Hung Cho Sing, B.B.S. as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
4.	To re-appoint Baker Tilly Hong Kong Limited as auditor of the Company and authorise the Board to fix its remuneration.		
5A.	To grant a general mandate to the Directors to issue shares of the Company.		
5B.	To grant a general mandate to the Directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		
Special Resolution*		For ^(note 4)	Against ^(note 4)
7.	To approve and adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.		

* Please refer to the Notice for the full text of the resolutions.

Dated this _____ day of _____ 2023

Shareholder’s signature: _____ ^(note 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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 of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out “the chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OR PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion.
- Any member of the Company entitled to attend and vote at the Meeting is 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 the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- 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.
- The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting convened and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 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 the 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.