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## **China Digital Video Holdings Limited**

**中國數字視頻控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8280)**

### **EXTENSION OF TIME FOR APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of China Digital Video Holdings Limited (the “**Company**”) dated 3 January 2024 (the “**Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Reference is also made to the announcement of the Company on 3 January 2023, pursuant to which, Ms. Cao Qian resigned as an independent non-executive director of the Company effective on 3 January 2023.

As disclosed in the Announcement, following Mr. Christiaens’ resignation, the number of independent non-executive Directors and the members of Audit Committee and Remuneration Committee falls below the minimum number required under Rule 5.05(1), Rule 5.28 and Rule 5.34 of the GEM Listing Rules and the terms of reference of the Audit Committee and the Remuneration Committee.

Pursuant to Rules 5.06, 5.33 and 5.36 of the GEM Listing Rules, the Company should appoint sufficient number of independent non-executive directors and make appropriate appointment to the Audit Committee and the Remuneration Committee within three months after failing to meet the requirements under Rules 5.05(1), 5.28 and 5.34 of the GEM Listing Rules (i.e. on or before 3 April 2024).

Pursuant to Rule 17.104, the Company shall appoint an appropriate female director by 3 April 2023, three months after Ms. Cao Qian’s resignation.

During the past months, the Company has taken active steps to identify and approach suitable candidates with relevant skills, experience, and qualifications to fill the vacancies in the Board and its committees occasioned by the resignation of Mr. Christiaens. The selection process has taken longer than expected as initially scheduled due to the intervening Chinese New Year holidays and the winter flu season. In addition, the Company has taken into account the gender composition of the Board (i.e. being all male Directors) when identifying suitable candidates. The Board therefore needs additional time in its selection process to fill the vacancies. The Board has currently shortlisted a candidate, but the candidate is a male and is presently occupied by his other personal affairs and business. It is currently expected that the Company needs additional time to identify suitable Director(s) who has appropriate expertise and satisfies the board diversity policy of the Company. In addition, the Company needs time to finalise the appointment procedure, including but not limited to (i) identify a suitable female independent non-executive director or a suitable director; (ii) conduct due diligence checks; (iii) arrange further interviews with the candidate to assess the suitability, experiences, skills, qualifications and independency of the candidate; and (iv) complete the selection, recruitment and nomination procedures pursuant to the terms of reference of the nomination committee of the Company. In addition, based on the information currently available and the best estimation of the Board, it is expected that the Company will not carry out any transaction that will involve the establishment of independent board committee during the extension period.

In view of the above, the Company has applied to The Stock Exchange of Hong Kong Limited for a waiver from strict compliance with Rules 5.05(1), 5.06, 5.28, 5.33, 5.34 and 5.36 of the GEM Listing Rules and an extension of time until 31 May 2024 for filling the vacancies.

The Company will use its best endeavours to appoint an independent non-executive Director and fill the relevant vacancies so as to comply with the relevant requirements of the GEM Listing Rules and the terms of reference of the Audit Committee and the Remuneration Committee as soon as practicable. The Company will make further announcement(s) as and when appropriate.

By order of the Board of  
**China Digital Video Holdings Limited**  
**Zheng Fushuang**  
*Chairman*

Hong Kong, 2 April 2024

*As at the date of this announcement, the Board comprises Mr. Liu Baodong, Mr. Pang Gang and Mr. Zheng Fushuang as executive Directors; and Mr. Li Youliang and Dr. Li Wanshou as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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