THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in hmvod Limited, you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

hmvod Limited
hmvod視頻有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8103)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-APPOINTMENT OF AUDITOR
AND
(3) RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A notice convening the AGM to be held at Room 8, 12/F, Fook Hong Industrial Building, No. 19 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 September 2025 at 11:30 a.m. or any adjourned meeting hereof to approve matters referred to in this circular, is set out on pages 17 to 22 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed herein. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of 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.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the Company's website at www.hmvod.com.hk.

5 September 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM"	an annual general meeting of the Company to be held on Monday, 29 September 2025 at 11:30 a.m. at Room 8, 12/F, Fook Hong Industrial Building, No. 19 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong;
"Articles of Association"	the articles of association as adopted by the Company and being effective from time to time;
"Board"	the board of Directors of the Company;
"CCASS"	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"Close associates"	has the meaning ascribed thereto under the GEM Listing Rules;
"Company"	hmvod Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8103);
"Director(s)"	the director(s) of the Company;
"GEM"	GEM of the Stock Exchange;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM as amended from time to time;
"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 People's Republic of China;
"Latest Practicable Date"	1 September 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

"New Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or deal with new Shares not exceeding 20% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate;
"Notice"	means the notice convening the AGM;
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting of repurchase mandate by the Shareholders;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"Share(s)"	ordinary share(s) with par value of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers published by the Securities and Futures Commission, as amended, modified and supplemented from time to time;
"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of its place of incorporation or equivalent constitutional documents, which for the purpose of the GEM Listing Rules, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange; and
"%"	per cent.

The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

hmvod Limited
hmvod視頻有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8103)

Executive Directors:
Mr. Chong Tung Yan Benedict
Mr. Ko Chi Kiu Robert
Mr. Ip Chi Ching

Independent non-executive Directors:
Mr. Leung Tze Wai
Mr. Chow Ho Yuen
Ms. Chan Ka Ming

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 8, 12/F
Fook Hong Industrial Building
No 19 Sheung Yuet Road
Kowloon Bay
Kowloon, Hong Kong

5 September 2025

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) RE-APPOINTMENT OF AUDITOR AND (3) RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which, upon approval, would enable the Company to:

(a) allot and issue new shares of the Company and to make or grant offers, agreements, options and warrants not exceeding 20% of the share capital of the Company in issue as at the date of passing such resolution;

(b) repurchase shares not exceeding 10% of the number of shares of the Company in issue as at the date of passing such resolution;

(c) add to the general mandate for issuing shares set out in (a) above the number of shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above; and

(d) re-elect retiring Directors.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of ordinary resolution, that general mandates to allot, issue and deal with the Shares and/or to resell or transfer Shares held in treasury (to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations) up to a maximum of 20% Shares (the "**New Issue Mandate**") which is estimated to be 25,889,579 shares based on the 129,447,897 Shares in issue as at the Latest Practicable Date, excluding any treasury shares. In addition, it is further proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors of the Company be given a general mandate to issue further shares in the Company equal to the number of the shares of the Company repurchased under the Repurchase Mandate. Any issue of new shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new shares.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors of the Company be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange the Shares up to a maximum of 10% (the "**Repurchase Mandate**") which is estimated to be 12,944,789 shares based on the 129,447,897 Shares in issue as at the Latest Practicable Date, excluding any treasury shares. This Repurchase Mandate, if approved, will continue in force until the conclusion of the next AGM of the Company or until revoked or varied by ordinary resolution of shareholders in general meeting prior to the next AGM. An explanatory statement containing information relating to the Repurchase Mandate is set out in Appendix I to this circular.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company at the AGM.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised three executive Directors, namely Mr. Chong Tung Yan Benedict, Mr. Ko Chi Kiu Robert and Mr. Ip Chi Ching, and three independent non-executive Directors, namely Mr. Leung Tze Wai, Mr. Chow Ho Yuen and Ms. Chan Ka Ming.

In accordance with Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board or as an additional to the existing Board shall hold office until the first annual general meeting of the Company after the appointment and be subject to re-election at such meeting. Mr. Chow Ho Yuen, who was appointed as an independent non-executive Director on 2 December 2024 and Ms. Chan Ka Ming, who was appointed as an independent non-executive Director on 29 August 2025, shall hold office only until the AGM in accordance with Article 86(3) of the Articles of Association. Each of Mr. Chow Ho Yuen and Ms. Chan Ka Ming, being eligible, offers himself/herself for re-election at the AGM.

In accordance with Article 87(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (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 in accordance with Article 87(2), any Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Chong Tung Yan Benedict and Mr. Ko Chi Kiu Robert shall retire by rotation at the AGM and each of them, being eligible, offers himself for re-election as a Director at the AGM.

The Board considers that each of Mr. Chow Ho Yuen and Ms. Chan Ka Ming continues to be independent and the re-election of Mr. Chong Tung Yan Benedict, Mr. Lo Chi Kiu Robert, Mr. Chow Ho Yuen and Ms. Chan Ka Ming are in the interests of the Company and the Shareholders as a whole.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to Shareholders' approval at the relevant general meeting. A brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Room 8, 12/F, Fook Hong Industrial Building, No. 19 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 September 2025 at 11:30 a.m. is set out on pages 17 to 22 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the New Issue Mandate (including the extended New Issue Mandate), the Repurchase Mandate, the re-appointment of auditor and the re-election of Directors.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of 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.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the AGM must be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the New Issue Mandate (including the extended New Issue Mandate), the Repurchase Mandate, and the re-election of Directors referred to in this circular are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions proposed at the AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
On behalf of the Board of
hmvod Limited
Ko Chi Kiu Robert
Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to an ordinary resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 129,447,897 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company will not change prior to the AGM, would result in 12,944,789 Shares representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution (excluding any treasury shares), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate, the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held or when the Repurchase Mandate is revoked or varied by an ordinary resolution by the shareholders in general meeting, whichever is the earliest.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per share of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands such as internal resources of the Company.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

Taking into account the current capital position of the Company, the Directors consider that, the exercise in full of the Repurchase Mandate to repurchase Shares might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 March 2025). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of Company to make purchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE CONSEQUENCES

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, 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. As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, 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, none of the Directors or chief executive of the Company and/or any of their respective associates had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

Save as disclosed below, as at the Latest Practicable Date, so far as was known to the Directors and chief executive of the Company, no person (other than a Director or chief executive of the Company), had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO, who were, directly or indirectly, interested in 5% or more of the number of any class of share carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

Long positions in the Shares:

			As at the Latest Practicable Date	
Name of Substantial Shareholders	**Capacity**	**Number of Shares/ underlying Shares held**	**Approximate percentage of total number of issued Shares of the Company** *(Note 1)*	**If the Repurchase Mandate is exercised in full**
Lui Yu Kin	Beneficial owner	22,376,000	17.29%	19.21%
Cheng Chi Heng	Beneficial owner	8,628,500	6.67%	7.41%
Chan Chui Ping	Beneficial owner	6,472,500	5.00%	5.56%

Note:

1. The percentage of shareholding is calculated based on the total issued share capital of 129,447,897 Shares as at the Latest Practicable Date.

On the basis that the total number of Shares in issue remains unchanged, in the event that the Directors exercise in full the Repurchase Mandate, the interests of all of the above substantial Shareholders would be increased to such percentages of the total number of issued Shares as set out in the fifth column of the above table. On the basis of the current shareholding of all the above substantial Shareholders as at the Latest Practicable Date, none of the above substantial Shareholders may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE PURCHASE MADE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, the Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise).

9. CORE CONNECTED PERSON

No core connected persons of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders and the Company is authorised to make purchases of the Shares.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Shares	
	Highest	**Lowest**
	HK$	*HK$*
2024		
September	0.49	0.36
October	0.60	0.38
November	0.53	0.39
December	0.54	0.44
2025		
January	0.47	0.40
February	0.44	0.31
March	0.34	0.23
April	0.25	0.21
May	0.22	0.18
June	0.18	0.15
July	0.26	0.14
August	0.19	0.16
1 September (Latest Practicable Date)	0.15	0.15

Note: The above information is prepared from the data extracted from the website of the Stock Exchange (www.hkex.com.hk).

11. NO UNUSUAL FEATURES

The Company confirmed that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Chong Tung Yan Benedict ("Mr. Chong"), aged 42, was re-designated as executive Director on 3 April 2023. Mr. Chong graduated with honors in each of the programmes of Recording Arts Management and Producing and Engineering from Harris Institute in Canada. He has more than 20 years of experience in music production and media management. He has founded Unleash Entertainment in 2012. His passion and enthusiasm has led him to be involved in music production, live events and television and films scoring with various entertainment companies. He is currently running his own music production company for production and publishing of music for records, television and films.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chong did not hold (i) any other directorship in any public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) any other positions with the Company and its subsidiaries; and (iii) other major appointments and professional qualifications.

The Company entered into a service agreement with Mr. Chong for a term of three years commencing from 3 April 2023. Mr. Chong is entitled to an annual director's fee of HK$600,000, which is determined by the Board based on the recommendation by the remuneration committee of the Board, with reference to his experience, his duties and responsibilities with the Company and the market rate for the position.

Mr. Ko Chi Kiu Robert ("Mr. Ko"), aged 48, was re-designated as executive Director on 2 December 2024. Mr. Ko was appointed as the Authorised Representative of the Company with effect from 29 August 2025. Mr. Ko has extensive experience in media, communication and journalism. Mr. Ko holds a Bachelor degree of Journalism and Communication from Chu Hai University. Mr. Ko had more than 22 years of experience in the editorial industry and journalism. He is currently a chief executive officer and founder of a public relation company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ko did not hold (i) any other directorship in any public listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) any other positions with the Company and its subsidiaries; and (iii) other major appointments and professional qualifications.

The Company entered into a service agreement with Mr. Ko for a term of three years commencing from 2 December 2024. Mr. Ko is entitled to an annual director's fee of HK$120,000, which is determined by the Board based on the recommendation by the remuneration committee of the Board, with reference to his experience, his duties and responsibilities with the Company and the market rate for the position.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chow Ho Yuen ("Mr. Chow"), aged 39, was appointed as an independent non-executive Director on 2 December 2024. Mr. Chow obtained a Bachelor of Business Administration degree in Accountancy from The Hong Kong Polytechnic University in October 2008. He is a Fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Chow has over 16 years of experience in auditing, accounting, company secretarial and taxation fields. He worked in the audit and assurance division in Ernst and Young from January 2011 to January 2017 with his last position as audit manager. He is also the founder of John Chow Certified Public Accountant (Practicing).

Pursuant to the appointment of Mr. Chow, his initial term of service shall be three years commencing from 2 December 2024 and is subject to rotation and re-election pursuant to the Articles of Association of the Company. Mr. Chow shall be entitled to receive a director's fee of HK$120,000 per annum which is determined by the Board with reference to the duties and responsibilities undertaken by him as a director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow (i) did not hold any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) did not hold any other positions with the Company or other members of the Group; and (iii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company.

Mr. Chow has confirmed that (i) he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the Latest Practicable Date, (i) Mr. Chow did not hold any Shares or options of the Company; and (ii) Mr. Chow had no interest in the Shares and the shares of the associated corporations of the Company within the meaning of Part XV of the SFO.

There is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2) (v) of the GEM Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

Ms. Chan Ka Ming ("Ms. Chan"), aged 48, was appointed as the independent non-executive Director on 29 August 2025. Ms. Chan holds a bachelor's degree in Manufacturing Engineering from the City University of Hong Kong. She has over 20 years of extensive experience in project and event management, marketing, and public relations across diverse sectors including beauty, luxury, non-governmental organizations and technology, having held senior roles including marketing director at a marketing and management consultancy and chief operation officer overseeing drone project management. From December 2018 to May 2020, Ms. Chan served as an independent non-executive director of Ocean Star Technology Group Limited (formerly known as My Heart Bodibra Group Limited) (Stock Code: 8297), a company listed on GEM.

Pursuant to the appointment of Ms. Chan, her initial term of service shall be one year commencing from 29 August 2025 and is subject to rotation and re-election pursuant to the Articles of Association. Ms. Chan shall be entitled to receive a director's fee of HK$120,000 per annum which is determined by the Board with reference to the duties and responsibilities undertaken by her as a director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) did not hold any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) did not hold any other positions with the Company or other members of the Group; and (iii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company.

Ms. Chan has confirmed that (i) she has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) she had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Ms. Chan was a director of Art Milk Limited, a company incorporated in Hong Kong, which was dissolved by striking off on 22 August 2025. The nature of its business was art promotion prior to its dissolution. Ms. Chan confirmed that it was solvent at the time of dissolution, and there was no wrongful act on her part leading to the dissolution of such company, and that she is not aware of any actual or potential claim that has been or will be made against her as a result of its dissolution.

As at 29 August 2025, Ms. Chan was subject to an individual voluntary arrangement approved by the High Court of the Hong Kong Special Administrative Region in February 2022 in respect of her outstanding liabilities owed to creditors arising from personal and family financial mismanagement. The total contribution sum to be settled by Ms. Chan under the individual voluntary arrangement amounted to approximately HK$2.0 million. The individual voluntary arrangement is expected to complete in October 2028. As of February 2025 (being the third anniversary of the individual voluntary arrangement), Ms. Chan has settled realization contributions of approximately HK$0.9 million. Ms. Chan has been financing, and will continue to finance, the repayments through her own financial means and income. Ms. Chan confirmed that the individual voluntary arrangement was initiated without any fraud, breach of duty or misconduct involving dishonesty on her part, and that she has made, and will continue to make, her best endeavors to fulfill her monetary obligations of repayment of debts owed to the creditors.

Having considered (i) such individual voluntary arrangement was not the result of any fraud, breach of duty or misconduct involving dishonesty on the part of Ms. Chan; (ii) her extensive experience in project and event management, marketing, and public relations is expected to contribute to the business development and growth of the Group; and (iii) her prior experience as an independent non-executive directorship in another listed company, the Directors consider that the entering of the individual voluntary arrangement is not integrity related, and thus is unlikely to affect the integrity of Ms. Chan nor her suitability of being an independent non-executive Director, and Ms. Chan has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with her position as an independent non-executive Director pursuant to Rules 5.01 and 5.02 of the GEM Listing Rules.

As at the Latest Practicable Date, (i) Ms. Chan did not hold any Shares or options of the Company; and (ii) Ms. Chan had no interest in the Shares and the shares of the associated corporations within the meaning of Part XV of the SFO.

There is no information which is disclosable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

hmvod Limited
hmvod視頻有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8103)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of hmvod Limited (the "**Company**") will be held on Monday, 29 September 2025 at 11:30 a.m. at Room 8, 12/F, Fook Hong Industrial Building, No. 19 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong, to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

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 auditors of the Company for the year ended 31 March 2025.

2A. To re-elect Mr. Chong Tung Yan Benedict as an executive Director.

2B. To re-elect Mr. Ko Chi Kiu Robert as an executive Director.

2C. To re-elect Mr. Chow Ho Yuen as an independent non-executive Director.

2D. To re-elect Ms. Chan Ka Ming 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.

5. To consider as special business and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

(A) "**THAT**:

(a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on the GEM ("**GEM**") of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with additional shares (including any sale or transfer of treasury shares (as defined under the GEM Listing Rules) ("**treasury shares**") of the Company ("**Shares**") or securities convertible into Shares, options, warrants or similar rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, any Shares, 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;

(b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, and debentures convertibles into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined in this resolution);

(c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or 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 articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate nominal amount of 20 per cent. of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of passing of 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 the articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held;

(iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

(iv) Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

"**Rights Issue**" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

(B) "**THAT**:

(a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase its own shares on GEM or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**"), be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined in this resolution) to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company which may be purchased by the Company on GEM or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate number of the issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution and the authority granted to the Directors pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of passing of 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 the articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and

(iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** conditional upon the passing of resolution no. 5A and resolution no. 5B above, the general mandate granted to the Directors pursuant to resolution no. 5A above and for the time being in force to exercise the powers of the Company to allot, issue or deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate number of shares of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares, provided that such amount of shares shall not exceed 10 per cent. of the number of issued shares (excluding treasury shares) of the Company as at the date of passing this resolution."

By order of the Board of
hmvod Limited
Ko Chi Kiu Robert
Executive Director

Hong Kong, 5 September 2025

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 8, 12/F
Fook Hong Industrial Building
No 19 Sheung Yuet Road
Kowloon Bay
Kowloon, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the AGM or any adjourned meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.

2. A form of proxy for use at the AGM is enclosed. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM (or any adjourned meeting), and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from Wednesday, 24 September 2025 to Monday, 29 September 2025 (both days inclusive), during which period no transfer of the shares will be effected. The record date will be Monday, 29 September 2025 and in order to attend the AGM to be held on Monday, 29 September 2025, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 23 September 2025.

5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in effect any time and remains in force 3 hours before the time of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.hmvod.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.