



D I G I T A L D O M A I N

# DIGITAL DOMAIN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 547)

## Form of Proxy for use at the Annual General Meeting to be held on 7 June 2016 or any adjournment thereof

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s) (Note 2) of HK\$0.01 each in the share capital of Digital Domain Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company (the “Meeting”) to be held at the Conference Room, Suite 7003, 70/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 7 June 2016 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2015.		
2.	(1) To re-elect Mr. Peter Chou as an executive director of the Company.		
	(2) To re-elect Mr. Amit Chopra as an executive director of the Company.		
	(3) To re-elect Mr. Duan Xiongfei as an independent non-executive director of the Company.		
	(4) To re-elect Ms. Lau Cheong as an independent non-executive director of the Company.		
	(5) To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	(1) To grant a general mandate to the directors of the Company to repurchase the Company's own shares.		
	(2) To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares.		
	(3) To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased.		
	(4) To approve the grant of share options to Mr. Amit Chopra.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature: \_\_\_\_\_ (Note 5)

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s). If no number is inserted or the number inserted exceeds the total number of the share(s) registered in your name(s), this form of proxy will be deemed to relate to all the share(s) of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please delete the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares of the Company, you may appoint more than one proxy to attend and vote at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** 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. Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of 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.
- This form of proxy and 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 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 as soon as possible and in any event 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.
- 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.