



SKYWORTH DIGITAL HOLDINGS LIMITED

(創維數碼控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

Form of Proxy for Annual General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in the share capital of Skyworth Digital Holdings Limited (the "Company"), **HEREBY APPOINT** the chairperson of the annual general meeting or ^(Note 3) _____ of _____ to act as my/our proxy to attend for me/us at the annual general meeting (the "Meeting") (or any adjournment thereof) to be held at Cliftons Limited, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on 28 July 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the proposed resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors ("Directors") and the auditors ("Auditors") of the Company thereon for the year ended 31 March 2016.		
2.	To approve a final dividend for the year ended 31 March 2016 (with scrip option).		
3.	(A) To re-elect Ms. Lin Wei Ping as an executive Director.		
	(B) To re-elect Ms. Chan Wai Kay, Katherine as an executive Director.		
	(C) To re-elect Mr. Liu Tangzhi as an executive Director.		
4.	To authorise the board of Directors of the Company ("Board") to fix the remuneration of the Directors.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company. [#]		
7.	To grant a general mandate to the Directors to repurchase shares in the capital of the Company. [#]		
8.	Subject to the passing of Resolution nos. 6 and 7, to authorise the Directors to issue additional shares repurchased by the Company. [#]		

Dated this _____ day of _____, 2016 Signature(s)^(Note 5) _____

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairperson of the Meeting is preferred, delete words "the chairperson of the annual general meeting or" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised.
6. To be valid, this 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 in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or adjourned Meeting.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
10. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.

* For identification purpose only

Full text of the resolution is set out in the notice of the Meeting