

NEXT DIGITAL
NEXT DIGITAL LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00282)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (THE "AGM")

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares
in Next Digital Limited (the "Company"), **HEREBY APPOINT (Note 3) THE CHAIRMAN OF THE AGM** or _____
of _____
as my/our proxy to act for me/us at the AGM (or at any adjournment thereof) of the Company, to be held at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong on Friday, 29 July 2016 at 3:00 p.m. for the purpose of considering the resolutions set out in the Notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if no such indication is given as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To receive, consider and adopt the Reports of the Directors and the Auditor and the audited Financial Statements for the year ended 31 March 2016.		
2.	(a) To re-elect Mr. Chow Tat Kuen, Royston as an Executive Director.		
	(b) To re-elect Mr. Fok Kwong Hang, Terry as an Independent Non-executive Director.		
	(c) To re-elect Dr. Lee Ka Yam, Danny as an Independent Non-executive Director.		
3.	To approve a sum not exceeding HK\$3,000,000 to be paid to the Directors of the Company as fees of the Directors for the year ending 31 March 2017.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Directors to fix their remuneration.		
5.	To give a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20% of the issued share capital of the Company.		
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
7.	To extend the mandate granted under the above Resolution No. 5 by adding the aggregate amount of shares repurchased by the Company pursuant to the mandate granted under the above Resolution No. 6.		

Signature (Note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of shares 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).
- If any proxy other than the Chairman is appointed, strike out "THE CHAIRMAN OF THE AGM or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT. IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTION, PLEASE INDICATE WITH A TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTION, PLEASE INDICATE WITH A TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice of AGM.
- 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 under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the registered office of the Company at 1st Floor, 8 Chun Ying Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof.
- In the case of joint holders, 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 will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named being the senior.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 1:00 p.m. on 29 July 2016 and/or the Hong Kong Observatory has announced at or before 1:00 p.m. on 29 July 2016 that either of the above mentioned warnings is to be issued within the next two hours, the AGM shall automatically be postponed to the next Business Day on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 1:00 p.m. to 3:00 p.m. and in such case the AGM shall be held at 3:00 p.m. on that Business Day at the Conference Room on the 1st Floor, 3 Chun Kwong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O, New Territories, Hong Kong. "Business Day", in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business.