

*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of China Digital Video Holdings Limited (the “**Company**”) dated June 15, 2016.*

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “US Securities Act”) or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States except that Offer Shares may be offered, sold or delivered in the United States to qualified institutional buyers in accordance with Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act and outside the United States in offshore transactions in accordance with Regulation S under the US Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, Jefferies Hong Kong Limited, as the stabilizing manager (the “Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on July 20, 2016, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF GLOBAL OFFERING**

Number of Offer Shares under the Global Offering	:	155,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	15,500,000 Shares (subject to reallocation)
Number of International Offer Shares	:	139,500,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$2.57 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value	:	US\$0.00001 per Share
Stock Code	:	8280

Sole Sponsor

Jefferies

Sole Global Coordinator

Jefferies

Joint Bookrunners

Jefferies



中国平安证券(香港)

PINGAN OF CHINA SECURITIES (HONG KONG)

The Global Offering comprises (a) the Hong Kong Public Offering of initially 15,500,000 Shares, representing approximately 10% of the total number of the Offer Shares (subject to reallocation), in Hong Kong, and (b) the International Placing of initially 139,500,000 Shares, representing approximately 90% of the total number of the Offer Shares (subject to the reallocation and the Over-allotment Option) outside the United States in reliance on Regulation S and in the United States to QIBs in reliance on Rule 144A or other available exemption from the registration requirement of the U.S. Securities Act. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) at any time from the Listing Date to the 30th day after the last day for lodging applications under the Hong Kong Public Offering, where the Over-allotment Grantors may be required to sell up to an aggregate of 23,250,000 additional Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Placing, if any.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, copies of the Prospectus are available, for information purpose only, during normal office hours from 9:00 a.m. on Wednesday, June 15, 2016 to 12:00 noon on Monday, June 20, 2016 (both dates inclusive and for business days only) at the offices of:

- Jefferies Hong Kong Limited at 22/F, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong;
- Ping An of China Securities (Hong Kong) Company Limited at 28/F, 169 Electric Road, North Point, Hong Kong.

Applications for the Offer Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus. The Global Offering is conditional upon the fulfillment of the conditions as set out in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Sole Global Coordinator (for itself and on behalf of the Underwriters) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Global Offering will lapse and thereafter, all money received will be refunded to subscribers of the Global Offering without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Global Offering will be published on the Stock Exchange website at www.hkexnews.hk and the Company’s website at www.cdv.com on the next business day immediately following the date of such lapse.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus, the related Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO Service Provider.

Applicants who wish to have the allocated Hong Kong Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service.

Applicants who wish to have the allocated Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should (i) complete and sign the **YELLOW** Application Form; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, June 15, 2016 until 12:00 noon on Monday, June 20, 2016 from any of the following addresses:

Office	Address
Jefferies Hong Kong Limited	Suite 2201 22/F Cheung Kong Center, 2 Queen’s Road Central, Hong Kong

Ping An of China Securities (Hong Kong) Company Limited 28/F, 169 Electric Road, North Point, Hong Kong

or any of the following branches of Wing Lung Bank Limited:

	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	Kennedy Town Branch	28 Catchick Street
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
	Sham Shui Po Branch	111 Tai Po Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, June 15, 2016 until 12:00 noon on Monday, June 20, 2016 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) the applicants' broker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order marked payable to "**Wing Lung Bank (Nominees) Limited — CDV Holdings Public Offer**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Wednesday, June 15, 2016 — 9:00 a.m. to 5:00 p.m.
Thursday, June 16, 2016 — 9:00 a.m. to 5:00 p.m.
Friday, June 17, 2016 — 9:00 a.m. to 5:00 p.m.
Monday, June 20, 2016 — 9:00 a.m. to 12:00 noon

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** from 9:00 a.m. on Wednesday, June 15, 2016 until 11:30 a.m. on Monday, June 20, 2016 (or such later time as described under the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus) (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Wednesday, June 15, 2016 until 12:00 noon on Monday, June 20, 2016 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus. Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Prospective investors should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, June 27, 2016.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued on GEM pursuant to the Global Offering, the Capitalisation Issue and upon the exercise of any option that may be granted under the Pre-IPO Share Option Scheme as described in the Prospectus. Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in

CCASS with effect from the Listing Date, i.e. Monday, June 27, 2016 or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Offer Price is expected to be determined by agreement between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Monday, June 20, 2016 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Wednesday, June 22, 2016 (Hong Kong time), or such later date as may be agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) the Global Offering will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at *www.hkexnews.hk* and the Company's website at *www.cdv.com*.

The Offer Price will not be more than HK\$2.57 per Offer Share and is expected to be not less than HK\$1.90 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.57 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.57 per Offer Share. Share certificates for the Offer Shares will only become valid documents of title when the Global Offering has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, June 27, 2016.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on Friday, June 24, 2016, on the website of the Stock Exchange at *www.hkexnews.hk* and the Company's website at *www.cdv.com*. Results of allocations and the Hong Kong identity card/passport/ Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Friday, June 24, 2016 as described in the section headed "How to Apply for Hong Kong Offer Shares — 11. Publication of Results".

No receipt will be issued for subscription monies received. No temporary documents of title will be issued by the Company.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, June 27, 2016. Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8280.

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

Hong Kong, Wednesday, June 15, 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Zheng Fushuang, Mr. Guo Langhua and Mr. Liu Baodong, and the independent non-executive Directors are Mr. Frank Christiaens, Mr. Zhang Yaqin and Ms. Cao Qian.

This announcement, 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 announcement 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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange website at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.cdv.com.