

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **TCL ELECTRONICS HOLDINGS LIMITED**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker 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.

---

**TCL ELECTRONICS HOLDINGS LIMITED****TCL 電子控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 01070)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of TCL Electronics Holdings Limited to be held at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 1 June 2023, Thursday, at 2:30 p.m. is set out on pages 22 to 26 of this circular.

Shareholders of the Company should note that the annual general meeting will be held as scheduled when tropical cyclone signal no. 8 (or above) or black rainstorm warning or “extreme conditions” as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is/are in force. In such event, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 48 hours before the time appointed for holding the annual general meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment or postponement thereof should you so wish.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES</b> .....	13
<b>APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION</b> .....	16
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	22

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 1 June 2023, Thursday, at 2:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice dated 28 April 2023 for convening the AGM and included in this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	TCL Electronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 01070);
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate;
“General Mandate”	a general mandate to the Directors to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of approval of the mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same);
“Group”	the Company and its subsidiaries;

---

## DEFINITIONS

---

“Guangdong Homa”	Guangdong Homa Group Co., Ltd.* (廣東奧馬電器股份有限公司), a joint stock limited company established under the laws of the PRC, the shares of which are listed on Shenzhen Stock Exchange (stock code: 002668.SZ), a subsidiary of TCL Holdings;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares on market through the Stock Exchange or on another recognised stock exchange not exceeding 10% of the total number of issued Shares as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same);
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$1.00 each in the capital of the Company;

---

## DEFINITIONS

---

“Share Award Scheme”	the restricted share award scheme adopted by Company on 6 February 2008 (as amended or revised from time to time);
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary/subsidiaries”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly;
“Takeovers Code”	The Code on Takeovers and Mergers published by the SFC;
“TCL Holdings”	TCL Industries Holdings Co., Ltd.* (TCL實業控股股份有限公司), formerly known as TCL Industries Holdings (Guangdong) Inc.* (TCL實業控股(廣東)股份有限公司), a joint stock limited company established under the laws of the PRC, the ultimate controlling Shareholder of the Company;
“T.C.L. Industries (H.K.)”	T.C.L. Industries Holdings (H.K.) Limited, a company incorporated in Hong Kong with limited liability, the immediate controlling Shareholder of the Company and a wholly-owned subsidiary of TCL Holdings;
“TCL Technology”	TCL Technology Group Corporation (TCL科技集團股份有限公司), formerly known as TCL Corporation (TCL集團股份有限公司), a joint stock limited company established under the laws of the PRC, the shares of which are listed on Shenzhen Stock Exchange (stock code: 000100);
“Trustees”	the trustees appointed by the Company for the trusts in respect of the sub-schemes under the Share Award Scheme; and
“%”	per cent.

*The English translation of Chinese names or words in this circular, where indicated by “\*”, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

---

## LETTER FROM THE BOARD

---



### TCL ELECTRONICS HOLDINGS LIMITED

### TCL 電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

*Executive Directors:*

Ms. DU Juan (*Chairperson*)

Mr. YAN Xiaolin

Mr. HU Dien Chien

*Non-executive Directors:*

Mr. WANG Cheng

Mr. SUN Li

Mr. LI Yuhao

*Independent Non-executive Directors:*

Dr. TSENG Shieng-chang Carter

Professor WANG Yijiang

Mr. LAU Siu Ki

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

5th Floor, Building 22E

22 Science Park East Avenue

Hong Kong Science Park

Shatin, New Territories

Hong Kong

28 April 2023

*To the Shareholders,*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**(3) DECLARATION OF FINAL DIVIDEND**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;

---

## LETTER FROM THE BOARD

---

- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Directors; and
- (e) the declaration of final dividend.

### 2. VARIOUS MANDATES

On 17 June 2022, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

#### (a) GENERAL MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of issued Shares as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

As at the Latest Practicable Date, the number of issued Shares was 2,499,781,203 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in issue of up to 499,956,240 new Shares (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any issuance of Shares pursuant to the General Mandate.

---

## LETTER FROM THE BOARD

---

### **(b) REPURCHASE MANDATE**

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares on market through the Stock Exchange or on other recognised stock exchanges not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 2,499,781,203 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 249,978,120 Shares (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any repurchase of Shares on market through the Stock Exchange or on other recognised stock exchanges pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

### **(c) GENERAL EXTENSION MANDATE**

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.



---

## LETTER FROM THE BOARD

---

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. Any Director appointed to fill casual vacancy (and eligible to stand for re-election) shall not be taken into account in determining which Directors are to retire by rotation. The Directors to retire every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless otherwise agreed between themselves) be determined by lot. All retiring Directors shall retain office until the close of the meeting at which he/she retires, and shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

<b>Name</b>	<b>Position</b>
(a) Mr. YAN Xiaolin	Executive Director
(b) Mr. HU Dien Chien	Executive Director
(c) Professor WANG Yijiang	Independent non-executive Director

All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

If re-elected at the AGM, each of Mr. YAN Xiaolin, Mr. HU Dien Chien and Professor WANG Yijiang will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Cayman Islands and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### **Recommendation of the Nomination Committee on re-election of independent non-executive Directors**

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board on the re-election of Professor WANG Yijiang as an independent non-executive Director. In particular, the Nomination Committee has assessed Professor WANG Yijiang against the following nomination criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director, including attendance at and active participation in Board and Board committee meetings, which will include considering the other responsibility of the relevant candidate (such as other directorships held in public companies the securities of which are listed in any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role;
- (b) accomplishments of the candidate in his field;
- (c) outstanding professional and personal reputation; and
- (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules.

The Nomination Committee has reviewed the written confirmation of independence of Professor WANG Yijiang based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee has evaluated his performance as an independent non-executive Director and considers that he has provided valuable contributions and devoted sufficient time to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is also of the view that Professor WANG Yijiang would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular. In particular, Professor WANG Yijiang is experienced in the human resources management and economics fields and has been serving at a number of internationally renowned universities. His research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organisation. With his strong academic background and experience from the perspectives of human resources management and economics, the Nomination Committee considers that Professor WANG Yijiang can contribute to the diversity of the Board and his re-election would be in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM THE BOARD

---

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Professor WANG Yijiang stands for re-election as an independent non-executive Director at the AGM. As a good corporate governance practice, Professor WANG Yijiang abstained from voting at the relevant Board meeting and Nomination Committee meeting on the proposition of recommendation for his re-election by the Shareholders at the AGM.

### **Recommendation of the Nomination Committee on re-election of Directors other than independent non-executive Director**

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of Mr. YAN Xiaolin and Mr. HU Dien Chien. The Nomination Committee is of the view that each of them has provided and would continue to provide valuable contribution and devote sufficient time to the Company and contribute to the diversity of the Board. Accordingly, the Nomination Committee considers that their re-election would be in the interests of the Company and the Shareholders as a whole.

#### **4. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 22 to 26 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so desire.

#### **5. FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend of HK12.70 cents (HK\$0.127) per Share for the year ended 31 December 2022 to be paid to the Shareholders whose names appear on the register of members of the Company on 19 July 2023, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the payment of the final dividend out of the share premium account" below, the final dividend is proposed to be paid out of the share premium account of the Company.

---

## LETTER FROM THE BOARD

---

Under section 34(2) of the Companies Act (As Revised) of the Cayman Islands, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2022, based on the audited consolidated financial statements of the Group, the Company had an aggregate of HK\$4,521,954,000 standing to credit of its share premium account and HK\$738,936,000 standing to the credit of its capital reserve account. As the aforesaid capital reserve represents a premium arising on an issue of Shares, the entire amount of HK\$738,936,000 standing to the credit of the capital reserve account of the Company will be transferred to the share premium account in compliance with the Articles and the laws of the Cayman Islands. Subject to compliance with certain requirements under the laws of the Cayman Islands, the share premium may be applied for payment of dividend by the Company. After transfer of the capital reserve as aforesaid, the amount which can be utilised for payment of dividend by the Company in future would be HK\$5,260,890,000. Following the transfer of the capital reserve as aforesaid and the payment of the proposed final dividend, there will be a remaining balance of approximately HK\$4,943,418,000 standing to the credit of the share premium account of the Company.

**(a) Conditions of the payment of the final dividend out of the share premium account**

The payment of the final dividend out of the share premium account is conditional upon, inter alia, the following being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders to approve the payment of the final dividend out of the share premium account; and
- (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividends are paid, will be unable to pay its liabilities as they become due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be payable on or about 4 August 2023, Friday.

**The conditions set out above cannot be waived. The final dividend will be paid only when all the conditions are satisfied.**

---

## LETTER FROM THE BOARD

---

**(b) Reasons for and effect of the payment of the final dividend out of the share premium account**

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the final dividend be paid out of the share premium account of the Company in accordance with Article 144(a) of the Articles and the Companies Act (As Revised) of the Cayman Islands. The Board considers such arrangement to be in the interests of the Company and the Shareholders as a whole.

The Board believes that the payment of the final dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

### **6. RECORD DATE OF AGM AND CLOSURE OF REGISTER OF MEMBERS**

To ascertain the entitlements to attend and vote at the AGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 25 May 2023, Thursday for registration. Members of the Company whose names are recorded in the register of members of the Company at the close of business on 25 May 2023, Thursday are entitled to attend and vote at the AGM.

The Hong Kong register of members of the Company will be closed on 19 July 2023, Wednesday, for the purposes of determining the entitlements of the Shareholders to the proposed final dividend for the year ended 31 December 2022 upon the passing of relevant resolution. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to the proposed final dividend is 19 July 2023, Wednesday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 18 July 2023, Tuesday.

### **7. VOTING BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

---

## LETTER FROM THE BOARD

---

### 8. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

### 9. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully,  
On behalf of the Board  
**DU Juan**  
*Chairperson*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 2,499,781,203 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 249,978,120 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), during the period from the date of resolution granting the Repurchase Mandate until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Articles and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be paid out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2022, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,499,781,203 to 2,249,803,083.

As at the Latest Practicable Date, T.C.L. Industries (H.K.) held 1,373,956,288 Shares, representing approximately 54.96% of the number of issued Shares.

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of T.C.L. Industries (H.K.) would be increased from 54.96% to 61.07% as a result of a decrease in the number of issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.



**5. SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Share Price</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2022</b>		
April	3.610	3.220
May	3.880	3.310
June	3.850	3.510
July	4.100	3.570
August	5.740	3.390
September	3.860	2.610
October	3.190	2.710
November	3.590	2.960
December	3.380	3.000
<b>2023</b>		
January	3.930	3.110
February	3.830	3.340
March	3.540	3.030
April (up to the Latest Practicable Date)	3.550	3.200

**6. REPURCHASE OF SHARES**

The Company had not purchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise. Besides, during the six months preceding the Latest Practicable Date, pursuant to the rules of the Share Award Scheme, the Trustees had not purchased any Shares on the Stock Exchange.

**7. GENERAL**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

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

---

## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

---

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

### 1.     **Mr. YAN Xiaolin (“Mr. YAN”)**

Aged 56, an executive Director and a member of the strategy committee of the Company. Mr. YAN joined the Company in 2001. He is currently the chief technology officer and senior vice president of TCL Technology, the president of TCL Research, a director and chief technology officer of TCL China Star Optoelectronics Technology Co., Ltd.\* (TCL華星光電技術有限公司, a subsidiary of TCL Technology), and the chairperson of Guangdong Juhua Printing Display Technology Co., Ltd.\* (廣東聚華印刷顯示技術有限公司). From May 2001 to May 2004, he served as a senior engineer of the display system product research institute, director of the panel display technology research institute and deputy general manager of the research and development centre of the Group. From May 2004 to October 2005, he was the chief technology officer of Components Business Unit of TCL Technology and the deputy principal and acting principal of TCL Research. From October 2005 to present, he has been the president of TCL Research. From March 2017 to May 2020, Mr. YAN was a director of Amlogic (Shanghai) Co., Ltd.\* (晶晨半導體(上海)股份有限公司, a joint stock limited company established in the PRC, the shares of which are listed on the sci-tech innovation board of the Shanghai Stock Exchange with stock code: 688099.SH). Mr. YAN is also an expert of the National Advisory Committee on New Materials Industry, the leader of new display direction of “Key Project for New Materials Research and Development and Application (2030)”, the leader of new display direction of the National High-tech Research and Development Program (863 Program) of the Ministry of Science and Technology of the PRC of the “12th Five-Year Plan”, the leader of new display direction of “Key Project on Strategic Advanced Electronic Materials” of the “13th Five-Year Plan”, the leader of new display direction of the implementation program of the “Key Project on New Display and Strategic Advanced Electronic Materials” of the “14th Five-Year Plan”, chairperson of TC 110 of International Electrotechnical Commission and the vice chairperson, president (Asia) of Organic and Printed Electronics Association and the fellow of the Society for Information Display (SID). Mr. YAN graduated from the Institute of Plasma Physics of Chinese Academy of Science with a Doctoral Degree in July 1999. From July 1999 to May 2001, he was a postdoctoral fellow in the Chinese Academy of Science. Mr. YAN is currently a professor-level senior engineer. Mr. YAN was awarded the special allowance from the State Council of the PRC, the National Middle-aged and Young Expert with Outstanding Contributions in the National “Hundred, Thousand and Ten Thousand Talent Project”, Outstanding Leader for Technology and Innovation in Special Support for High-level Talent Program by Organisation Department of the CPC Central Committee, the leader of the Innovative Team in Key Sector of Innovative Talent Promotion Program supported by the Ministry of Science and Technology, Guangdong Province’s Guangdong Hundred Talent, the Labour Model of Guangdong Province and the Outstanding National Technological Leader of Shenzhen. In addition, Mr. YAN completed a number of national projects as a person-in-charge, formulated one set of international standard and two sets of national standard of International Electrotechnical Commission as a group leader, as well as applied for 59 patents as the chief inventor, 33 of which were granted licenses, including 26 invention patents.

---

## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

---

As at the Latest Practicable Date, Mr. YAN is interested or is deemed to be interested in the Company as follows:

- (a) 687,923 Shares;
- (b) share options of the Company carrying rights to subscribe for 654,834 Shares; and
- (c) 2,032,904 unvested restricted shares of the Company granted under the Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. YAN (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

Mr. YAN has entered into a director's service agreement with the Company for an initial term of three years commencing on 13 August 2013, which is automatically renewable for a further term of one year each unless terminated by at least three months' written notice served by either party to the other party, subject to election at general meeting and rotation and re-election at annual general meetings of the Company in accordance with the Articles or the Listing Rules.

Pursuant to the terms of the service contract, Mr. YAN is not entitled to any director's fee, but is entitled to receive an initial annual salary of HK\$120,000, subject to annual review by the Remuneration Committee. He is also entitled to discretionary bonus or other benefits or remunerations as determined by the Remuneration Committee from time to time with reference to his experience, duties and responsibilities within the Company as well as the Company's performance and the prevailing market conditions.

**2.     Mr. HU Dien Chien (“Mr. HU”)**

Aged 44, an executive Director, the chief financial officer of the Company, a member of the Remuneration Committee, the Nomination Committee and the strategy committee of the Company, and a joint company secretary of the Company. Mr. HU became an executive Director in December 2020. He is also the chief financial officer of TCL Holdings and a director of various subsidiaries of the Company. He is currently the chairperson of the board of directors of Guangdong Homa. From June 2014 to November 2016, Mr. HU worked for Gogoro Inc., an electric vehicle company in Taiwan, as chief financial officer. He also served from June 2016 to December 2016 as an independent director of Growww Media Co., Ltd. (formerly known as United Advertising Co., Ltd.), a company previously listed on the Taiwan Stock Exchange (then stock code: 08497) from March 2018 to October 2020. Mr. HU held the positions as the chief financial officer, the head of strategic investment department and an executive director with Yue Yuen Industrial (Holdings) Limited (the shares of which are listed on the Stock Exchange with stock code: 00551.HK) from November 2016 to November 2020. In addition, Mr. HU was an executive director of Eagle Nice (International) Holdings Limited (the shares of which are listed on the Stock Exchange with stock code: 02368.HK) from May 2019 to November 2020 and the acting secretary to the board of directors of Guangdong Homa from April 2021 to September 2022. Mr. HU also once held the following positions: an executive director with Goldman Sachs (Asia) L.L.C., a business analyst with Deutsche Asset Management and a research associate with CLSA Limited (Taiwan branch). Mr. HU has won numerous capital market related awards. In 2019, he was awarded as one out of three “Best CFOs (Developed Market – Hong Kong)” by Institutional Investor 2019 All-Asia Executive Team Research, as well as one out of five “Best IR by CFO (Mid-cap)” by Hong Kong Investor Relations Association. In 2020, he was again awarded as one out of three “Best CFOs (Developed Market - Consumer/Discretionary Sector)” by Institutional Investor 2020 All-Asia Executive Team Research, as well as one out of four “Best IR by CFO (Mid-cap)” by Hong Kong Investor Relations Association. In 2022, he was granted the award of “Best CFO” by the Golden Hong Kong Listed Stock’s Annual Award Ceremony. The aforementioned awards represent wide recognition from investment communities for his professional capabilities. He holds a Master of Business Administration Degree in Finance and Accounting from Leonard N. Stern School of Business, New York University, and a Bachelor of Business Administration Degree in Finance from National Taiwan University.

Save as disclosed above, as at the Latest Practicable Date, Mr. HU (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

Mr. HU has entered into a director's service agreement with the Company for an initial term of three years commencing on 23 December 2020, which is automatically renewable for a further term of one year each unless terminated by at least three months' written notice served by either party to the other party, subject to election at general meeting and rotation and re-election at annual general meetings of the Company in accordance with the Articles or the Listing Rules.

Pursuant to the terms of the service agreement, Mr. HU is not entitled to any director's fee, subject to annual review by the Remuneration Committee, but he is entitled to receive discretionary bonus payment or other benefits, which is determined by the Remuneration Committee from time to time with reference to his experience, duties and responsibilities within the Company as well as the Company's performance and the prevailing market conditions.

### **3.     Professor WANG Yijiang (“Professor WANG”)**

Aged 69, an independent non-executive Director, the chairperson of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee. Professor WANG became an independent non-executive Director in February 2016. He is currently the Professor of Economics and Human Resource Management and an Academic Associate Dean at Cheung Kong Graduate School of Business and a senior researcher at the National Centre of Economic Research, Tsinghua University. He is currently also a director of Zhejiang Red Dragonfly Footwear Co., Ltd. (the shares of which are listed on the Shanghai Stock Exchange with stock code: 603116.SH); an independent non-executive director of China VAST Industrial Urban Development Company Limited (the shares of which are listed on the Stock Exchange with stock code: 06166.HK), an independent director of Shenzhen Overseas Chinese Town Co., Ltd. (the shares of which are listed on the Shenzhen Stock Exchange with stock code: 000069.SZ) and an independent director of Bank of Sanxiang. He served as a consultant of World Bank, a senior researcher of Chinese Economy Research Institute in Business Management School of Tsinghua University and vice president of the Chinese Economists Society. He was also a professor emeritus of Human Resource Management at the Carlson School of Management of University of Minnesota and a research fellow at the William Davidson Institute of Transition Economics of the University of Michigan. He was an independent director of Shenzhen ZQ Game Co., Ltd. (the shares of which are listed on the Shenzhen Stock Exchange with stock code: 300052.SZ) from March 2014 to May 2020; and an independent non-executive director of Zhuhai Holdings Investment Group Limited (the shares of which were previously listed on the Stock Exchange and the withdrawal of listing of its shares took effect in June 2021, then stock code: 00908.HK) from August 2015 to June 2021. His research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organisation, and his research findings have been frequently quoted. Professor WANG graduated from the Peking University with a Bachelor's Degree in Economics and a Master's Degree in International Economics in 1982 and 1985 respectively. He then pursued further studies and obtained a Master's Degree and a Doctor of Philosophy Degree in Economics at the Harvard University in 1989 and 1991 respectively.

---

## APPENDIX II                      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

---

As at the Latest Practicable Date, Professor WANG is interested or is deemed to be interested in the Company as follows:

- (a) 44,312 Shares; and
- (b) share options of the Company carrying rights to subscribe for 116,442 Shares.

Save as disclosed above, as at the Latest Practicable Date, Professor WANG (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling Shareholders of the Company.

Professor WANG has entered into a letter of appointment as an independent non-executive Director with the Company for an initial term of three years commencing on 1 February 2016, subject to election at general meeting and rotation and re-election at annual general meetings of the Company in accordance with the Articles or the Listing Rules and once so elected/re-elected at the general meeting, his term of appointment will automatically be renewed up to such date as resolved by the Shareholders at such general meeting.

Pursuant to the terms of the letter of appointment, Professor WANG is entitled to receive an initial director's fee of HK\$300,000 per annum, subject to annual review by the Board as recommended by the Remuneration Committee. He is also entitled to discretionary bonus payment or other benefits or remunerations as may be determined by the Board as recommended by the Remuneration Committee from time to time with reference to his experience, duties and responsibilities within the Company as well as the Company's performance and the prevailing market conditions.

## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

### DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2022 by the above Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees (HK\$'000)	Salaries, allowances and benefits in kind (HK\$'000)	Discretionary performance related bonus (Note 3) (HK\$'000)	Equity-settled share option benefits (HK\$'000)	Employee share-based compensation benefits under the Share Award Scheme (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Mr. YAN (Note 1)	-	-	100	-	7,267	-	7,367
Mr. HU	-	1,659	1,977	-	-	29	3,665
Professor WANG (Note 2)	300	-	100	-	-	-	400

The emoluments to be received in 2023 by the above Directors to be re-elected at the AGM will be determined by the Board and/or the Remuneration Committee based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to such Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar positions.

*Notes:*

1. During the year ended 31 December 2022, Mr. YAN was not entitled to any director's fee or annual salary according to the Company's latest directors' remuneration policy. The remuneration of Mr. YAN (including but not limited to the director's fee and annual salary) is subject to annual review by the Remuneration Committee.
2. With effect from 1 January 2023, the director's fee of independent non-executive Directors, including Professor WANG, has been adjusted upwards to HK\$400,000 per annum. The remuneration of Professor WANG (including but not limited to the director's fee) is subject to annual review by the Board as recommended by the Remuneration Committee.
3. The discretionary performance related bonus for the year ended 31 December 2022 represents the estimated amount of such bonus determined based on the performance targets set for the relevant individual Director, whereas the actual amount would only be determined and paid after 31 December 2022 with reference to the financial performance of the Group and the performance of the individual Director and subject to approval by the Board and/or the Remuneration Committee.

### OTHER INFORMATION

If re-elected at the AGM, all of the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Cayman Islands and the Listing Rules.

Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling Shareholders, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### TCL ELECTRONICS HOLDINGS LIMITED

### TCL 電子控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 01070)

(the “**Company**”, and together with its subsidiaries, the “**Group**”)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “**Meeting**”) will be held at 2:30 p.m. on 1 June 2023, Thursday at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong for the purpose of transacting the following business:

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Director(s)**”) and the independent auditor of the Company (“**Auditor**”) for the year ended 31 December 2022.
2. To declare a final dividend of HK12.70 cents per ordinary share of the Company for the year ended 31 December 2022 to be paid out of the share premium account to the shareholders of the Company whose names appear on the register of members of the Company on 19 July 2023, Wednesday.
3. To re-appoint Ernst & Young as the Auditor and authorise the board of Directors to fix its remuneration.
4.
  - (a) To re-elect Mr. YAN Xiaolin as an executive Director.
  - (b) To re-elect Mr. HU Dien Chien as an executive Director.
  - (c) To re-elect Professor WANG Yijiang as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

6. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (**“Share(s)”**) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty (20) per cent of the number of issued Shares as at the date of this resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same); and
- (b) for the purpose of this resolution, **“Relevant Period”** means the period from the 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 law or the articles of association of the Company to be held; or
  - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and **“Rights Issue”** means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on other recognised stock exchanges and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
  - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on other recognised stock exchanges at such price as the Directors may at their discretion determine;
  - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten (10) per cent of the number of issued Shares as at the date of passing this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same); and
  - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the 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 law or the articles of association of the Company to be held; or
    - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6 above.”

On behalf of the Board  
**DU Juan**  
*Chairperson*

Hong Kong, 28 April 2023

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for the Meeting is enclosed with the Company’s circular dated 28 April 2023. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting and any adjournment or postponement thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
3. To ascertain the entitlements to attend and vote at the Meeting, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 25 May 2023, Thursday for registration. Members of the Company whose names are recorded in the register of members of the Company at the close of business on 25 May 2023, Thursday are entitled to attend and vote at the Meeting.

The record date for determining the entitlements of the shareholders of the Company to the proposed final dividend for the year ended 31 December 2022 is 19 July 2023, Wednesday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 18 July 2023, Tuesday. The Hong Kong register of members of the Company will be closed on 19 July 2023, Wednesday, during which no transfer of the Shares may be registered.

4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. With regard to resolution no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 6 above.
6. Shareholders of the Company should note that the Meeting will be held as scheduled when tropical cyclone signal no. 8 (or above) or black rainstorm warning or “extreme conditions” as defined under Chapter 1 of the Rules of the Exchange of The Stock Exchange of Hong Kong Limited is in force. In such event, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the board of Directors comprises Ms. DU Juan, Mr. YAN Xiaolin and Mr. HU Dien Chien as executive Directors, Mr. WANG Cheng, Mr. SUN Li and Mr. LI Yuhao as non-executive Directors and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.*