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SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Skyworth Group Limited (the “**Company**”) will be held at 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong, on Wednesday, 19 August 2020 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution and a special resolution of the Company, respectively:

ORDINARY RESOLUTION

“**THAT**, the conditional cash offer (the “**Offer**”) by DBS Asia Capital Limited on behalf of the Company to buy-back up to 392,800,000 shares of nominal value of HK\$0.1 each in the issued share capital of the Company (the “**Shares**”) held by the shareholders of the Company (the “**Shareholders**”) at a price of HK\$2.80 per Share and subject to the terms and conditions as set out in the offer document despatched to the Shareholders on 27 July 2020 together with the accompanying form of acceptance (copies of which marked “A” have been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company held on 22 May 2020, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the memorandum of association of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer.”

SPECIAL RESOLUTION

“**THAT**, the waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong (the “**Codes**”) of Mr. Wong Wang Sang, Stephen (“**Mr. Wong**”), the controlling shareholder of the Company, to make a mandatory general offer for all the issued Shares other than those already owned by Mr. Wong and parties acting in concert (as defined in the Codes) with him which may, but for the Whitewash Waiver, arise upon completion of the Offer be hereby approved, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the bye-laws of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Whitewash Waiver.”

Skyworth Group Limited
Lai Weide
Chairman of the Board

Hong Kong, 27 July 2020

Notes:

- (1) A member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, at the office of the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person should he so desire.
- (3) The register of members of the Company will be closed from Friday, 14 August 2020 to Wednesday, 19 August 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the SGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 13 August 2020.

(4) **Effect of bad weather on the SGM**

The SGM will be adjourned if there is:

- (a) a tropical cyclone warning signal number 8 or above; or
 - (b) a “black” rainstorm warning, in force in Hong Kong 2 hours before the scheduled time of the SGM on the day of the SGM. An announcement will be made by the Company in such event.
- (5) The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the SGM to protect attending shareholders, staff and stakeholders from the risk of infection:
- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;
 - (ii) each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats;
 - (iii) no refreshment will be served, and there will be no corporate gift; and
 - (iv) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the SGM and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

Pursuant to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (the “**Regulation**”), group gatherings of more than 20 persons for shareholders’ meetings are required to be accommodated in separate rooms or partitioned areas of not more than 20 persons each.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) instead of attending the meeting in person, by completing and return the proxy form attached to this Offer Document.

The Company will keep its shareholders informed by way of further announcement if there are any material updates on the Regulation which would affect the SGM.

As at the date of this notice, the Board comprises Mr. Lai Weide as the Chairman of the Board, Mr. Liu Tangzhi as executive Director and the chief executive officer, Ms. Lin Wei Ping, Mr. Shi Chi, Mr. Lin Jin and Mr. Lam Shing Choi, Eric as executive Directors; and Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement as independent non-executive Directors.

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