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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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “**Meeting**”) will be held with a combination of physical meeting at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong and virtual meeting on 17 June 2022, Friday, at 2:30 p.m. 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 2021.
2. To declare a final dividend of HK16.70 cents per ordinary share of the Company for the year ended 31 December 2021 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 8 July 2022, Friday.
3. To re-appoint Messrs. Ernst & Young as the Auditor and authorise the board of Directors to fix their remuneration.
4.
 - (a) To re-elect Mr. SUN Li as a non-executive Director.
 - (b) To re-elect Dr. TSENG Shieng-chang Carter as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.

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 (**“Shares”**) 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).”

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 another recognised stock exchange 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.”

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.”

9. “**THAT**

- (a) a specific 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 new Shares and/or otherwise deal with unissued Shares in the Company which may be required to be allotted and issued under the restricted share award scheme of the Company constituted by the rules adopted by the board of Directors of the Company on 6 February 2008 as amended on 11 August 2015, 13 June 2016, 24 November 2017 and 4 May 2018 (and the restricted share award scheme and the transactions contemplated thereunder having thereafter been approved, confirmed and ratified by the shareholders’ resolution passed at the extraordinary general meeting of the Company held on 23 May 2018) (“**Share Award Scheme**”), and to make or grant Share Awards (as defined in the Share Award Scheme) which would or might require the exercise of such powers either during or after the Relevant Period, pursuant to the terms of the Share Award Scheme not exceeding three (3) per cent of the number of issued Shares as at the date of this resolution is passed (subject to adjustment in case of any Share consolidation or subdivision after this 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; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

- (c) any one or more of the Directors be and are hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things (including the grant of any awards as defined under the Share Award Scheme), as it may consider necessary, appropriate, desirable or expedient to implement, give effect to and/or in connection with paragraphs (a) of this resolution.”

On behalf of the Board
DU Juan
Chairperson

Hong Kong, 26 April 2022

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 needs not be a member of the Company.
2. A form of proxy for the Meeting is enclosed with the Company’s circular dated 26 April 2022. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated uniform resource locator (URL) (<https://spot-e-meeting.tricor.hk>) by using the username and password provided in the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting at the Meeting and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.

All registered shareholders of the Company will be able to join the Meeting via an electronic meeting system for facilitating the conduct of the Meeting (“**e-Meeting System**”) provided by the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. Through the e-Meeting System, registered shareholders of the Company will be able to view the live video broadcast and participate in voting and submit questions online by using the username and password provided on the notification letter sent by the Company. Login details and information regarding the e-Meeting System are included in the Company’s notification letters to registered shareholders of the Company. Registered shareholders of the Company are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairperson of the Meeting) for the proxy to receive the login access code to participate in the Meeting by electronic means through the e-Meeting System. **Shareholders of the Company and their proxies are advised to keep the login credentials in safe custody and shall not disclose them to any other person.**

Non-registered holders of the Company whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited may also be able to attend the Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 13 June 2022, Monday for registration. Members of the Company whose names are recorded in the register of members of the Company at the close of business on 13 June 2022, Monday 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 is 8 July 2022, Friday. 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 registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 7 July 2022, Thursday. The Hong Kong register of members of the Company will be closed from 8 July 2022, Friday, to 11 July 2022, Monday (both dates inclusive), 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.
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 typhoon signal no. 8 (or above) or black rainstorm warning signal 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.

7. In view of the current coronavirus disease 2019 (“**COVID-19**”) pandemic situation in Hong Kong and in order to comply with the social distancing measures under the relevant laws and regulations of Hong Kong (“**Social Distancing Regulations**”), the Meeting is intended to be held at the physical meeting location at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong (“**Physical Meeting Location**”) with the minimum number of persons present as is legally required to form a quorum, together with a limited number of other attendees to ensure proper conduct of the Meeting, whereas the quorum will be formed by the Directors or staff members of the Group who are shareholders of the Company or proxies to maintain an internal grouping and minimise the risks posed by COVID-19. Other Directors, shareholders of the Company or their proxies or corporate representatives should only attend the Meeting by electronic means via the e-Meeting System. **Any shareholder of the Company or his/her/its proxy or corporate representative who attempts to attend the Meeting in person at the Physical Meeting Location will NOT be permitted entry.**

If any shareholder of the Company has any question on the arrangements of attending the Meeting by electronic means, please contact Tricor Tengis Limited, the Company’s branch share registrar and transfer office, at the following address or by the following means:

Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays)

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change and adopt contingency plans for the Meeting arrangements at short notice, and the Company will ensure that the Meeting arrangements are in compliance with its articles of association and applicable laws and regulations. In particular, if the social distancing measures under the Social Distancing Regulations have been significantly relaxed prior to the Meeting and such relaxation remains in effect at the time when the Meeting is held, the Company might consider permitting limited attendance by shareholders of the Company or their proxies or corporate representatives at the Meeting in person at the Physical Meeting Location, after taking into account various factors such as the need to safeguard the health and safety of the shareholders of the Company and other attendees and to prevent and minimise the risk of spreading of COVID-19 and compliance with applicable laws and regulations of Hong Kong. In such circumstances, the Company will provide necessary updates to its shareholders by publishing further announcement(s) in relation thereto. Should any other changes be made to the Meeting arrangements, the Company will also use its best endeavours to provide necessary updates to its shareholders by publishing further announcement(s) regarding the Meeting arrangements. **Shareholders of the Company should check the latest policies and notices announced by the government of Hong Kong and the announcements of the Company for future updates on the Meeting arrangements.**

In view of the recent development of the pandemic caused by COVID-19, and in order to better protect the safety and health of the shareholders of the Company, a series of pandemic precautionary measures will be implemented at the venue of the Meeting:

- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of Meeting. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue;

- (ii) every person is required to wear facial mask at the venue of the Meeting;
- (iii) seating in the Meeting venue will be arranged so as to allow for appropriate social distancing and number of attendees to the Physical Meeting Location will be limited as set out above; and
- (iv) no refreshments will be served at the Meeting.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the Meeting.

The Company wishes to remind its shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising their voting rights and strongly advises the shareholders to either appoint the chairperson of the Meeting as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form or to attend the Meeting via the e-Meeting System as an alternative to attending the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. For more details, please refer to the proxy form for the Meeting.

Shareholders of the Company and other participants who will attend the Meeting in person are advised to (a) consider carefully the risk of attending the Meeting, which will be held in an enclosed environment; (b) follow and comply with any laws, regulations, guidelines or requirements implemented by the government of Hong Kong relating to COVID-19 pandemic; and (c) not to attend the Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

As at the date of this notice, the Board comprises Ms. DU Juan, Mr. YAN Xiaolin and Mr. HU Dien Chien as executive Directors, Mr. WANG Cheng, Mr. Albert Thomas DA ROSA, Junior, Mr. SUN Li and Mr. LI Yuhao as non-executive Directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.