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**China Display Optoelectronics Technology Holdings Limited**

**華顯光電技術控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 334)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Display Optoelectronics Technology Holdings Limited (the “**Company**”) will be held at 8th Floor, Building 22E, Phase Three, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong, on 23 December 2022, Friday, at 3:00 p.m., for the purposes of considering and, if thought fit, passing the following resolution(s) of the Company:

**ORDINARY RESOLUTION(S)**

To consider and, if thought fit, pass the following resolution(s) (with or without modification) as ordinary resolution(s) of the Company:

1. “**THAT:**

- (a) the Master Financial Services (2023-2025) Agreement (as defined in the circular of the Company dated 21 November 2022 (the “**Circular**”)), a copy of which is marked “A” and initialled by the chairperson of the meeting for the purpose of identification, the terms and the transactions thereunder together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2025 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or she may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Master Financial Services (2023-2025) Agreement or the transactions contemplated thereunder.”

## **SPECIAL RESOLUTION(S)**

To consider and, if thought fit, pass the following resolution(s) as special resolution(s) of the Company:

2. **“THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (“**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 21 November 2022, be and are hereby approved;
- (b) the amended and restated bye-laws of the Company (the “**Amended Bye-Laws**”), which incorporates all the Proposed Amendments and a copy of which has been produced to the meeting and marked “B” and initialled by the chairperson of the meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; and
- (c) any director of the Company be and is 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 and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the Amended Bye-Laws, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”

By order of the Board  
**LIAO Qian**  
*Chairman*

Hong Kong, 21 November 2022

*Notes:*

1. A member of the Company who is a holder of two or more shares of the Company, and who is entitled to attend and vote at the SGM, 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 SGM is enclosed to the notice of the SGM. 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 lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment 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 SGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
3. The record date (being the last date of registration of any transfer of shares of the Company given there will be no closure of register of members) for determining the entitlements of the shareholders of the Company to attend and vote at the SGM is 20 December 2022, Tuesday. In order to qualify to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on 20 December 2022, Tuesday.
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 of the Company as if he was 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. If a tropical cyclone signal no. 8 or above is hoisted or a Black Rainstorm Warning Signal or "extreme conditions" as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is/are in force at or at any time after 12:00 noon on the date of the SGM and/or the Hong Kong Observatory and/or the government of Hong Kong (as the case may be) has announced at or before 12:00 noon on the date of the SGM that either of the above mentioned warnings is to be issued within the next two hours, the SGM will be adjourned. The Company will publish an announcement to notify shareholders of the Company of the date, time and place of the adjourned SGM.

The SGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the SGM under bad weather conditions bearing in mind their own situation.

6. In view of the current coronavirus disease 2019 (COVID-19) pandemic situation in Hong Kong 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 SGM:–
- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of SGM. 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 SGM;
  - (iii) seating in the SGM venue will be arranged so as to allow for appropriate social distancing; and
  - (iv) no refreshments will be served at the SGM.

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 SGM.

The Company wishes to remind its shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and strongly advises the shareholders to appoint the chairman of the SGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form as an alternative to attending the SGM 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 SGM.

Shareholders of the Company and other participants who will attend the SGM in person are advised to (a) consider carefully the risk of attending the SGM, which will be held in an enclosed environment; (b) follow and comply with any laws, regulations, guidelines or requirements implemented by the Hong Kong Government relating to COVID–19 pandemic; and (c) not to attend the SGM 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 Mr. LIAO Qian as Chairman and non-executive director; Mr. OUYANG Hongping, Mr. WEN Xianzhen and Mr. ZHANG Feng as executive directors; and Ms. HSU Wai Man Helen, Mr. XU Yan and Mr. LI Yang as independent non-executive directors.*