

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **Skyworth Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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.

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00751)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Skyworth Group Limited to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, 24 May 2023 at 10:00 a.m. or any adjournments of the meeting, at which the proposed resolutions as stated in the aforesaid notice will be considered, is set out on pages AGM-1 to AGM-5 of this circular.

If you do not intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

21 April 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. GENERAL MANDATES	4
3. RE-ELECTION OF RETIRING DIRECTORS	6
4. ANNUAL GENERAL MEETING	6
5. RESPONSIBILITY STATEMENT	7
6. CLOSURE OF REGISTER OF MEMBERS	7
7. RECOMMENDATIONS	8
8. ADDITIONAL INFORMATION	8
APPENDIX I — EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	I-1
APPENDIX II — PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING	II-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company (as amended from time to time);
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company” or “Skyworth”	Skyworth Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to issue Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate;
“Latest Practicable Date”	14 April 2023, being the latest practicable date for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM authorising them to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Skyworth Digital”	Skyworth Digital Co., Ltd., a subsidiary of the Company and listed on the Shenzhen Stock Exchange (stock code: 000810.SZ);
“Skyworth Group”	Skyworth Group Co., Ltd.* (創維集團有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

* For identification purpose only.

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00751)

Executive Directors:

Lin Jin (*Chairman of the Board*)
Liu Tangzhi (*Vice Chairman of the Board*)
Shi Chi (*Chief Executive Officer*)
Lin Wei Ping
Lam Shing Choi, Eric

Independent Non-Executive Directors:

Li Weibin
Cheong Ying Chew, Henry
Hung Ka Hai, Clement

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of
business in Hong Kong:*

Rooms 1601–04
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

21 April 2023

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information on the following proposals to be put forward (among other things) for consideration and voting at the AGM:

- (a) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of passing the relevant resolution;

LETTER FROM THE BOARD

- (b) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; and
- (c) re-election of retiring Directors.

The AGM Notice is set out on pages AGM-1 to AGM-5 of this circular.

2. GENERAL MANDATES

(A) Issue Mandate

The Board, after due and careful consideration, has decided to propose the ordinary resolutions at the AGM: (i) to consider and, if thought fit, granting a general mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing such resolution; and (ii) to approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted. If the Company conducts a share consolidation or subdivision after the ordinary resolution in relation to the Issue Mandate has been passed at the AGM, the maximum number of Shares which may be issued under the Issue Mandate shall be adjusted so that the maximum number of Shares which may be issued under the Issue Mandate 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.

Shareholders are referred to the AGM Notice, as set out on pages AGM-1 to AGM-5, for details of the resolutions on this general mandate which will be considered at the AGM.

As at the Latest Practicable Date, the number of Shares in issue was 2,585,201,420. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to issue up to a maximum of 517,040,284 Shares.

The Issue Mandate will expire upon whichever is the earlier 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 its bye-laws (as may be amended from time to time), the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors under the ordinary resolution approving the Issue Mandate.

LETTER FROM THE BOARD

(B) Repurchase Mandate

At the 2022 annual general meeting of the Company held on 24 May 2022, an ordinary resolution was passed by the Shareholders to grant a general unconditional mandate to the Directors to repurchase Shares in accordance with the Listing Rules. This general mandate will lapse at the conclusion of the AGM. It is therefore proposed that a general mandate to repurchase Shares be granted to the Directors not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate. If the Company conducts a share consolidation or subdivision after the ordinary resolution in relation to the Repurchase Mandate has been passed at the AGM, the maximum number of Shares which may be repurchased under the Repurchase Mandate shall be adjusted so that the maximum number of Shares which may be repurchased under the Repurchase Mandate 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.

Shareholders are referred to the AGM Notice, as set out on pages AGM-1 to AGM-5, for details of the resolution on this general mandate which will be considered at the AGM. With reference to this resolution, the Board wishes to state that it has no immediate plan to exercise the Repurchase Mandate to repurchase any Shares.

As at the Latest Practicable Date, the number of Shares in issue was 2,585,201,420. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to repurchase up to a maximum of 258,520,142 Shares.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

The Repurchase Mandate will expire upon whichever is the earlier 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 its bye-laws (as may be amended from time to time), the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the ordinary resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the bye-law 84 of the Bye-laws, Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry, representing one-third of the Directors on the Board, will retire at the AGM and, being eligible, offer themselves for re-election. The nomination committee of the Company, having reviewed the Board's composition, nominates Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry to the Board for it to recommend to Shareholders for the re-election of the retiring Directors at the AGM. The biographical details of the retiring Directors are set out in Appendix II to this circular.

The nominations were made in accordance with the Company's nomination policy for Directors and the measurable objectives criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) with regard for the benefits of diversity, as set out under the Company's board diversity policy. The Company's nomination committee has also taken into account the respective overall contributions (including the attendance of meetings and level of participation and performance on Board, etc.) of Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry for the Board and Board committee responsibilities and their commitment to their roles. Mr. Liu joined the Group in 1998 and has rich experience in the daily management and operation of China subsidiaries. Ms. Lin joined the Group in 1993 and is familiar with the matters related to administration and human capital management of the Group. Mr. Cheong has made valuable contributions to the Company with his experience in the accounting field. Information of the Directors' attendance record (where applicable) at Board/committee/general meetings are disclosed in the 2022 annual report of the Company.

Based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the written confirmation from Mr. Cheong Ying Chew, Henry, the Nomination Committee has assessed and considers Cheong Ying Chew, Henry to be independent. During his office as Independent Non-Executive Director, Mr. Cheong Ying Chew, Henry provided constructive comments and suggestions to the Board on the Company's strategies and policies from his accounting expertise, and has provided independent and balanced view as regards the Company's affairs. The Board considers that his continued tenure with the Company will continue to bring wide range of valuable insights and expertise to the Board and help maintain the Board's diversity in terms of business experience.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry stand for re-election as Directors at the AGM.

Resolutions will be proposed for re-election of each of the retiring Directors at the AGM.

4. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Wednesday, 24 May 2023 at 10:00 a.m. (or any adjournment thereof) at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular. At the meeting, resolutions will be proposed to approve, among other things, (i) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of

LETTER FROM THE BOARD

passing the relevant resolution; (ii) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; and (iii) the re-election of Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry as Directors. In accordance with Rule 13.39(4) of the Listing Rules, the voting on all resolutions at the AGM will be conducted by way of poll.

A proxy form for the AGM is enclosed herewith. If you do not intend to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as practicable and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire.

5. RESPONSIBILITY STATEMENT

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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the AGM, 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, 18 May 2023.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Board considers that (i) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of passing the relevant resolution; (ii) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; and (iii) the re-election of Mr. Liu Tangzhi, Ms. Lin Wei Ping and Mr. Cheong Ying Chew, Henry as Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM in respect thereof.

8. ADDITIONAL INFORMATION

Your attention is drawn to the “Explanatory Statement of the Repurchase Mandate” set out in Appendix I and the “Particulars of Directors Proposed for Re-election at the Annual General Meeting” set out in Appendix II to this circular.

Yours faithfully,
By order of the Board
Skyworth Group Limited
Lin Jin
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,585,201,420 Shares.

Subject to the passing of the relevant ordinary resolution to approve the grant of the Repurchase Mandate and assuming no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company may under the Repurchase Mandate purchase a maximum of 258,520,142 Shares during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied by Shareholders.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made if the Directors believe that such repurchase is in the interests of the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

When repurchasing the Shares, the Company may employ funds from internal resources and may only apply funds legally available for such purpose in accordance with all applicable laws of Bermuda, the Memorandum of Association of the Company and its Bye-laws (as may be amended from time to time). The Company is permitted under the Memorandum of Association of the Company and its Bye-laws to repurchase its Shares.

Based on the audited consolidated financial statements of the Company for the year ended 31 December 2022 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate to repurchase Shares at any time during the proposed repurchase period may potentially have a material adverse impact on the working capital position or gearing position of the Company as compared with its financial position as at 31 December 2022. The Directors do not propose to make any repurchase to the extent that it would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

4. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were:

	Price per Share	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2022		
May	4.58	3.71
June	4.11	3.51
July	4.77	3.60
August	4.04	3.24
September	4.19	3.00
October	3.43	2.62
November	3.27	2.54
December	3.49	2.85
2023		
January	5.64	3.28
February	5.32	4.20
March	4.56	3.44
April (up to the Latest Practicable Date)	4.08	3.81

5. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

The repurchase of a total of 19,168,000 Shares were made by the Company in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date	No. of Shares	Price per Share	
		Highest (HK\$)	Lowest (HK\$)
27 October 2022	2,126,000	2.95	2.91
28 October 2022	10,000,000	2.95	2.90
31 October 2022	5,000,000	2.96	2.81
1 November 2022	2,042,000	2.98	2.90

Saved as disclosed above, no repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the Memorandum of Association of the Company and its bye-laws.

8. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of Shareholders' interests, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

According to the register of interests maintained by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Target Success Group (PTC) Limited ("**Target Success**") is interested in a total of 1,200,958,799 Shares in its capacity as trustee of the Skysource Unit Trust, all of the units in which are held by Mr. Wong Wang Sang, Stephen ("**Mr. Wong**"), the controlling shareholder of the Company. Mr. Wong is interested in 1,247,419,181 Shares, which comprise 37,300,000 Shares held by himself, the deemed interest in 1,200,958,799 Shares held by Target Success by virtue of his interest in more than one-third of the voting shares in Target Success and the deemed interests in 9,160,382 Shares held by his spouse, Ms. Lin Wei Ping ("**Ms. Lin**"). Ms. Lin is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and Mr. Wong's interest in 1,238,258,799 Shares in which she is deemed to be interested pursuant to the SFO. As such, Mr. Wong is interested or deemed to be interested in a total of 1,247,419,181 Shares, representing approximately 48.25% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Lin Jin ("**Mr.**

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

Lin”), the son of Mr. Wong and Ms. Lin and a current Executive Director, also held 3,898,719 Shares as at the Latest Practicable Date, representing approximately 0.15% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (assuming the shareholdings as at the Latest Practicable Date remain the same) the aggregate shareholding of Target Success, Mr. Wong, Ms. Lin and Mr. Lin (who are presumed to be acting in concert with each other under the Takeovers Code) in the issued share capital of the Company will increase from approximately 48.40% to approximately 53.78%. The Directors are aware that, in the absence of a waiver, this would give rise to an obligation under Rule 26 of the Takeovers Code for a mandatory general offer for all the Shares not already held by Target Success, Mr. Wong, Ms. Lin and Mr. Lin. The Company will comply with the applicable provisions under the Takeovers Code in connection with its exercise of the Repurchase Mandate.

The emoluments of the Directors are reviewed by the remuneration committee of the Company from time to time, and determined with reference to the qualifications, responsibilities, experience and performance of the individual Directors, and the financial performance of the Group. Set out below are the biographical details of the Directors proposed to be re-elected at the AGM.

(1) MR. LIU TANGZHI

Mr. Liu Tangzhi, aged 60, joined the Group in 1998. Mr. Liu is an Executive Director and a director of certain subsidiaries of the Company. He was appointed as the Chief Executive Officer of the Company on 1 April 2017 and was re-designated as the Vice Chairman of the Board on 30 April 2022. Mr. Liu is the director of Skyworth Group and Skyworth Digital.

Mr. Liu graduated from the Zhongnan University of Economics and Law in Wuhan with a bachelor's degree in economics, and graduated from Macao University of Science and Technology with a master's degree in business administration.

As at the Latest Practicable Date, pursuant to the service contracts (as supplemented) entered into between Mr. Liu and the Group, Mr. Liu's term of service is 3 years commencing from 15 December 2021 to 14 December 2024, and he is entitled to (i) a director's fee of RMB500,000 per annum; (ii) a salary of up to RMB3,000,000 per annum, comprising the fixed director's salary of RMB2,000,000 and a performance salary of up to RMB1,000,000 determined by his performance achievement in reference to the Group's annual performance assessment policy; and (iii) an annual bonus based on the performance of the Group. The remuneration of Mr. Liu was determined with reference to his duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. The total emoluments paid to Mr. Liu for the 2022 financial year were set out in note 12 to the consolidated financial statements for the year ended 31 December 2022 of the Company's 2022 annual report. Mr. Liu is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with its Bye-laws and the Listing Rules.

As at the date of this announcement, Mr. Liu was beneficially interested, within the meaning of Part XV of the SFO, in 5,000,000 Shares and 600,000 shares of Skyworth Digital.

Save as disclosed above, Mr. Liu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he has not held any directorships in any other listed public companies in the last 3 years. Save as disclosed herein, there are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of his re-election as a Director.

(2) MS. LIN WEI PING

Ms. Lin Wei Ping, aged 65, is an Executive Director, a member of each of the Remuneration Committee and Nomination Committee and a director of certain subsidiaries of the Company. Ms. Lin was appointed as the Executive Chairperson of the Company on 1 April 2013 and resigned on 8 July 2016.

Ms. Lin joined the Group in 1993. Ms. Lin was the deputy manager of purchasing department and administration manager in Hong Kong and subsequently, the head of human resources department of the Group, primarily responsible for material purchasing from overseas market and administration and human capital management for certain companies within the Group.

Ms. Lin graduated from South China University of Technology in the PRC with a bachelor degree in electronic engineering. Before joining the Group, Ms. Lin had worked in the Ministry of Information Industry in the PRC as a research engineer.

As at the Latest Practicable Date, pursuant to the service contracts entered into between Ms. Lin and the Group, Ms. Lin's term of service is 3 years commencing from 8 February 2021 to 7 February 2024, and she is entitled to (i) a director's fee RMB500,000 per annum; (ii) a salary of up to RMB2,500,000 per annum, comprising the fixed director's salary of RMB1,500,000 and a performance salary of up to RMB1,000,000 determined by her performance achievement in reference to the Group's annual performance assessment policy; and (iii) an annual bonus based on the performance of the Group. The total emoluments paid to Ms. Lin for the financial year 2022 is set out in note 12 to the consolidated financial statements for the year ended 31 December 2022 of the Company's 2022 annual report. The remuneration of Ms. Lin was determined with reference to her duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. Ms. Lin is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with its Bye-laws and the Listing Rules.

Ms. Lin is the spouse of Mr. Wong Wang Sang, Stephen, the former Non-Executive Chairman and a controlling shareholder of the Company and mother of Mr. Lin Jin, a current Executive Director. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Lin was interested in a total of 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interest in 1,238,258,799 Shares held by her spouse, Mr. Wong Wang Sang, Stephen, representing in aggregate approximately 48.25% of the existing issued Shares.

Save as disclosed above, Ms. Lin does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and she has not held any directorships in any other listed public companies in the last 3 years. Save as disclosed herein, there are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of her re-election as a Director.

(3) MR. CHEONG YING CHEW, HENRY

Mr. Cheong Ying Chew, Henry, aged 75, is an Independent Non-Executive Director, the chairperson of Audit Committee, a member of each of the Remuneration Committee and Nomination Committee. He was first appointed as an Independent Non-Executive Director on 1 January 2015.

Mr. Cheong holds a Bachelor of Science (Mathematics) degree from Chelsea College, University of London and a Master of Science (Operational Research and Management) degree from Imperial College, University of London. Mr. Cheong has over 40 years of experience in the securities industry.

He is also an independent non-executive director of CK Asset Holdings Limited (formerly known as Cheung Kong Property Holdings Limited), CK Infrastructure Holdings Limited (formerly known as Cheung Kong Infrastructure Holdings Limited), and New World Department Store China Limited, all being companies listed in Hong Kong. He is also an independent director of BTS Group Holdings Public Company Limited, a company listed in Thailand, and an executive director and the deputy chairman of Worldsec Limited, a company listed in London.

He was an independent non-executive director of TOM Group Limited from 2000 to 2019, an independent non-executive director of Greenland Hong Kong Holdings Limited from 2006 to 2019, an independent non-executive director of CNNC International Limited from 2008 to 2019, an independent non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited from 2009 to 2019.

Pursuant to the letter of appointment entered into between Mr. Cheong Ying Chew, Henry and the Company for a term of 3 years commencing from 1 January 2021 and ending on 31 December 2023, he is entitled to a director's fee of HK\$528,000 per annum. The total emoluments paid to Mr. Cheong for the 2022 financial year is set out in note 12 to the consolidated financial statements for the year ended 31 December 2022 of the Company's 2022 annual report. The remuneration of Mr. Cheong was determined with reference to his duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. Mr. Cheong is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with its Bye-laws and the Listing Rules.

As at the Latest Practicable Date, Mr. Cheong is not interested, within the meaning of Part XV of the SFO, in any Shares.

Save as disclosed above, Mr. Cheong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he has not held any directorships in any other listed public companies in the last 3 years. Save as disclosed herein, there are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of his re-election as a Director.

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00751)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Skyworth Group Limited (the “**Company**”) will be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, 24 May 2023 at 10:00 a.m. (or any adjournment thereof) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company thereon for the year ended 31 December 2022.
2. (A) To re-elect Mr. Liu Tangzhi as a Director;
(B) To re-elect Ms. Lin Wei Ping as a Director; and
(C) To re-elect Mr. Cheong Ying Chew, Henry as a Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of the shares of the Company in issue on the date of this resolution as adjusted for any share consolidation or subdivision which may be effected after the passing of this resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended from time to time) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution as adjusted for any share consolidation or subdivision which may be effected after the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**

conditional upon resolutions numbered 5 and 6 above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 6 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 5 above, provided that the number of shares repurchased by the Company shall not exceed 10% of the total number of the share capital of the Company in issue on the date of this resolution as adjusted for any share consolidation or subdivision which may be effected after the passing of this resolution.”

By order of the Board
Skyworth Group Limited
Lin Jin
Chairman of the Board

Hong Kong, 21 April 2023

As at the date of this announcement, the Board of the Company comprises five executive Directors, namely Mr. Lin Jin (Chairman), Mr. Liu Tangzhi (Vice Chairman), Mr. Shi Chi (Chief Executive Officer), Ms. Lin Wei Ping and Mr. Lam Shing Choi, Eric; and three independent non-executive Directors, namely Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement.

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of
business in Hong Kong:*
Rooms 1601–04
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 AGM 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, 19 May 2023 to Wednesday, 24 May 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the AGM, 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, 18 May 2023.
- (4) An explanatory statement containing further details regarding resolution 6 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "**Circular**").
- (5) Particulars of the retiring Directors proposed to be re-elected are set out in Appendix II to the Circular.
- (6) **Effect of bad weather on the AGM**

The AGM 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 AGM on the day of the AGM. An announcement will be made by the Company in such event.