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

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**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 accompanied herewith 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.

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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)

**(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**

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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 20 May 2024, Monday, at 2:30 p.m. is set out on pages 22 to 26 of this circular.

If the annual general meeting is seriously affected by bad weather conditions or otherwise, the Company will publish an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time, place and/or mode of the rescheduled meeting. Otherwise, the annual general meeting may still be held as scheduled during bad weather conditions. Shareholders should decide on their own whether they would attend the annual general meeting under bad weather conditions bearing in mind their own situations.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions thereon and return it to the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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.

26 April 2024

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## DEFINITIONS

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

“2008 Share Award Scheme”	the restricted share award scheme adopted by the Company on 6 February 2008 (as amended from time to time);
“2023 Share Award Scheme”	the share award scheme adopted by the Company at the extraordinary general meeting of the Company on 3 November 2023;
“ACCA”	Association of Chartered Certified Accountants;
“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 20 May 2024, Monday, 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 26 April 2024 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, an exempted 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;
“CSOT”	TCL China Star Optoelectronics Technology Co., Ltd.* (TCL華星光電技術有限公司), formerly known as Shenzhen China Star Optoelectronics Technology Co., Ltd.* (深圳市華星光電技術有限公司), a company established under the laws of the PRC with limited liability, a subsidiary of TCL Technology;
“Director(s)”	the director(s) of the Company;

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## DEFINITIONS

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“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 collectively;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the dissemination 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;

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## DEFINITIONS

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“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 share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Strategy Committee”	the strategy committee of the Company;
“subsidiary”	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 Industries 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 Industries 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.SZ);
“Trustee(s)”	the trustee(s) appointed by the Company for the trusts in respect of the sub-schemes under the 2008 Share Award Scheme or the 2023 Share Award Scheme (as the case may be); 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.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Ms. DU Juan (*Chairperson*)

Mr. ZHANG Shaoyong

Mr. PENG Pan

Mr. SUN Li

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Non-executive Director:*

Mr. LI Yuhao

*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

*Independent Non-executive Directors:*

Dr. TSENG Shieng-chang Carter

Professor WANG Yijiang

Mr. LAU Siu Ki

26 April 2024

*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;

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## LETTER FROM THE BOARD

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

### 2. VARIOUS MANDATES

On 1 June 2023, 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 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 2,511,758,674 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 502,351,734 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.

#### (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).

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## LETTER FROM THE BOARD

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Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 2,511,758,674 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 251,175,867 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.

### **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 in 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.



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## LETTER FROM THE BOARD

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

<b>Name</b>	<b>Position</b>
(a) Ms. DU Juan	Executive Director
(b) Mr. LI Yuhao	Non-executive Director
(c) Mr. LAU Siu Ki	Independent non-executive Director

Ms. DU Juan and Mr. LAU Siu Ki, being eligible, will offer themselves for re-election at the AGM, whereas Mr. LI Yuhao has indicated that he will retire from office as a non-executive Director with effect from the conclusion of the AGM and will not offer himself for re-election to devote more time to focus on his other career development and work arrangements. Mr. LI Yuhao has confirmed that he has no claim against the Company whatsoever whether in respect of fees, compensation for loss of office, remuneration, severance payments, pension or expenses and there is no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Reference is made to the announcement of the Company dated 28 September 2023 in relation to the appointment of Mr. PENG Pan by the Board pursuant to Article 99(a) of the Articles as an executive Director to fill the casual vacancy arising from the resignation of Mr. HU Dien Chien, and the announcement of the Company dated 28 March 2024 in relation to, among others, the appointment of Mr. ZHANG Shaoyong by the Board pursuant to Article 99(a) of the Articles as an executive Director. Pursuant to the Articles and the corporate governance code as set out in Appendix C1 to the Listing Rules, each of Mr. PENG Pan and Mr. ZHANG Shaoyong shall hold office until the AGM (being the first annual general meeting after their respective appointment) and is subject to re-election by Shareholders at the AGM.

If re-elected at the AGM, each of Ms. DU Juan, Mr. PENG Pan, Mr. ZHANG Shaoyong and Mr. LAU Siu Ki 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.

### **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 Mr. LAU Siu Ki as an independent non-executive Director. In particular, the Nomination Committee has assessed Mr. LAU Siu Ki against the following nomination criteria applicable to independent non-executive Directors:

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## LETTER FROM THE BOARD

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- (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 on 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 Mr. LAU Siu Ki 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 Mr. LAU Siu Ki would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. LAU Siu Ki stands for re-election as an independent non-executive Director at the AGM. As a good corporate governance practice, Mr. LAU Siu Ki abstained from voting at the relevant Board meeting and Nomination Committee meeting on the proposition of his 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 Ms. DU Juan, Mr. PENG Pan and Mr. ZHANG Shaoyong. 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.

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## LETTER FROM THE BOARD

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### 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 accompanied herewith.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions 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, 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 HK16.00 cents (HK\$0.16) per Share for the year ended 31 December 2023 to be paid to the Shareholders whose names appear on the register of members of the Company on 9 July 2024, Tuesday. 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.

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 2023, based on the audited consolidated financial statements of the Group, the Company had an aggregate of HK\$4,212,723,000 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\$4,951,659,000. 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\$4,550,448,000 standing to the credit of the share premium account of the Company.

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## LETTER FROM THE BOARD

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**(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 31 July 2024, Wednesday.

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

**(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 13 May 2024, 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 May 2024, Monday are entitled to attend and vote at the AGM.

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## LETTER FROM THE BOARD

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The Hong Kong register of members of the Company will be closed on 9 July 2024, Tuesday, for the purposes of determining the entitlements of the Shareholders to the proposed final dividend for the year ended 31 December 2023 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 9 July 2024, Tuesday. 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 8 July 2024, Monday.

### 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.

### 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  
**TCL Electronics Holdings Limited**  
**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 2,511,758,674 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 251,175,867 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 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 2023, 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 repurchase 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 2,511,758,674 to 2,260,582,807.

As at the Latest Practicable Date, T.C.L. Industries (H.K.) held 1,374,856,288 Shares, representing approximately 54.74% 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 54.74% to 60.82% 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:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<b>2023</b>		
April	3.710	3.200
May	3.770	3.050
June	4.300	3.140
July	4.250	3.740
August	4.220	3.000
September	3.200	2.920
October	3.090	2.690
November	2.900	2.610
December	2.680	2.400
<b>2024</b>		
January	2.580	2.160
February	3.270	2.410
March	3.140	2.810
April (up to the Latest Practicable Date)	5.190	3.000

## 6. REPURCHASE OF SHARES

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

The Company has appointed a Trustee to administer the trusts established for the purpose of the 2023 Share Award Scheme. Besides, during the six months preceding the Latest Practicable Date, pursuant to the rules of the 2023 Share Award Scheme, the Trustee purchased on market through the Stock Exchange a total of 9,175,000 existing Shares, all for the 2023 Share Award Scheme. The total amount paid by the Company to the Trustees to acquire such existing Shares were approximately HK\$31,831,000.



**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 will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

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

### 1.     **Ms. DU Juan (“Ms. DU”)**

Ms. DU, born in May 1970, the chairperson of the Board, an executive Director and the chairperson of the Strategy Committee. Ms. DU joined the Company in August 2021. Ms. DU is also a director and the chief executive officer of TCL Industries Holdings. From July 1991 to May 1999, she worked in the Huizhou branch of China Construction Bank Corporation; in May 1999, she joined TCL Technology and successively worked as the general manager of the settlement centre of TCL Technology, the general manager of TCL Technology Finance Co., Ltd\* (TCL科技集團財務有限公司), the president and the chairperson of TCL Financial Services Holdings Group (Guangzhou) Company Limited\* (TCL金服控股集團(廣州)有限公司). From July 2016 to February 2018, she was a vice president of TCL Technology; from March 2018 to August 2021, she was an executive director and the chief operating officer of TCL Technology; from January 2019 to August 2021, she also took up the role of the chief financial officer of TCL Technology; from August 2021 to December 2022, she was a non-executive director of TCL Technology; from October 2019 to October 2021, she was a non-executive director of Bank of Shanghai Co., Ltd. (601229.SH). Ms. DU graduated from the Department of Investments of Zhongnan University of Economics and Law (bachelor’s degree), and obtained an EMBA degree from Cheung Kong Graduate School of Business.

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

- (a)    1,364,075 Shares; and
- (b)    1,500,000 unvested awarded shares of the Company granted under the 2023 Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, Ms. DU (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.

Ms. DU has entered into a director’s service agreement with the Company for an initial term of three years commencing on 9 August 2021, 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.

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

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Pursuant to the terms of the service contract, Ms. DU is not entitled to any director's fee, subject to annual review by the Remuneration Committee. She is also entitled to discretionary bonus or other benefits or remunerations as determined by the Remuneration Committee from time to time with reference to her experience, duties and responsibilities within the Company as well as the Company's performance and the prevailing market conditions.

### 2.     **Mr. PENG Pan (“Mr. PENG”)**

Mr. PENG, born in February 1976, an executive Director, the chief financial officer of the Company, a member of the Remuneration Committee, the Nomination Committee and the Strategy Committee, and a joint company secretary of the Company. Mr. PENG became an executive Director in October 2023. He is also the chief financial officer of TCL Industries Holdings. Mr. PENG worked as an analyst in Evergreen Marine (Hong Kong) Limited after graduating from Hunan University in 1998 and then as an accounting supervisor in Yantian International Container Terminals Limited in 2000. Thereafter, he joined TCL in 2005 and served at various finance-related positions in TCL during the period from 2005 to 2019, including finance manager, senior finance manager, head of finance department and finance director. Since 2019 and prior to joining the Group, he was the head of financial centre and vice president of CSOT, and associate president and the head of financial operation department of TCL Technology. During his tenure at CSOT, Mr. PENG has successfully led various large-scale investment projects in relation to the semi-conductor display production plants in Shenzhen, Wuhan and Guangzhou, making valuable contributions to the development of the display industry. Mr. PENG is currently a director of Highly Information Industry Co., Ltd. (a joint stock limited company established under the laws of the PRC, the shares of which are listed on the National Equities Exchange and Quotations of the PRC, stock code: 835281.NQ). From April 2023 to October 2023, he acted as a director of Tianjin 712 Communication & Broadcasting Co., Ltd. (a joint stock limited company established under the laws of the PRC, the shares of which are listed on the Shanghai Stock Exchange, stock code: 603712.SH). Mr. PENG holds an Executive Master of Business Administration Degree from China Europe International Business School, a Master of Business Administration Degree from Peking University, and a Bachelor of International Accounting Degree from Hunan University.

As at the Latest Practicable Date, Mr. PENG is interested or is deemed to be interested in 1,500,000 unvested awarded shares of the Company granted under the 2023 Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. PENG (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.

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

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Mr. PENG has entered into a director's service agreement with the Company for an initial term of three years commencing on 1 October 2023, 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. PENG 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.     **Mr. ZHANG Shaoyong (“Mr. ZHANG”)**

Mr. ZHANG, born in August 1978, is currently an executive Director, the chief executive officer of the Company, the general manager of the pan-smart screen business unit and a director in various subsidiaries of the Company. Mr. ZHANG is also a senior vice president of TCL Industries Holdings. Mr. ZHANG joined the Company after he graduated from Northwestern Polytechnical University in 2000. Starting from entry level, he successively worked as the manager, senior manager, vice president and general manager of various branches, business units and departments of the Company. During his tenure, he made valuable contribution for increasing market share of the Group in the PRC market. He also introduced a series of smart home products and laid down the foundation of TCL smart home ecosystem and internet of things. Mr. ZHANG holds a bachelor's degree from Northwestern Polytechnical University and an EMBA degree from Renmin University of China. Currently, Mr. ZHANG has also taken up a number of public positions such as the deputy chairperson of the EMBA alumni association of Renmin University of China, vice chairperson of China Video Industry Association and vice chairperson of China Household Electrical Appliances Association.

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

- (a)     1,894,704 Shares; and
- (b)     1,469,922 unvested restricted shares of the Company granted under the 2008 Share Award Scheme and 1,500,000 unvested awarded shares of the Company granted under the 2023 Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. ZHANG (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.

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

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Mr. ZHANG has entered into a director's service agreement with the Company for an initial term of three years commencing on 28 March 2024, 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. ZHANG is not entitled to any director's fee, 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.

#### **4. Mr. LAU Siu Ki ("Mr. LAU")**

Mr. LAU, born in July 1958, an independent non-executive Director, the chairperson of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee. He became an independent non-executive Director in November 2017. Mr. LAU graduated from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1981. He is currently a financial advisory consultant of his management consultancy firm, Hin Yan Consultants Limited. Previously, Mr. LAU worked at Ernst & Young for over 15 years. He has over 35 years of experience in corporate governance, corporate financing, financial advisory and management, accounting and audit. Mr. LAU is currently a fellow member of both of ACCA and Hong Kong Institute of Certified Public Accountants. Mr. LAU was a member of the World Council of ACCA from 2002 to 2011 and was the chairperson of ACCA Hong Kong in 2000/2001. During these years, he has helped raising the profile of ACCA. Currently, Mr. LAU also serves as an independent non-executive director of Binhai Investment Company Limited (02886.HK), Embry Holdings Limited (01388.HK), Samson Holding Ltd. (00531.HK) and FIH Mobile Limited (02038.HK). He is also the company secretary of Hung Fook Tong Group Holdings Limited (01446.HK), Yeebo (International Holdings) Limited (00259.HK) and Expert Systems Holdings Limited (08319.HK). Mr. LAU served as an independent non-executive director of Comba Telecom Systems Holdings Limited (02342.HK) from 20 June 2003 to 29 December 2023 and an independent non-executive director of IVD Medical Holdings Limited (01931.HK) from June 2019 to March 2024. In 2021, the Market Misconduct Tribunal fined and made orders against China Medical & HealthCare Group Limited (a company whose shares are listed on the Stock Exchange with stock code: 00383.HK and which was formerly known as COL Capital Limited) and six then directors thereof including Mr. LAU (who served as an independent non-executive director between June 2004 to December 2018) for breach of the requirements of the corporate disclosure regime by the said company. For further details, please refer to the Company's announcements dated 5 November 2019 and 13 May 2021.

As at the Latest Practicable Date, Mr. LAU is interested or is deemed to be interested in 164,637 Shares.

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

Save as disclosed above, as at the Latest Practicable Date, Mr. LAU (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. LAU 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 28 March 2018, 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 letter of appointment, Mr. LAU 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.

### DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2023 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 (HK\$'000)	Equity-settled share option benefits (HK\$'000)	Employee share-based compensation benefits under the 2008 Share Award Scheme (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Ms. DU	-	600	-	-	-	3	603
Mr. PENG	-	277	151	-	-	27	455
Mr. ZHANG	-	1,532	764	2	4,621	126	7,045
Mr. LAU	400	-	-	-	-	-	400

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

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The emoluments to be received in 2024 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 the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

**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, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of the Company (the “**Meeting**”) will be held at 2:30 p.m. on 20 May 2024, Monday 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 (the “**Director(s)**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2023.
2. To declare a final dividend of HK16.00 cents per ordinary share of the Company for the year ended 31 December 2023 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 9 July 2024, Tuesday.
3. To re-appoint Messrs. Ernst & Young as the Auditor and authorise the board of Directors to fix its remuneration.
4.
  - (a) To re-elect Ms. DU Juan as an executive Director.
  - (b) To re-elect Mr. PENG Pan as an executive Director.
  - (c) To re-elect Mr. ZHANG Shaoyong as an executive Director.
  - (d) To re-elect Mr. LAU Siu Ki as an independent non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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### 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 repurchase 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 26 April 2024

*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 disseminated together with the Company’s circular dated 26 April 2024. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notorially 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 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 13 May 2024, 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 May 2024, 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 for the year ended 31 December 2023 is 9 July 2024, Tuesday. 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 8 July 2024, Monday. The Hong Kong register of members of the Company will be closed on 9 July 2024, Tuesday, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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. If the Meeting is seriously affected by bad weather conditions or otherwise, the Company will publish an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of Company of the date, time, place and/or mode of the rescheduled meeting. Otherwise, the Meeting may still be held as scheduled during bad weather conditions. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the Board comprises Ms. DU Juan, Mr. ZHANG Shaoyong, Mr. PENG Pan and Mr. SUN Li as executive Directors, Mr. LI Yuhao as a non-executive Director and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.*