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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of TCL Electronics Holdings Limited (the “**Company**”) will be held at 8/F., Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, on 28 July 2020, Tuesday, at 2:30 p.m., to consider and, if thought fit, pass the following ordinary resolution(s) (with or without modifications):

ORDINARY RESOLUTION(S)

1. “THAT

- (a) the Acquisition Agreement (as defined in the circular of the Company dated 30 June 2020), the terms and the transactions contemplated thereunder (a copy of the agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purposes of identification) be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon fulfillment of the conditions in the Acquisition Agreement, any director of the Company be and is hereby authorized to sign or execute all such other documents or supplemental agreements or deeds or take any action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing and giving effect to the Acquisition Agreement and completing the transactions contemplated under the Acquisition Agreement with such changes as such director may consider necessary, desirable or expedient.”

2. “THAT

- (a) the Disposal Agreement (as defined in the circular of the Company dated 30 June 2020), the terms and the transactions contemplated thereunder (a copy of the agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purposes of identification) be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon the fulfillment of the conditions in the Disposal Agreement, any director of the Company be and is hereby authorized to sign or execute all such other documents or supplemental agreements or deeds or take any action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing and giving effect to the Disposal Agreement and completing the transactions contemplated under the Disposal Agreement with such changes as such director may consider necessary, desirable or expedient.”

3. “THAT

- (a) the Deed of Termination (2020) (as defined in the circular of the Company dated 30 June 2020), the terms and the transactions contemplated thereunder (a copy of the deed has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purposes of identification) be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon the fulfillment of the conditions in the Deed of Termination (2020), any director of the Company be and is hereby authorized to sign or execute all and such other documents or deeds or take any action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing and giving effect to the Deed of Termination (2020) with such changes as such director may consider necessary, desirable or expedient.”

4. “THAT

- (a) the Deed of Non-Competition (2020) (as defined in the circular of the Company dated 30 June 2020), the terms and the transactions contemplated thereunder (a copy of the deed has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purposes of identification) be and are hereby approved, confirmed and ratified; and

- (b) subject to and conditional upon the fulfilment of the conditions in the Deed of Non-Competition (2020), any director of the Company be and is hereby authorized to sign or execute all such other documents or deeds or take any action, do such things, as such director may in his opinion consider necessary or desirable for the purpose of implementing and giving effect to the Deed of Non-Competition (2020) with such changes as such director may consider necessary, desirable or expedient.”

On behalf of the Board
LI Dongsheng
Chairman

Hong Kong, 30 June 2020

Notes:

1. A member of the Company who is 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 to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the EGM and any adjournment thereof should he/she so wish. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed to the circular dated 30 June 2020. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The record date for determining the entitlements of the shareholders of the Company to attend and vote at the EGM is 22 July 2020, Wednesday. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre 183 Queen s Road East Hong Kong, by no later than 4:30 p.m. on 22 July 2020, Wednesday.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

5. Shareholders of the Company should note that the EGM will be held as scheduled when typhoon signal no. 8 (or above), black rainstorm warning signal or “extreme conditions” as defined under Chapter 1 of the Rules of the Exchange of The Stock Exchange of Hong Kong Limited is in force. In such event, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.
6. In view of the recent development of the pandemic caused by novel coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the shareholders of the Company, a series of pandemic precautionary measures will be implemented at the venue of the EGM:
 - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of EGM. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; and
 - (ii) every person is required to wear facial mask at the venue of the EGM.
7. The Company will not serve refreshment at the EGM to avoid the coming into close contact amongst participants. The Company wishes to remind its shareholders and other participants who will attend the EGM in person to take personal precautions and abide by the requirements of pandemic precaution and control at the venue of the EGM. The Company also advises its shareholders to attend and vote at the EGM by way of non-physical presence. The shareholders of the Company may choose to vote by filling in and submitting the relevant proxy form of the EGM, and appoint the chairman of the EGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the EGM in person.

As at the date of this notice, the Board comprises Mr. LI Dongsheng, Mr. WANG Cheng Kevin, Mr. YAN Xiaolin and Mr. HU Lihua as executive directors, Mr. Albert Thomas DA ROSA, Junior, Mr. SUN Li and Mr. LI Yuhao as non-executive directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shiengchang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive directors.