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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)

**WITHDRAWAL OF RESOLUTION NO. 3**  
**AT THE EXTRAORDINARY GENERAL MEETING**  
**TO BE HELD ON 29 SEPTEMBER 2022**

Reference is made to (i) the circular of TCL Electronics Holdings Limited (the “**Company**”) dated 8 September 2022 (the “**Circular**”); (ii) the notice dated 8 September 2022 (the “**Notice**”) of the extraordinary general meeting of the Company to be held on 29 September 2022 (the “**EGM**”); and (iii) the accompanying form of proxy for the EGM (the “**Proxy Form**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

As stated in the Circular, pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which require, among others, listed issuers to make necessary amendments to their constitutional documents by the second annual general meeting following 1 January 2022 to bring their constitutional documents to conformity with the revised Appendix 3 to the Listing Rules. Furthermore, the Company also proposed to modernise its Memorandum and Articles and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposed to amend the Memorandum and Articles to incorporate the Proposed Amendments for the purposes of, among other things, (i) bringing the Memorandum and Articles in line with the relevant requirements of the Listing Rules and the applicable laws of the Cayman Islands; (ii) allowing general meetings of the Company to be held in the form of a hybrid meeting or electronic meeting; (iii) providing flexibility to the Company in relation to the conduct of general meetings; and (iv) introducing other housekeeping and consequential amendments for clarity, consistency and better alignment of wordings with those of the Listing Rules and the applicable laws of the Cayman Islands. The Board therefore proposed to put forward to the Shareholders for consideration and, if thought fit, approval at the EGM a special resolution (namely, resolution No. 3 as set out in the Notice, “**Resolution No. 3**”) regarding the proposed adoption of the Second Memorandum and Articles incorporating the Proposed Amendments in substitution for and to the exclusion of the Existing Memorandum and Articles.

Whilst the Board strongly supported the Proposed Amendments, the Board noted that given the Memorandum and Articles have not been amended since 2012, the Proposed Amendments are relatively substantive, and Shareholders may need further time to assess and consider the Proposed Amendments. The Company always values the views of the Shareholders and welcomes their suggestions and concerns relating to the Group's management and governance. Accordingly, in order to provide further time to the Shareholders to consider the Proposed Amendments, after careful consideration, the Board hereby announces that Resolution No. 3 is withdrawn, and will not be proposed at the EGM for consideration and approval by the Shareholders.

Save as disclosed in this announcement, all information and contents as set out in the Circular, the Notice and the Proxy Form remain unchanged. No revised documents will be sent to the Shareholders. If Shareholders have completed, signed and lodged the Proxy Form in accordance with the instructions as set out in the Proxy Form, the Proxy Form will still be valid, except that no vote will be conducted or counted by the Company for Resolution No. 3. Shareholders are reminded to carefully read the Notice and the Circular for details in respect of other resolutions which will be put forward as scheduled for consideration and approval at the EGM, eligibility for attending the EGM, appointment of proxy and other relevant matters.

The Company will make separate announcement in due course to inform the Shareholders of matters relating to the putting forward of resolution(s) regarding proposed amendments to the Memorandum and Articles in a subsequent general meeting (date, time and venue to be further notified).

On behalf of the Board  
**DU Juan**  
*Chairperson*

Hong Kong, 26 September 2022

*As at the date of this announcement, the Board comprises Ms. DU Juan, Mr. YAN Xiaolin and Mr. HU Dien Chien as executive Directors, Mr. WANG Cheng, Mr. SUN Li and Mr. LI Yuhao as non-executive Directors and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.*