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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)

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules in relation to the Proposed Amendments to the Memorandum and Articles.

Reference is made to (i) the August Announcement and the September Circular in respect of, among others, the Previous Proposed Amendments to the Memorandum and Articles; and (ii) the September Announcement in respect of the withdrawal of the proposed special resolution regarding the proposed adoption of the second amended and restated Memorandum and Articles incorporating the Previous Proposed Amendments in substitution for and to the exclusion of the Existing Memorandum and Articles.

As stated in the September Circular, pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Stock Exchange has revised the core shareholder protection standards under Appendix 3 to the Listing Rules with effect from 1 January 2022. Listed issuers are required to make necessary amendments to their constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents in conformity with the revised Appendix 3 to the Listing Rules.

The Memorandum and Articles have not been amended since 2012. Accordingly, in August 2022, the Board resolved to put forward to Shareholders for consideration and approval the Previous Proposed Amendments in order to (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the applicable laws of Cayman Islands; (ii) allow general meetings of the Company to be held in the form of a hybrid meeting or electronic meeting where Shareholders may attend by electronic means in addition to a physical meeting where Shareholders attend in person; and (iii) provide flexibility to the Company in relation to the conduct of general meetings. Other housekeeping and consequential amendments to the Memorandum and Articles were also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands. For details of the Previous Proposed Amendments, please refer to the September Circular.

Yet, as disclosed in the September Announcement, in order to provide further time to the Shareholders to consider the Previous Proposed Amendments to the Memorandum and Articles, the proposed special resolution regarding the proposed adoption of the second amended and restated Memorandum and Articles incorporating the Previous Proposed Amendments in substitution for and to the exclusion of the Existing Memorandum and Articles was withdrawn by the Board after careful consideration, and was not put forward at the extraordinary general meeting of the Company held on 29 September 2022 for consideration and approval by the Shareholders.

Since the publication of the September Circular, the Company has communicated with Shareholders and investors as to the underlying rationales and implications of the Previous Proposed Amendments. In this connection, the Board proposes to put forward the Proposed Amendments, which is substantially the same as the Previous Proposed Amendments (save for some minor tidy-up and housekeeping amendments as more particularly set out in the circular to be despatched to the Shareholders), for consideration and approval by the Shareholders at the EGM and the Board believes that there should have been sufficient time for the Shareholders and potential investors to consider the Proposed Amendments, especially also taking into account the time lapse since the Previous Proposed Amendments were first introduced as set out in the September Circular. Full text of the Proposed Amendments will be set out in the appendix to the circular to be despatched to the Shareholders.

The Proposed Amendments and the proposed adoption of the Second Memorandum and Articles are subject to the approval of the Shareholders by way of passing a special resolution at the EGM.

A circular containing, among other things, (i) further details of the Proposed Amendments and the proposed adoption of the Second Memorandum and Articles; and (ii) a notice convening the EGM, will be despatched to the Shareholders on or before 18 November 2022.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“Articles”	the articles of association of the Company as amended from time to time;
“August Announcement”	the announcement of the Company dated 26 August 2022 in respect of, among others, the Previous Proposed Amendments to the Memorandum and Articles;
“Board”	the board of Directors;
“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);
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, and if thought fit, approve, the amendments to the Memorandum and Articles by way of adoption of the Second Memorandum and Articles;
“Existing Memorandum and Articles”	the existing amended and restated Memorandum and Articles adopted by a special resolution passed on 8 May 2012;

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the rules governing the listing of securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company as amended from time to time;
“Previous Proposed Amendments”	the previous proposed amendments to the Existing Memorandum and Articles as set out in Appendix II to the September Circular, suggested to be approved by way of a special resolution, which has been withdrawn on 26 September 2022;
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles to be incorporated in the Second Memorandum and Articles;
“Second Memorandum and Articles”	the second amended and restated Memorandum and Articles incorporating all the Proposed Amendments proposed to be adopted by the Company by way of a special resolution to be passed by the Shareholders at the EGM;
“September Announcement”	the announcement of the Company dated 26 September 2022 in respect of the withdrawal of the proposed special resolution no.3 regarding the proposed adoption of the second amended and restated Memorandum and Articles incorporating the Previous Proposed Amendments in substitution for and to the exclusion of the Existing Memorandum and Articles at the extraordinary general meeting of the Company held on 29 September 2022;

“September Circular”	the circular of the Company dated 8 September 2022 in respect of, among others, the Previous Proposed Amendments to the Memorandum and Articles;
“Share(s)”	share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 7 November 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.*