



TCL ELECTRONICS HOLDINGS LIMITED

TCL 電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(the “Company”)
(Stock Code: 01070)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF 10 DECEMBER 2021, FRIDAY

I/We ⁽¹⁾ _____ of _____ being the registered holder(s) of ⁽²⁾ _____ ordinary shares of HK\$1.00 each in the capital of the Company hereby appoint the chairman of the extraordinary general meeting of the Company, or ⁽³⁾ _____ of _____ as my/our proxy to attend and vote for me/us in my/our name and on my/our behalf at the extraordinary general meeting of the Company (“Meeting”) to be held at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on 10 December 2021, Friday, at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting (“Notice”) and at such Meeting (and any adjournment thereof) vote for me/us in my/our name(s) and on my/our behalf in respect of the following resolutions as indicated below; and if no such indication is given, as my/our proxy(ies) think(s) fit:

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve, confirm and ratify the Master Sale and Purchase (2022-2024) Agreement (as defined in the circular of the Company dated 22 November 2021), the terms and the transactions thereunder together with the relevant proposed annual caps as set out in the ordinary resolution No. 1 of the Notice.		
2.	To approve, confirm and ratify the Master Services (2022-2024) Agreement (as defined in the circular of the Company dated 22 November 2021), the terms and the transactions thereunder together with the relevant proposed annual caps as set out in the ordinary resolution No. 2 of the Notice.		
3.	To approve, confirm and ratify the Master Financial (2022-2024) Agreement (as defined in the circular of the Company dated 22 November 2021), the terms and the transactions thereunder together with the relevant proposed annual caps as set out in the ordinary resolution No. 3 of the Notice.		
4.	To approve, confirm and ratify the Master Brand Promotion (2022-2024) Agreement (as defined in the circular of the Company dated 22 November 2021), the terms and the transactions thereunder together with the relevant proposed annual caps as set out in the ordinary resolution No. 4 of the Notice.		
5.	To elect Ms. DU Juan as an executive director of the Company.		
6.	To elect Mr. WANG Cheng as a non-executive director of the Company until the conclusion of the annual general meeting of the Company of 2024.		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:-

- Full name(s) and address(es) should be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the chairman of the Meeting, please strike out “the chairman of the extraordinary general meeting of the Company, or” and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** in the space provided. If you are a holder of two or more shares of the Company, you may appoint one or more proxies to attend and vote at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX(ES) MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX(ES) MARKED “AGAINST” BESIDE THE RESOLUTION.** In the absence of any such indication, the proxy(ies) will be entitled to cast his/her vote(s) or will abstain at his/her discretion. Your proxy(ies) will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of shares, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company. Several executors and administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong at Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he/she acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he/she acts as proxy as such member could exercise if it were an individual member.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the Meeting and vote on that particular resolution.
- The Company reserves its right to treat any proxy form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- The Company reserves its right to request (i) any member or his/her/its proxy to produce proof of identity when attending the Meeting; and (ii) any representative of a corporate member to produce proof of identity and a copy of the resolution of the board of directors or other governing body or power of attorney of that member appointing such representative to attend the Meeting.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the Meeting.
- In view of the recent development of the pandemic caused by 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 Meeting:-
 - compulsory body temperature check will be conducted for every person at the entrance of the venue of Meeting. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue;
 - every person is required to wear facial mask at the venue of the Meeting;
 - seating in the Meeting venue will be arranged so as to allow for appropriate social distancing; and
 - no refreshments will be served at the Meeting.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the Meeting.

The Company wishes to remind its shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising their voting rights and strongly advises the shareholders to appoint the chairman of the Meeting as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form as an alternative to attending the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. For more details, please refer to the proxy form for the Meeting.

Shareholders of the Company and other participants who will attend the Meeting in person are advised to (a) consider carefully the risk of attending the Meeting, which will be held in an enclosed environment; (b) follow and comply with any laws, regulations, guidelines or requirements implemented by the Hong Kong Government relating to COVID-19 pandemic; and (c) not to attend the Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“PDPO”), which includes the name(s) and address(es) of you and your proxy(ies).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “Purposes”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Tricor Tengis Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.