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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 form of proxy 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) DECLARATION OF FINAL DIVIDEND**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**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 6 June 2025, Friday, at 2:30 p.m. is set out on pages 23 to 27 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 Investor Services 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.

15 May 2025

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## DEFINITIONS

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

“2023 Share Award Scheme”	the share award scheme adopted by the Company at the extraordinary general meeting of the Company on 3 November 2023 (as amended from time to time);
“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 6 June 2025, Friday, 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 15 May 2025 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;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“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;
“Director(s)”	the director(s) of the Company;
“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;

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## DEFINITIONS

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“General Mandate”	a general mandate to the Directors to allot, issue Shares and/or otherwise deal with the Shares (including the sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury 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, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same);
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	12 May 2025, 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, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to the “PRC” and “China” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China;
“Remuneration Committee”	the remuneration committee of the Company;

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## DEFINITIONS

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“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 (excluding treasury 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 (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same);
“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 capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	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;
“treasury shares”	has the meaning ascribed thereto under the Listing Rules, and as amended from time to time;

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## DEFINITIONS

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“Trustee(s)”	the trustee(s) appointed by the Company for the trusts in respect of the 2023 Share Award Scheme;
“U.S.”	the United States of America; 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

*Independent Non-executive Directors:*

Dr. TSENG Shieng-chang Carter

Professor WANG Yijiang

Mr. LAU Siu Ki

*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

15 May 2025

*To the Shareholders,*

Dear Sir or Madam,

**(1) DECLARATION OF FINAL DIVIDEND**

**(2) RE-ELECTION OF DIRECTORS**

**(3) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**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 declaration of final dividend;

(b) the re-election of Directors;

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## LETTER FROM THE BOARD

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- (c) the granting to the Directors of the General Mandate;
- (d) the granting to the Directors of the Repurchase Mandate; and
- (e) the granting to the Directors of the General Extension Mandate.

### **2. FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend of HK31.80 cents (HK\$0.318) per Share for the year ended 31 December 2024 to be paid to the Shareholders whose names appear on the register of members of the Company at the close of business on 15 July 2025, 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 2024, based on the audited consolidated financial statements of the Group, the Company had an aggregate of HK\$3,837,419,000 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\$4,576,355,000. 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\$3,774,698,000 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 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; and
- (ii) the passing of an ordinary resolution by the Shareholders to approve the payment of the final dividend out of the share premium account;

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be payable on or about 30 July 2025, 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.

### **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.

Name	Position
(a) Mr. SUN Li	Executive Director
(b) Dr. TSENG Shieng-chang Carter	Independent non-executive Director
(c) Professor WANG Yijiang	Independent non-executive Director

Mr. SUN Li and Professor WANG Yijiang, being eligible, will offer themselves for re-election at the AGM, whereas as stated in the Company's announcement dated 15 May 2025, as Dr. TSENG Shieng-chang Carter has been an independent non-executive Director for more than 9 years and with an aim to promote good corporate governance of the Company and healthy development of the Board, he shall retire from office as an independent non-executive Director with effect from the conclusion of the AGM and will not offer himself for re-election. Dr. TSENG Shieng-chang Carter 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. Given that Dr. TSENG Shieng-chang Carter's retirement will result in the number of independent non-executive Directors falling below the requirements of Rule 3.10(1) of the Listing Rules, the Company will identify a suitable candidate and carry out the necessary procedures to fill the vacancy of an independent non-executive Director as soon as possible, and make further announcement(s) as required by laws, regulations and regulatory requirements as and when appropriate.

If re-elected at the AGM, each of Mr. SUN Li and Professor WANG Yijiang 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 Director**

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 Professor WANG Yijiang as an independent non-executive Director. In particular, the Nomination Committee has assessed him against the following nomination criteria applicable to independent non-executive Directors:

- (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 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;

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## LETTER FROM THE BOARD

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- (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 Professor WANG Yijiang 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 Professor WANG Yijiang's performance as an independent non-executive Director and considers that Professor WANG Yijiang 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 Professor WANG Yijiang would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular. In particular, Professor WANG Yijiang is experienced in the human resources management and economics fields and has been serving at a number of internationally renowned universities, and his research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organisation. With Professor WANG Yijiang's strong academic background and experience in his field, the Nomination Committee considers that Professor WANG Yijiang can contribute to the diversity of the Board and his re-election would be in the interests of the Company and the Shareholders as a whole.

Professor WANG Yijiang has been an independent non-executive Director since February 2016, and thus he has served the Company for more than 9 years. Professor WANG Yijiang has confirmed to the Company that save for the interest disclosed in Appendix II to this circular, he does not have any interest in the Shares within the meaning of Part XV of the SFO, nor does he have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. Given that Professor WANG Yijiang has been an independent non-executive Director for a number of years, he is very familiar with the business and operation of the Group as well as relevant responsibilities, obligations and requirements under the Listing Rules for being an independent non-executive Director. The Company is not aware of any matter which may indicate that Professor WANG Yijiang cannot remain as an independent non-executive Director. Having considered the above, the Nomination Committee is satisfied that Professor WANG Yijiang remains independent in accordance with Rule 3.13 of the Listing Rules.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Professor WANG Yijiang stand for re-election as an independent non-executive Director at the AGM. As a good corporate governance practice, Professor WANG Yijiang 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.

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## LETTER FROM THE BOARD

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The Nomination Committee and the Board are aware that the Stock Exchange published conclusions to its consultation on Review of the Corporate Governance Code and related Listing Rules on 19 December 2024, which introduced certain amendments on the Corporate Governance Code and related Listing Rules, including, among others, that a listed issuer's board must not include an independent non-executive director who has served more than 9 years with a phased implementation over an extended six-year transitional period. The Company will identify suitable candidate(s) in due course to ensure compliance of the relevant rules.

### **Recommendation of the Nomination Committee on re-election of Director 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 Mr. SUN Li. The Nomination Committee is of the view that he 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 his re-election would be in the interests of the Company and the Shareholders as a whole.

## **4. VARIOUS MANDATES**

Pursuant to the resolutions passed by the Shareholders on 20 May 2024, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with the Shares in the share capital of the Company up to 20% of the number of issued Shares of the Company as at the date of passing of the resolution granting the mandate (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved); and (b) a general unconditional mandate to repurchase the Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution granting the mandate (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved); and (c) the power to extend the general unconditional mandate mentioned in (a) above by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above.

### **(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 allot, issue and/or otherwise deal with any Shares (including the sale or transfer of treasury shares out of treasury) prevailing up to 20% of the number of issued Shares (excluding treasury 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, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury 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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As at the Latest Practicable Date, the number of issued Shares was 2,520,935,155 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 (including the sale or transfer of treasury shares out of treasury) 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 504,187,031 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, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention to issue any new Shares or sell or transfer any treasury 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 (excluding treasury 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 (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same).

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 2,520,935,155 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 252,093,515 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 (excluding treasury 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.

The Board notes that with effect from 11 June 2024, the Listing Rules have been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury; and (ii) govern the resale of treasury shares. Subject to adoption of the Repurchase Mandate at the AGM, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares; and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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## LETTER FROM THE BOARD

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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.

## **5. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 23 to 27 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 Investor Services 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.

## **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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 2 June 2025, 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 2 June 2025, 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 15 July 2025, Tuesday, for the purposes of determining the entitlements of the Shareholders to the proposed final dividend for the year ended 31 December 2024 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 15 July 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 14 July 2025, 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. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s). 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 2,520,935,155 fully paid-up Shares and the Company did not hold any Shares in treasury.

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 252,093,515 Shares, representing 10% of the number of issued Shares (excluding treasury 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 (excluding treasury 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.

Subject to approval of the Repurchase Mandate at the AGM, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares; and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the General Mandate (if granted) and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

## **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 2024, 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 purchase 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 2,520,935,155 to 2,268,841,640.

As at the Latest Practicable Date, T.C.L. Industries (H.K.) held 1,374,856,288 Shares, representing approximately 54.54% 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 54.54% to 60.60% 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:

	<b>Share Price</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2024</b>		
May	6.350	5.080
June	6.970	5.620
July	6.440	4.760
August	5.200	4.350
September	6.040	4.450
October	6.060	4.720
November	6.100	4.850
December	6.440	4.970
<b>2025</b>		
January	7.180	5.580
February	8.000	6.210
March	9.500	7.060
April	10.620	6.090
May (up to the Latest Practicable Date)	10.740	9.470

**6. REPURCHASE OF SHARES**

The Company had not purchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise. During the six months preceding the Latest Practicable Date, pursuant to the rules of the 2023 Share Award Scheme, the Trustees purchased on the Stock Exchange a total of 21,700,000 existing Shares, all for the 2023 Share Award Scheme. The total amount paid by the Company to the Trustees to acquire such existing and new Shares were approximately HK\$177,850,000.

**7. STATUS OF REPURCHASED SHARES**

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase(s), which may change due to actual circumstances of the Company. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in future, including but not limited to, any next day disclosure return (which shall identify, among others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchase) and relevant monthly return.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the following interim measures, including:

- (i) procuring its broker not to give an instruction to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-registering them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

**8.      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/she 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 purchases 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.     **Mr. SUN Li (“Mr. SUN”)**

Born in April 1977, Mr. SUN is an executive Director. Mr. SUN became a non-executive Director with effect from February 2020 and was re-designated to an executive Director with effect from March 2024. He is also the chief technology officer of TCL Industries Holdings. He graduated from Shanghai Jiao Tong University with a Master’s Degree in Engineering. With extensive experience in the communications industry, Mr. SUN has been deeply involved in artificial intelligence for many years. Mr. SUN worked at the mobile phone research and development department of Alcatel from March 2001 to 2004. Since joining TCL Communication Technology Holdings Limited (a company incorporated in the Cayman Islands with limited liability, whose shares were listed on the Main Board of the Stock Exchange from September 2004 to September 2016 (then stock code: 02618.HK), which has become a direct wholly-owned subsidiary of the Company since 1 September 2020) in 2004, he had served as research and development department manager, pre-research department manager, director of software at global research and development centre and deputy general manager of global research and development centre and established a team engaged in smart phone software, a management system of global operators’ technological needs and a software platform for global operators from 2004 to July 2017. From August 2017 to June 2019, he was a vice president of Thunder Software Technology Co., Ltd. (300496.SZ). During this period, Mr. SUN established the intelligent vision business group, focusing on camera technology, computer vision algorithms and AI algorithms which were applied to mobile phones, IoT, automotive and industrial fields, and opened up new businesses for industrial visual detection based on deep learning.

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

- (a)     1,343,419 Shares; and
- (b)     2,417,500 unvested awarded shares of the Company granted under the 2023 Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. SUN (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. SUN has entered into a letter of appointment with the Company for an initial term of three years commencing on 28 February 2020, 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. On 28 March 2024, Mr. SUN 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. SUN 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.

### **2.     Professor WANG Yijiang (“Professor WANG”)**

Born in May 1953, Professor WANG is an independent non-executive Director, the chairperson of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee. Professor WANG became an independent non-executive Director in February 2016. He is currently the Professor of Economics and Human Resource and an Associate Dean at Cheung Kong Graduate School of Business. He is currently also a director of Zhejiang Red Dragonfly Footwear Co., Ltd. (603116.SH). He once served as a consultant of World Bank, a senior researcher of Chinese Economy Research Institute in School of Economics and Management of Tsinghua University and vice president of the Chinese Economists Society. He was also a professor emeritus of Human Resource Management at the Carlson School of Management of University of Minnesota and a research fellow at the William Davidson Institute of Transition Economics of the University of Michigan. He was a director of Hunan Sanxiang Bank Co., Ltd. from January 2017 to May 2023; an independent non-executive director of China VAST Industrial Urban Development Company Limited (the shares of which were listed on the Main Board of the Stock Exchange until the withdrawal of listing of its shares effective from December 2022, then stock code: 06166.HK) from November 2017 to December 2022; and an independent director of Shenzhen Overseas Chinese Town Co., Ltd. (000069.SZ) from April 2020 to June 2024. His research areas cover human resource management, labour and personnel economics, international comparison of management systems, economics of transition, emerging markets and organisational economics, and his research findings have been frequently quoted. Professor WANG graduated from the Peking University with a Bachelor's Degree in Economics and a Master's Degree in International Economics in 1982 and 1985 respectively. He then pursued further studies and obtained a Master's Degree and a Doctor of Philosophy Degree in Economics at the Harvard University in 1989 and 1991 respectively. Professor WANG was one of the awardees of Directors of the Year Awards 2024 from the Hong Kong Institute of Directors, representing for him acting as an outstanding Director of the Company and promoting good practices in corporate governance and director professionalism in Hong Kong.

As at the Latest Practicable Date, Professor WANG is interested or is deemed to be interested in 44,312 Shares.

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

Save as disclosed above, as at the Latest Practicable Date, Professor WANG (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.

Professor WANG 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 1 February 2016, 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 and once so elected/re-elected at the general meeting, his term of appointment will automatically be renewed up to such date as resolved by the Shareholders at such general meeting.

Pursuant to the terms of the letter of appointment, Professor WANG 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 2024 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 2023 Share Award Scheme (HK\$'000)	Pension scheme contributions (HK\$'000)	Total remuneration (HK\$'000)
Mr. SUN	–	–	–	–	363	–	363
Professor WANG	400	–	–	–	–	–	400

The emoluments to be received in 2025 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.

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

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### **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, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling Shareholders, and 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 6 June 2025, Friday 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 (“**Director(s)**”) and the independent auditor of the Company (“**Auditor**”) for the year ended 31 December 2024.
2. To declare a final dividend of HK31.80 cents per ordinary share of the Company for the year ended 31 December 2024 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 at the close of business on 15 July 2025, 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 Mr. SUN Li as an executive Director.
  - (b) To re-elect Professor WANG Yijiang 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 shares in the Company (**“Share(s)”**) (including any sale or transfer of treasury shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**)) out of treasury) 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 (excluding treasury 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, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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); and

Any reference to a/an allotment, issue, grant or offer of, or dealing in, shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

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 the Company may hold the Shares so repurchased in treasury and that the exercise by the Directors of all powers of the Company to purchase 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 (excluding treasury 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 (excluding treasury 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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.”
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 issued, allotted or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) or agreed conditionally or unconditionally to be issued, allotted or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to and in accordance with resolution no. 6 above.”

On behalf of the Board  
**TCL Electronics Holdings Limited**  
**DU Juan**  
*Chairperson*

Hong Kong, 15 May 2025

*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/her 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 15 May 2025. 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 notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services 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, this 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 2 June 2025, 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 2 June 2025, 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 2024 is 15 July 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 14 July 2025, Monday. The Hong Kong register of members of the Company will be closed on 15 July 2025, Tuesday, during which no transfer of the Shares may be registered.

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## NOTICE OF ANNUAL GENERAL MEETING

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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/she 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. With regard to resolution no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares or sell or transfer any treasury 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 of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the 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 and Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.*