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## **SKYWORTH DIGITAL HOLDINGS LIMITED**

**(創維數碼控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00751)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Skyworth Digital Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on 30 August 2011 at 10:00 a.m. (or any adjournment thereof) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and the auditors (the “Auditors”) of the Company thereon for the year ended 31 March 2011.
2. To approve and declare a final dividend for the year ended 31 March 2011 (with scrip option).
3. (A) To re-elect Mr. Zhang Xuebin as an executive Director;  
(B) To re-elect Ms. Lin Wei Ping as an executive Director;  
(C) To re-elect Mr. Shi Chi as an executive Director; and  
(D) To re-elect Mr. Li Weibin as an independent non-executive Director.
4. To authorise the Board to fix the remuneration of Directors.
5. To re-appoint Auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in

\* *For identification purposes only*

the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (“Share Option Scheme”) of the Company adopted by the resolution of the shareholders of the Company passed on 30 September 2008, the existing limit on the grant of options under the Share Option Scheme and any other schemes of the Company be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued upon exercise, of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (“Refreshed Limit”) and that the Directors of the Company be and are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company under the Refreshed Limit pursuant to the exercise of such options.”

7. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended from time to time) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) or any other applicable laws to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

On behalf of the Board  
**Skyworth Digital Holdings Limited**  
**Leung Chi Ching, Frederick**  
*Executive Director, Chief Financial Officer  
& Company Secretary*

Hong Kong, 28 July 2011

*As at the date hereof, the Board of the Company comprised of Mr. Zhang Xuebin as executive Chairman of the Board, Ms. Ding Kai, Mr. Yang Dongwen, Ms. Lin Wei Ping, Mr. Lu Rongchang, Mr. Leung Chi Ching, Frederick and Mr. Shi Chi as executive Directors, and Mr. So Hon Cheung, Stephen, Mr. Li Weibin, and Ms. Chan Wai Kay, Katherine as independent non-executive Directors.*

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*  
Rooms 1601-04  
Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and, subject to the provisions of the bye-laws of the Company, vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person should he so desire.
- (3) The board of Directors has recommended a final dividend of HK9 cents (with scrip option) for the year ended 31 March 2011 per Share and, if such dividend is declared by the members passing resolution 2, it is expected to be paid on or around 28 October 2011 to those shareholders whose names appeared on the Company's register of members on 16 September 2011.
- (4) The register of members of the Company will be closed from 26 August 2011 to 30 August 2011 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 25 August 2011.
- (5) An explanatory statement containing further details regarding resolution 7 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
- (6) Particulars of the retiring Directors are set out in Appendix II to the Circular.