

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in **Skyworth Digital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Skyworth**

**SKYWORTH DIGITAL HOLDINGS LIMITED**

**(創維數碼控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00751)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Skyworth Digital Holdings Limited to be held at Cliftons Limited, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on 28 July 2016 at 10:00 a.m. or any adjournments of the meeting, at which the proposed resolutions as stated in the aforesaid notice will be considered, is set out on pages 14 to 18 of this circular.

If you do not intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

24 June 2016

\* For identification purpose only

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Cliftons Limited, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 28 July 2016 at 10:00 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company (as amended from time to time);
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Skyworth Digital Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company from time to time;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to issue Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate;
“Latest Practicable Date”	20 June 2016, being the latest practicable date for ascertaining certain information for inclusion in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM authorising them to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.



**SKYWORTH DIGITAL HOLDINGS LIMITED**

**(創維數碼控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00751)**

*Executive Directors:*

Lin Wei Ping (*Executive Chairperson*)  
Yang Dongwen (*Chief Executive Officer*)  
Shi Chi  
Chan Wai Kay, Katherine  
Liu Tangzhi

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Li Weibin  
Wei Wei  
Cheong Ying Chew, Henry

*Principal place of business:*

Rooms 1601-04  
Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

24 June 2016

*To the Shareholders:*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information on the following proposals:

- (a) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of passing the relevant resolution;
- (b) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; and
- (c) re-election of retiring Directors.

The AGM Notice is set out on pages 14 to 18 of this circular.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES

#### (A) Issue Mandate

At the 2015 annual general meeting of the Company held on 20 August 2015, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to issue and otherwise deal with Shares in accordance with the Listing Rules. This general mandate will lapse at the conclusion of the AGM. It is therefore the Board, after due and careful consideration, has decided to propose the ordinary resolutions at the AGM: (i) to consider and, if thought fit, granting a general mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing such resolution; and (ii) to approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted. If the Company conducts a share consolidation or subdivision after the ordinary resolution in relation to the Issue Mandate has been passed at the AGM, the maximum number of Shares which may be issued under the Issue Mandate shall be adjusted so that the maximum number of Shares which may be issued under the Issue Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

Shareholders are referred to the AGM Notice, as set out on pages 14 to 18, for details of the resolutions on this general mandate which will be considered at the AGM.

As at the Latest Practicable Date, the number of Shares in issue was 2,940,083,388. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to issue up to a maximum of 588,016,677 Shares.

The Issue Mandate will expire upon whichever is the earlier 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, 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 in general meeting revoking or varying the authority given to the Directors under the ordinary resolution approving the Issue Mandate.

## LETTER FROM THE BOARD

### **(B) Repurchase Mandate**

At the 2015 annual general meeting of the Company held on 20 August 2015, an ordinary resolution was passed by the Shareholders to grant a general unconditional mandate to the Directors to repurchase Shares in accordance with the Listing Rules. This general mandate will lapse at the conclusion of the AGM. It is therefore proposed that a general mandate to repurchase Shares be granted to the Directors by not exceeding 10% of the number of the issued Shares as at the date of the passing of the relevant ordinary resolution granting such mandate. If the Company conducts a share consolidation or subdivision after the ordinary resolution in relation to the Repurchase Mandate has been passed at the AGM, the maximum number of Shares which may be repurchased under the Repurchase Mandate shall be adjusted so that the maximum number of Shares which may be repurchased under the Repurchase Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

Shareholders are referred to the AGM Notice, as set out on pages 14 to 18, for details of the resolution on this general mandate which will be considered at the AGM. With reference to this resolution, the Board wishes to state that it has no immediate plan to exercise the Repurchase Mandate to repurchase any Shares.

As at the Latest Practicable Date, the number of Shares in issue was 2,940,083,388. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to repurchase up to a maximum of 294,008,338 Shares.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular, which contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the AGM.

The Repurchase Mandate will expire upon whichever is the earlier 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, 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 in general meeting revoking or varying the authority given to the Directors by the ordinary resolution approving the Repurchase Mandate.

## LETTER FROM THE BOARD

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-laws 86 and 87 of the Bye-laws, Ms. Lin Wei Ping, Ms. Chan Wai Kay, Katherine and Mr. Liu Tangzhi will retire at the AGM and being eligible, offer themselves for re-election. The biographical details of the retiring Directors are set out in Appendix II to this circular.

### 4. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 28 July 2016 at 10:00 a.m. (or any adjournment thereof) at Cliftons Limited, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong is set out on pages 14 to 18 of this circular. At the meeting, resolutions will be proposed to approve (i) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of passing the relevant resolution; (ii) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; (iii) the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted; and (iv) the re-election of Ms. Lin Wei Ping, Ms. Chan Wai Kay, Katherine and Mr. Liu Tangzhi as Directors. In accordance with Rule 13.39(4) of the Listing Rules, the voting on all resolutions at the AGM will be conducted by way of poll.

A form of proxy for the AGM is enclosed herewith. If you do not intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as practicable and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire.

### 5. RESPONSIBILITY STATEMENT

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.



## LETTER FROM THE BOARD

### 6. RECOMMENDATIONS

The Board considers that (i) the granting to the Directors of the general mandate to issue Shares up to a maximum of 20% of the number of Shares in issue as at the date of passing the relevant resolution; and (ii) the granting to the Directors of the general mandate to repurchase Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution; (iii) the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted; and (iv) the re-election of Ms. Lin Wei Ping, Ms. Chan Wai Kay, Katherine and Mr. Liu Tangzhi as Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM in respect thereof.

### 7. ADDITIONAL INFORMATION

Your attention is drawn to the “Explanatory Statement of the Repurchase Mandate” set out in Appendix I and the “Particulars of Directors Proposed for Re-election at the Annual General Meeting” set out in Appendix II to this circular.

Yours faithfully,  
By order of the Board  
**Skyworth Digital Holdings Limited**  
**Lin Wei Ping**  
*Executive Chairperson*

*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate to be proposed at the AGM.*

**1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,940,083,388 Shares.

Subject to the passing of the relevant ordinary resolution to approve the grant of the Repurchase Mandate and assuming no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company may under the Repurchase Mandate purchase a maximum of 294,008,338 Shares during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied by Shareholders.

**2. REASONS FOR SHARE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made if the Directors believe that such repurchase is in the interests of the Company and its Shareholders.

**3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may employ funds from internal resources and may only apply funds legally available for such purpose in accordance with all applicable laws of Bermuda, the Memorandum of Association of the Company and the Bye-laws. The Company is permitted under the Memorandum of Association of the Company and the Bye-laws to repurchase its Shares.

Based on the audited consolidated financial statements of the Company for the year ended 31 March 2016 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate to repurchase Shares at any time during the proposed repurchase period may potentially have a material adverse impact on the working capital position or gearing position of the Company as compared with its financial position as at 31 March 2016. The Directors do not propose to make any repurchase to the extent that it would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **4. SHARE PRICES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were:

	<b>Price per share</b>	
	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2015</b>		
July	7.10	4.71
August	6.14	4.28
September	5.54	4.34
October	6.69	5.32
November	6.58	4.73
December	5.17	4.58
<b>2016</b>		
January	5.11	3.81
February	4.50	3.85
March	5.11	4.26
April	5.50	4.73
May	5.26	4.63
June (up to the Latest Practicable Date)	6.05	4.67

#### **5. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

#### **6. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

#### **7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the Memorandum of Association of the Company and the Bye-laws.

## **8. EFFECT OF THE TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of Shareholders' interests, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

According to the register of interests maintained by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Target Success Group (PTC) Limited ("Target Success") is interested in a total of 1,113,468,379 Shares in its capacity as trustee of the Skysource Unit Trust, all of the units in which are held by Mr. Wong Wang Sang, Stephen ("Mr. Wong"), the former non-executive Chairman of the Company. Mr. Wong is interested in 1,122,102,349 Shares, which comprise the deemed interest in 1,113,468,379 Shares held by Target Success by virtue of his interest in more than one-third of the voting shares in Target Success and the deemed interests in 8,633,970 Shares held by his spouse, Ms. Lin Wei Ping ("Ms. Lin"). Ms. Lin is interested in 1,122,102,349 Shares, which comprise 8,633,970 Shares held by herself and the deemed interest in 1,113,468,379 Shares held by her spouse, Mr. Wong. As such, Mr. Wong is interested or deemed to be interested in a total of 1,122,102,349 Shares, representing approximately 38.17% of the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (assuming the shareholdings as at the Latest Practicable Date remain the same) the shareholding of Target Success, Mr. Wong and Ms. Lin (who are presumed to be acting in concert with each other under the Takeovers Code) will be increased to approximately 42.41% of the issued share capital of the Company. The Directors are aware that this would give rise to an obligation on the part of Target Success, Mr. Wong and Ms. Lin to make a mandatory general offer for all the Shares not already held by Target Success, Mr. Wong and Ms. Lin under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares pursuant to the Repurchase Mandate to the extent which would result in a general offer obligation being triggered.

*The emoluments of the Directors are reviewed by the Remuneration Committee of the Company from time to time, and determined with reference to the qualifications, responsibilities, experience and performance of the individual Directors, and the financial performance of the Group. Set out below are the details of the Directors proposed to be re-elected at the AGM.*

**(1) MS. LIN WEI PING (“MS. LIN”)**

Ms. Lin Wei Ping, aged 58, is an executive Director, a member of remuneration committee of the Company and a director of certain subsidiaries of the Company. She was appointed as the executive chairperson of the Company since 1 April 2013.

Ms. Lin joined the Group in 1993. Ms. Lin was the deputy manager of purchasing department and administration manager in Hong Kong and subsequently, the head of human resources department of the Group, primarily responsible for material purchasing from overseas market and administration and human capital management for certain companies within the Group.

Ms. Lin graduated from South China University of Technology in the PRC with a bachelor degree in electronic engineering. Before joining the Group, Ms. Lin had worked in the Ministry of Information Industry in the PRC as a research engineer.

Pursuant to the service contract entered into between Ms. Lin and the Company for a term of 3 years commencing from 8 February 2015 to 7 February 2018, she is entitled to a total remuneration of HK\$2,100,000 per annum with discretionary bonus based on the performance of the Group. The remuneration of Ms. Lin was determined with reference to her duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. Ms. Lin is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules.

Ms. Lin is the spouse of Mr. Wong Wang Sang, Stephen, who is a former non-executive Director and a controlling shareholder of the Company. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Lin was interested in a total of 1,122,102,349 Shares, which comprise 8,633,970 Shares held by herself and the deemed interest in 1,113,468,379 Shares held by her spouse, Mr. Wong Wang Sang, Stephen, which representing approximately 38.17% of the existing issued Shares.

Save as disclosed above, Ms. Lin does not have any other relationships with any Director, senior management, substantial or controlling shareholder of the Company. Ms. Lin has not held any directorships in any other listed public companies in the last 3 years. Save as disclosed herein, there are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of her re-election as a Director.

**(2) MS. CHAN WAI KAY, KATHERINE (“MS. CHAN”)**

Ms. Chan Wai Kay, Katherine, aged 57, is an executive Director and a director of certain subsidiaries of the Company. Ms. Chan was appointed as an independent non-executive Director in July 2010 and on 9 September 2013, was re-designated as an executive Director. Ms. Chan is also a member of the nomination committee of the Company.

Ms. Chan holds a Bachelor degree of Business Administration from the University of Southern California, the United States of America. Ms. Chan has around 20 years of experience in financial services industry and has extensive experience in supervising initial public offerings and other fund raising exercises conducted by companies in Asia. With various key positions previously held in listed companies, Ms. Chan has profound practicing knowledge in company's strategic planning and corporate management of listed companies.

At present, Ms. Chan is also the deputy chairman and an executive director of China Ground Source Energy Industry Group Limited (Stock code: Hong Kong 08128) which is listed on the Growth Enterprise Market of the Stock Exchange.

Pursuant to the service contract entered into between Ms. Chan and the Company for a term of 3 years commencing from 9 September 2013 to 8 September 2016, she is entitled to a total remuneration of HK\$2,000,000 per annum with discretionary bonus based on the performance of the Group. The remuneration of Ms. Chan was determined with reference to her duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. Ms. Chan is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules.

As at the Latest Practicable Date, Ms. Chan was beneficially interested, within the meaning of Part XV of the SFO, in 3,900,000 Shares and share options to subscribe for 7,500,000 Shares.

Save as disclosed above, Ms. Chan does not have any relationships with any Director, senior management, substantial or controlling shareholder of the Company.

Save as described below, there is no enterprise, company or unincorporated enterprise that has been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it during the time when Ms. Chan was a director or within 12 months after her ceasing to be a director.

The following two companies incorporated in Hong Kong (each an indirectly wholly owned subsidiary of Natural Dairy (NZ) Holdings Limited), in which Ms. Chan was a director, have been put into creditors' voluntary winding up:

1. Linfair Engineering (H.K.) Co. Ltd. (commencement of creditors' voluntary winding up on 15 September 2009); and
2. Linfair Capital Limited (commencement of creditors' voluntary winding up on 15 September 2009).

As there are no matters which cast doubt on Ms. Chan's integrity and capabilities as a director of a listed issuer, the Board does not consider the winding up of the above two companies would present any negative factors in respect of her re-election.

Save as disclosed herein, Ms. Chan has not held any directorships in any other listed public companies for the last 3 years. There are no other matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of her re-election as a Director.

**(3) MR. LIU TANGZHI (“MR. LIU”)**

Mr. Liu Tangzhi, aged 53, joined the Group in 1998. He is an executive Director, the vice president of Skyworth Group Co., Ltd., the president of Shenzhen Chuangwei-RGB Electronics Co., Ltd. (“TV Business Unit”) and also a director of certain subsidiaries of the Company.

Mr. Liu graduated from the Zhongnan University of Economics and Law in Wuhan with a bachelor degree in economics, and graduated from Macao University of Science and Technology with a master degree in business administration.

Pursuant to the service contracts entered into between Mr. Liu and the Group for a term of 3 years commencing from 15 December 2015 to 14 December 2018, he is entitled to a total remuneration of RMB1,800,000 per annum, including a director’s fee of RMB480,000 per annum, together with annual bonus based on the performance of the TV Business Unit and the Group. The remuneration of Mr. Liu was determined with reference to his duties and responsibilities in the Group, and was reviewed by the remuneration committee of the Company and approved by the Board. Mr. Liu is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Liu was interested in a total of 21,535,153 Shares which comprise 3,831,153 Shares held by himself and deemed interested in 500,000 Shares held by his spouse; share options to subscribe for 16,000,000 Shares and 1,204,000 awarded Shares.

Save as disclosed above, Mr. Liu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Liu has not held any directorships in any other listed public companies in the last 3 years. Save as disclosed herein, there are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of his re-election as a Director.

## NOTICE OF ANNUAL GENERAL MEETING



### 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 (the “AGM”) of Skyworth Digital Holdings Limited (the “Company”) will be held at Cliftons Limited, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on 28 July 2016 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 2016.
2. To approve a final dividend for the year ended 31 March 2016 (with scrip option).
3. (A) To re-elect Ms. Lin Wei Ping as an executive Director;  
(B) To re-elect Ms. Chan Wai Kay, Katherine as an executive Director; and  
(C) To re-elect Mr. Liu Tangzhi as an executive Director.
4. To authorise the board of Directors of the Company (the “Board”) to fix the remuneration of Directors.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as 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:**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* For identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of the shares of the Company in issue on the date of this resolution as adjusted for any share consolidation or subdivision which may be effected after the passing of this resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (d) 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 by this resolution.”

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

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7. **“THAT:**
- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (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 number of shares 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 in paragraph (c) below) shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of the passing of this resolution as adjusted for any share consolidation or subdivision which may be effected after 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 by this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT**

conditional upon resolutions numbered 6 and 7 above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 7 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 6 above, provided that the number of shares repurchased by the Company shall not exceed 10% of the total number of the share capital of the Company in issue on the date of this resolution as adjusted for any share consolidation or subdivision which may be effected after the passing of this resolution.”

By order of the Board  
**Skyworth Digital Holdings Limited**  
**Lin Wei Ping**  
*Executive Chairperson*

Hong Kong, 24 June 2016

*As at the date of this notice, the Board comprises Ms. Lin Wei Ping as the executive chairperson, Mr. Yang Dongwen as executive Director and the chief executive officer, Mr. Shi Chi, Ms. Chan Wai Kay, Katherine and Mr. Liu Tangzhi as executive Directors; and Mr. Li Weibin, Mr. Wei Wei and Mr. Cheong Ying Chew, Henry 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

# NOTICE OF ANNUAL GENERAL MEETING

*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 AGM or any adjournment 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 has recommended a final dividend of HK14.4 cents (with scrip option) for the year ended 31 March 2016 per share and, if such dividend is approved by the members by passing resolution 2, it is expected to be paid on or around 20 September 2016 to those shareholders whose names appeared on the Company's register of members on 10 August 2016.
- (4) The register of members of the Company will be closed from 26 July 2016 to 28 July 2016 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the AGM, 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 July 2016.
- (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.
- (7) **Effect of bad weather on the AGM**

The AGM will not take place if there is:

- (a) a tropical cyclone warning signal number 8 or above; or
- (b) a "black" rainstorm warning,

in force in Hong Kong 2 hours before the scheduled time of the AGM on the day of the AGM. An announcement will be made by the Company in such event.