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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)

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.

* *For identification purpose only*

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;
- (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).”

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.”

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

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.