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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 MANDATE
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Skyworth Digital Holdings Limited to be held at Cliftons, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on Friday, 28 July 2017 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 16 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.

27 June 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. GENERAL MANDATES	4
3. RE-ELECTION OF RETIRING DIRECTORS	5
4. ANNUAL GENERAL MEETING	5
5. RESPONSIBILITY STATEMENT	6
6. RECOMMENDATIONS	6
7. ADDITIONAL INFORMATION	6
APPENDIX I – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	7
APPENDIX II – PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING	10
NOTICE OF ANNUAL GENERAL MEETING	14

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, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 28 July 2017 at 10:00 a.m. (or any adjournment thereof);
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 16 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);
“CG Code”	Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules;
“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;
“Latest Practicable Date”	21 June 2017, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“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;
“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;
“USA”	the United States of America; 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:

Lai Weide (*Chairman of the Board*)
Liu Tangzhi (*Chief Executive Officer*)
Lin Wei Ping
Shi Chi

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Yang Dongwen

*Principal place of business
in Hong Kong:*

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

Independent non-executive Directors:

Li Weibin
Cheong Ying Chew, Henry
Li Ming

27 June 2017

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE
TO 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 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
- (b) re-election of retiring Directors.

The AGM Notice is set out on pages 14 to 16 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATES

(A) Repurchase Mandate

At the 2016 annual general meeting of the Company held on 28 July 2016, 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 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 16, 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 3,042,631,405. 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 304,263,140 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

(B) Issue Mandate

The Board, after due and careful consideration, has decided not to propose at the AGM to grant a general mandate to the Directors to issue Shares since there is no immediate need to raise equity capital in the foreseeable future. If capital raising through an issue of Shares is required in the future, the Company will seek the necessary Shareholders' approval at the relevant time.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-laws 86 and 87 of the Bye-laws, Mr. Shi Chi, Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Li Ming 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.

Pursuant to code provision A.4.3 of the CG Code, any further appointment of an independent non-executive director who serves more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Li Weibin is an independent non-executive Director who served the Board for more than 9 years. The Board considers that Mr. Li Weibin continues to be independent as he has satisfied all the criteria for independence as set out in rule 3.13 of the Listing Rules. During his office as independent non-executive Director, he has provided constructive comments and suggestions to the Board on the Company's strategies and policies from his area of expertise. The Board considers that his continued tenure with the Company will continue to bring wide range of valuable insights and expertise to the Board. A separate resolution will be proposed for his re-election as independent non-executive Director at the AGM.

4. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 28 July 2017 at 10:00 a.m. (or any adjournment thereof) at Cliftons, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong is set out on pages 14 to 16 of this circular. At the meeting, resolutions will be proposed to approve (i) 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 (ii) the re-election of Mr. Shi Chi, Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Li Ming 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, Wan Chai, 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.

LETTER FROM THE BOARD

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.

6. RECOMMENDATIONS

The Board considers that (i) 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 (ii) the re-election of Mr. Shi Chi, Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Li Ming 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
Lai Weide
Chairman of the Board

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 3,042,631,405 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 304,263,140 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 2017 (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 2017. 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.

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:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2016		
July	6.45	5.65
August	6.34	5.54
September	6.32	5.45
October	5.76	4.87
November	5.38	4.80
December	4.91	4.13
2017		
January	5.23	4.37
February	5.53	4.95
March	5.55	5.03
April	5.25	4.36
May	4.57	4.16
June (up to the Latest Practicable Date)	4.79	4.18

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 1,166,288,473 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 1,175,332,014 Shares, which comprise the deemed interest in 1,166,288,473 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 9,043,541 Shares held by his spouse, Ms. Lin Wei Ping ("Ms. Lin"). Ms. Lin is interested in 1,175,332,014 Shares, which comprise 9,043,541 Shares held by herself and the deemed interest in 1,166,288,473 Shares held by her spouse, Mr. Wong. As such, Mr. Wong is interested or deemed to be interested in a total of 1,175,332,014 Shares, representing approximately 38.63% 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 42.92% 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) MR. SHI CHI

Mr. Shi Chi (“Mr. Shi”), aged 46, is an executive Director. He joined the Group in 2000 and is a director and the president of Skyworth Digital Co. Ltd., which is a subsidiary of the Company and is listed on the Shenzhen Stock Exchange (Stock code: 000810.SZ), in which Mr. Shi holds 3.55% of the shareholding. He is also a director of certain subsidiaries of the Company.

Mr. Shi graduated from Huazhong University of Science & Technology with a Doctorate degree in Communication and Electronic System. Mr. Shi has been participating in numerous national and provincial projects on technological researches, in charge of designing several high-end digital television products and publishing over 20 articles in various professional and science journals. He is the vice president of China Radio and TV Equipment Industry Association, the president of Shenzhen Young Science and Technology Talents Association and the vice president of Shenzhen Software Industry Association.

Mr. Shi has entered into an employment contract with the Company’s subsidiary, Shenzhen Skyworth Digital Technology Co., Ltd. (“Shenzhen Digital”) for a term of 3 years. Under the said employment contract, he is entitled to receive an annual salary and allowance of HK\$1,345,597 per year and discretionary bonus based on his performance and the profitability of Shenzhen Digital. Mr. Shi has not entered into any service contract with the Company and will not receive any director’s fee. The remuneration of Mr. Shi 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. Shi 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. Shi was interested in a total of 11,289,291 Shares which comprise 5,184,825 Shares held by himself and deemed interested in 2,304,466 Shares held by his spouse and share options to subscribe for 3,800,000 Shares.

Save as disclosed above, Mr. Shi does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he 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.

(2) MR. LI WEIBIN

Mr. Li Weibin (“Mr. Li”), aged 55, is an independent non-executive Director, the chairperson of remuneration committee, a member of each of the audit committee and nomination committee of the Company. He was first appointed as an independent non-executive Director on 10 March 2000.

Mr. Li is a practicing solicitor in Hong Kong and is the founder and senior partner of Li & Partners, a firm of solicitors in Hong Kong. He graduated from the China University of Political Science and Law in Beijing, the postgraduate school of the Chinese Academy of Social Sciences in Beijing and the University of Hong Kong with a bachelor degree in law, a master degree in law and a bachelor degree in common law, respectively. Mr. Li is also admitted to practice law in the PRC, England and Wales and New York, USA. Mr. Li is a China-appointed attesting officer, a visiting professor in the China University of Political Science and Law and has worked in the legal field for over 30 years.

Pursuant to the letter of appointment entered into between Mr. Li and the Company for a term of 3 years commencing from 28 September 2016 and ending on 27 September 2019, he is entitled to a director’s fee of HK\$528,000 per annum. The emoluments of Mr. Li were reviewed and recommended by the remuneration committee of the Company with reference to the prevailing market rate and his duties and responsibilities in the Group, and were approved by the Board. Mr. Li 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, Mr. Li was beneficially interested, within the meaning of Part XV of the SFO, in 1,000,000 Shares.

Save as disclosed above, Mr. Li does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he 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.

(3) MR. CHEONG YING CHEW, HENRY

Mr. Cheong Ying Chew, Henry (“Mr. Cheong”), aged 69, is an independent non-executive Director, the chairperson of audit committee, a member of each of the remuneration committee and nomination committee of the Company. He was first appointed as an independent non-executive Director on 1 January 2015.

Mr. Cheong holds a Bachelor of Science (Mathematics) degree from Chelsea College, University of London and a Master of Science (Operational Research and Management) degree from Imperial College, University of London. Mr. Cheong has over 40 years of experience in the securities industry.

Mr. Cheong is also an independent non-executive director of Cheung Kong Property Holdings Limited, Cheung Kong Infrastructure Holdings Limited, TOM Group Limited, CNNC International Limited, Greenland Hong Kong Holdings Limited, Hutchison Telecommunications Hong Kong Holdings Limited and New World Department Store China Limited, all being companies listed in Hong Kong. He is also an independent director of BTS Group Holdings Public Company Limited, a company listed in Thailand, and an executive director and the deputy chairman of Worldsec Limited, a company listed in London. He was previously an independent non-executive director of Creative Energy Solutions Holdings Limited (now known as Kirin Group Holdings Limited), Cheung Kong (Holdings) Limited and CK Hutchison Holdings Limited. He was also a member of the Securities and Futures Appeals Tribunal and a member of the Advisory Committee of the Securities and Futures Commission.

Pursuant to the letter of appointment entered into between Mr. Cheong and the Company for a term of 3 years commencing from 1 January 2015 and ending on 31 December 2017, he is entitled to a director’s fee of HK\$528,000 per annum. The emoluments of Mr. Cheong were reviewed and recommended by the remuneration committee of the Company with reference to the prevailing market rate and his duties and responsibilities in the Group, and were approved by the Board. Mr. Cheong 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, Mr. Cheong does not have interests in the Shares within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Cheong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he 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.

(4) MR. LI MING

Mr. Li Ming, aged 54, is an independent non-executive Director, the chairperson of nomination committee, a member of each of the audit committee and remuneration committee of the Company. He was appointed as an independent non-executive Director on 18 March 2017.

Mr. Li Ming graduated from Jiangxi Finance Institute (now known as Jiangxi University of Finance & Economics) majoring in planning statistics.

Mr. Li Ming is currently the chairman and executive director of China Ocean Industry Group Limited (stock code: 00651, a company listed on the main board of the Stock Exchange) and a non-executive director of DST Robot Co., Ltd. (stock code: A090710, a company listed on the Korea Stock Exchange). Prior to joining the Company, Mr. Li Ming held senior positions in a number of well-known companies in PRC and was an executive director of Shenzhen Microgate Technology Co. Ltd. (stock code: 300319, a company listed on the Shenzhen Stock Exchange) from May 2012 to October 2013. He has extensive experience in management and business planning.

Pursuant to the letter of appointment entered into between Mr. Li Ming and the Company for a term of 3 years commencing from 18 March 2017 and ending on 17 March 2020, he is entitled to a director's fee of HK\$528,000 per annum. The emoluments of Mr. Li Ming were reviewed and recommended by the remuneration committee of the Company with reference to the prevailing market rate and his duties and responsibilities in the Group, and were approved by the Board. Mr. Li Ming 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, Mr. Li Ming does not have interests in the Shares within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Li Ming does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he 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

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, Rooms 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on Friday, 28 July 2017 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 2017.
2. To approve a final dividend for the year ended 31 March 2017 (with scrip option).
3. (A) To re-elect Mr. Shi Chi as an executive Director;
(B) To re-elect Mr. Li Weibin as an independent non-executive Director;
(C) To re-elect Mr. Cheong Ying Chew, Henry as an independent non-executive Director; and
(D) To re-elect Mr. Li Ming as an independent non-executive Director.
4. To authorise the board of Directors (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 resolution as ordinary resolution:

6. **“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 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

NOTICE OF ANNUAL GENERAL MEETING

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.”

By order of the Board
Skyworth Digital Holdings Limited
Lai Weide
Chairman of the Board

Hong Kong, 27 June 2017

As at the date of this notice, the Board comprises Mr. Lai Weide as the Chairman of the Board, Mr. Liu Tangzhi as executive Director and the chief executive officer, Ms. Lin Wei Ping and Mr. Shi Chi as executive Directors; Mr. Yang Dongwen as non-executive Director; and Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Li Ming as independent non-executive Directors.

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

Principal place of business
in Hong Kong:
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, Wan Chai, 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 HK5.0 cents (with scrip option) for the year ended 31 March 2017 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 2017 to those shareholders whose names appeared on the Company's register of members on 9 August 2017.
- (4) The register of members of the Company will be closed from Tuesday, 25 July 2017 to Friday, 28 July 2017 (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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 24 July 2017.
- (5) An explanatory statement containing further details regarding resolution 6 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.