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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 (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.

\* For identification purpose only

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 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

*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.