
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China Display Optoelectronics Technology Holdings Limited, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Display Optoelectronics Technology Holdings Limited

華顯光電技術控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Display Optoelectronics Technology Holdings Limited to be held at 8th Floor, Building 22E, Phase Three, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on 8 June 2018, Friday, at 3:00 p.m. is set out on pages 19 to 23 of this circular.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on 8 June 2018 and/or the Hong Kong Observatory has announced at or before 12:00 noon on 8 June 2018 that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify shareholders of the date, time and place of the adjourned meeting.

Shareholders of the Company should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In such event, shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

23 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 8th Floor, Building 22E, Phase Three, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on 8 June 2018, Friday, at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 23 April 2018 for convening the AGM and included in this circular
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Business Day”	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding a Saturday, Sunday, public holidays and days on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Display Optoelectronics Technology Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 334)
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“General Mandate”	a general mandate to the Directors to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be issued 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)
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“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”	19 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be repurchased 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)

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/Subsidiaries”	any entity which falls within the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly.
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“%”	per cent.

The English translation of Chinese names or words in this circular, where indicated by “”, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

LETTER FROM THE BOARD



China Display Optoelectronics Technology Holdings Limited

華顯光電技術控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

Non-Executive Director:

Mr. LIAO Qian

Executive Directors:

Mr. LI Jian

Mr. OUYANG Hongping

Mr. WEN Xianzhen

Mr. ZHAO Yong

Independent Non-executive Directors:

Ms. HSU Wai Man, Helen

Mr. LI Yang

Mr. XU Yan

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business

in Hong Kong:

8th Floor, Building 22E

Phase Three, Hong Kong Science Park

Pak Shek Kok

New Territories

Hong Kong

23 April 2018

To the Shareholders,

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

(3) FINAL DIVIDEND

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;

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- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Directors; and
- (e) the declaration of final dividend.

2. VARIOUS MANDATES

On 22 June 2017, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of issued Shares of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the number of issued shares of the Company was 2,086,718,219 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 417,343,643 Shares (subject to adjustment in case of Share consolidation or subdivision after the passing of such resolution as prescribed under the Listing Rules). There is no present intention for any issuance of Shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the number of issued Shares of the Company as at the date of passing the relevant resolution.

LETTER FROM THE BOARD

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 2,086,718,219 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 208,671,821 Shares (subject to adjustment in case of Share consolidation or subdivision after the passing of such resolution as prescribed under the Listing Rules). There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until 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 law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

3. RE-ELECTION OF DIRECTORS

Mr. WEN Xianzhen, who was appointed by the Board as an executive Director with effect from 23 March 2018 to fill the casual vacancy arising from the resignation of Ms. YANG Yunfang pursuant to bye-law 83(2) of the Bye-laws, shall hold office until the conclusion of the AGM, being the first general meeting of Shareholders after his appointment, and will be subject to re-election by Shareholders at the AGM.

In accordance with bye-law 84(1) of the Bye-laws, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

LETTER FROM THE BOARD

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

Name	Position
(a) Mr. Li Jian	Executive Director
(b) Mr. Ouyang Hongping	Executive Director
(c) Mr. Zhao Yong	Executive Director

The aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

If re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 23 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible 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 shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

5. FINAL DIVIDEND

The Board has recommended the declaration of a final dividend to be paid out of the contributed surplus account of the Company to the Shareholders whose names appear on the register of members of the Company on 13 June 2018, Wednesday. An ordinary resolution will be proposed at the AGM to declare the final dividend. Subject to approval by the Shareholders at the AGM, the final dividend will be paid on or about 27 July 2018, Friday.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

The Hong Kong register of members of the Company will be closed from 5 June 2018, Tuesday, to 8 June 2018, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 4 June 2018, Monday. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 4 June 2018, Monday.

If final dividend was to be paid out, the Hong Kong register of members of the Company will be closed from 14 June 2018, Thursday, to 15 June 2018, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend upon the passing of relevant resolution. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to the proposed final dividend is 13 June 2018, Wednesday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 13 June 2018, Wednesday.

7. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

8. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

9. RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
On behalf of the Board
Liao Qian
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued shares of the Company was 2,086,718,219 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 208,671,821 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until 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 law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Bye-Laws and the laws of Bermuda.

Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium of the Company.

On the basis of the combined net tangible assets of the Group as at 31 December 2017 and taking into account the current working capital position of the Group, the Directors consider that there might be material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,086,718,219 to 1,878,046,398.

As at the Latest Practicable Date, TCL Corporation, through High Value Ventures Limited, its indirect non-wholly owned subsidiary, held 1,094,079,777 Shares representing approximately 52.43% of the number of issued shares of the Company.

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of High Value Ventures Limited would be increased from 52.43% to 58.26% as a result of a decrease in the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable date were as follows:–

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2017		
April	1.40	0.93
May	1.39	1.03
June	1.23	1.02
July	1.37	1.12
August	1.19	0.98
September	1.08	0.85
October	1.17	0.96
November	1.28	1.05
December	1.12	1.00
2018		
January	1.15	0.85
February	0.92	0.79
March	0.89	0.70
April (up to the Latest Practicable Date)	0.83	0.66

6. REPURCHASE OF SHARES

The Company had not purchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

1. Mr. WEN Xianzhen

Aged 45, was appointed as an executive director of the Company on 23 March 2018 and the finance director of the Company and China Display Optoelectronics Technology (Huizhou) Company Limited (“CDOT Huizhou”, a wholly owned subsidiary of the Company) in November 2017. Mr. Wen joined TCL Corporation (“TCL Corporation”) and its subsidiaries (collectively “TCL Group”) in 2004 and has over 20 years of experience in the field of accounting and finance. Mr. Wen held the position of finance manager of Huizhou Shenghua Industrial Co. Ltd.* (惠州市昇華工業有限公司, a subsidiary of TCL Corporation) from September 2004 to February 2008. Mr. Wen was appointed as the finance director of Huizhou TCL King High Frequency Electronics Co. Ltd.* (惠州TCL王牌高頻電子有限公司) from March 2008 to June 2010. From July 2010 to April 2012, Mr. Wen held the positions of deputy general manager and finance director of TCL Air-Conditioner (Zhongshan) Co., Ltd.* (TCL空調器(中山)有限公司) and was responsible for finance management and analysis. From April 2012 to October 2017, Mr. Wen held the positions of deputy general manager and finance director of Huizhou TCL Environmental Resource Co., Ltd.* (惠州TCL環保資源有限公司), then he was appointed as the finance director, deputy general manager and general manager of Huizhou TCL Environment Technology Co., Ltd.* (惠州TCL環境科技有限公司). Mr. Wen graduated with a Bachelor of Accounting from Central South Institute of Technology* (中南工學院) (now merged into Nanhua University* (南華大學)) in June 1997 and currently is a certified public accountant of the Chinese Institute of Certified Public Accountants and a Hong Kong certified financial planner.

Save as disclosed above, Mr. Wen does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

Save as disclosed above, Mr. Wen does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no other interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Wen has entered into a service contract with the Company pursuant to which he is not entitled to any directors’ fee, subject to annual review by the remuneration committee of the Company, but he is entitled to receive discretionary bonus payment or other benefits as may be determined by the Board (or its designated committee) at its sole discretion from time to time.

2. Mr. LI Jian

Aged 47, was appointed as an executive director and Chief Executive Officer of the Company, and also a member of the remuneration committee and the nomination committee in June 2015. He is currently the president and general manager of CDOT Huizhou, responsible for overall operational management. Mr. Li joined TCL Group in 1996. He held positions of marketing manager, business manager and deputy general manager of Xi'an TCL Appliances Sales Company Limited* (西安TCL電器銷售公司) from March 1996 to December 2001. From January 2002 to July 2005, Mr. Li was northwest district general manager and assistant to general manager of TCL White Household Appliances Division* (TCL白家電事業部), responsible for sales and sales management. From July 2005 to December 2005, Mr. Li also served as operation and sales manager of projector division of TCL Group Parts Business Unit Headquarter* (TCL集團部品事業部本部), responsible for sales and sales management. From January 2006 to March 2008, Mr. Li was northwest district director of TCL CRTVU-online business division* (TCL電大在線事業部), responsible for sales and sales management. From April 2008 to September 2010, Mr. Li served as deputy general manager of CDOT Huizhou, responsible for matters of operation and sales. Mr. Li has rich experience in sales, branch office and district management.

Mr. Li obtained a Bachelor's degree in human resources management (online education) in Nankai University in July 2009. He completed an international business administration and creative leadership management training course at Yangtze Delta Region Institute of Tsinghua University, Zhejiang in March 2011 and obtained a Master's degree in business administration from Ursuline College in January 2013.

Save as disclosed above, Mr. Li does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

Mr. Li has entered into a service contract with the Company pursuant to which he is entitled to receive such remuneration as determined and approved by the remuneration committee of the Company.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Li held:

- (1) 19,925,785 Shares and options to subscribe for 11,514,998 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has no interest in the shares of the Company within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

3. Mr. OUYANG Hongping

Aged 41, was appointed as an executive director in June 2015 and is also the Chief Operating Officer of the Company. He joined the TCL Group in 2004. From August 2004 to December 2008, he was the chief engineer of CDOT Huizhou, responsible for supervising engineering related matters, including production planning and management. Since January 2009, he has also been the deputy general manager of CDOT Huizhou, responsible for supervising engineering related matters, including research and development, procurement, production planning and management. Mr. Ouyang graduated from the University of Nanchang in July 1999 with a Bachelor's degree in industrial automation.

Save as disclosed above, Mr. Ouyang does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

Mr. Ouyang has entered into a service contract with the Company pursuant to which he is entitled to receive such remuneration as determined and approved by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Ouyang held:

- (1) 14,037,998 Shares and options to subscribe for 9,076,528 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ouyang has no interest in the shares of the Company within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

4. Mr. ZHAO Yong

Aged 47, was appointed as an executive director of the Company on 10 March 2016. Mr. Zhao currently holds the following positions in subsidiaries of TCL Corporation, namely, the Chief Operating Officer of Shenzhen China Star Optoelectronics Technology Co., Ltd since September 2011; and the vice chairman, the legal representative and general manager of Wuhan China Star Optoelectronics Semiconductor Display Technology Co., Ltd.* (武漢華星光電半導體顯示技術有限公司) since October 2016 responsible for the overall operational management; Mr. Zhao joined the TCL Group in 2004. From June 2004 to October 2010, he was a general manager of CDOT Huizhou, responsible for the overall operational management. From October 2010 to September 2011, he had served as a general manager of TCL Optoelectronics Technology (Huizhou) Co., Ltd.* (TCL光電科技(惠州)有限公司), responsible for the overall operational management. From May 2014 to September 2017, He was a director, the legal representative and a general manager of Wuhan China Star Optoelectronics Technology Co., Ltd., responsible for the overall operational management. Mr. Zhao obtained an EMBA degree from the China Europe International Business School (CEIBS) in September 2011.

Save as disclosed above, Mr. Zhao does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

Mr. Zhao has entered into a service contract with the Company pursuant to which he is not entitled to any directors' fee, but he is entitled to receive discretionary bonus payment or other benefits as may be determined by the Board (or its designated committee) at its sole discretion from time to time.

As at the Latest Practicable Date, Mr. Zhao held:

- (1) 10,450,145 Shares and options to subscribe for 2,885,499 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao has no interest in the shares of the Company within the meaning of Part XV of the SFO and do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2017 by the above Directors to be re-elected at the AGM (except Mr. WEN Xianzhen who was appointed as an executive Director on 23 March 2018) are set out in the table below:

Directors	Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Equity-settled share option expense	Equity-settled share award expense	Total remuneration
	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
Mr. LI Jian	-	523	34	505	5,644	6,706
Mr. OUYANG Hongping	-	482	33	398	4,394	5,307
Mr. ZHAO Yong	-	-	-	252	-	252

The emoluments to be received in 2018 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules.

Save as disclosed herein, the above Directors did not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



China Display Optoelectronics Technology Holdings Limited

華顯光電技術控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

(the “Company”)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 3:00 p.m. on 8 June 2018, Friday at 8th Floor, Building 22E, Phase Three, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2017.
2. To declare a final dividend of 2.00 HK cents per ordinary share of the Company for the year ended 31 December 2017 to be paid out of the contributed surplus account of the Company to the Shareholders of the Company whose names appear on the register of members of the Company on 13 June 2018, Wednesday.
3. To re-appoint Messrs. Ernst & Young as the Auditors and authorise the board of Directors to fix their remuneration.
4. To re-elect the newly appointed Director.
5. To re-elect the retiring Directors.
6. To authorise the board of Directors to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

7. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the bye-laws of the Company, not exceeding twenty per cent of the number of issued shares of the Company as at the date of the passing of this resolution; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from 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 law or the bye-laws of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

NOTICE OF ANNUAL GENERAL MEETING

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

8. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the number of issued shares of the Company at the date of the passing of this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from 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 law or the bye-laws of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 7 and 8 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 8 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 7 above.”

On behalf of the Board
LIAO Qian
Chairman

Hong Kong, 23 April 2018

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 23 April 2018. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed from 5 June 2018, Tuesday to 8 June 2018, Friday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 4 June 2018, Monday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 4 June 2018, Monday.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from 14 June 2018, Thursday to 15 June 2018, Friday (both dates inclusive), for the purpose of determining the entitlement of Shareholders to the proposed final dividend upon passing of resolution no. 2 set out in this notice. No transfer of Shares may be registered during the said period. In order to qualify for the aforesaid entitlement, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 13 June 2018, Wednesday.
6. With regard to resolutions no. 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 7 above.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on 8 June 2018 and/or the Hong Kong Observatory has announced at or before 12:00 noon on 8 June 2018 that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

Shareholders of the Company should note that the meeting will be held as scheduled when Amber or Red Rainstorm Warning Signal is in force. In such event, Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this announcement, the Board comprises Mr. Liao Qian as Chairman and non-executive Director (Mr. Li Jian as his alternate); Mr. Li Jian, Mr. Ouyang Hongping, Mr. Wen Xianzhen and Mr. Zhao Yong as executive Directors; and Ms. Hsu Wai Man Helen, Mr. Xu Yan and Mr. Li Yang as independent non-executive Directors.